

Annual General Meeting

Date: Friday, September 29, 2023

Time: 11.00 A.M.

**Place: 708, Lodha Supremus, Lodha, iThink Techno Campus,
Kanjurmarg (E), Mumbai - 400 042**

Mode of Meeting: Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Agenda:

A. Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Saurabh Shah [DIN: 08281268] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India (C&AG) for the Financial Year 2023-24.

B. Special Business:

1. To appoint Mr. Hiren Shah [DIN: 06543338] as an Independent Director of the Company for a second term of 5 years.
2. To approve the appointment of Mr. Sankar Chakraborti [DIN: 06905980], Whole-Time Director & Group Chief Executive Officer as the Managing Director & Chief Executive Officer.
3. To approve the payment of compensation to Mr. Sankar Chakraborti [DIN: 06905980], Managing Director & Chief Executive Officer.
4. To approve the payment of compensation to Mr. Suman Chowdhury [DIN: 08458131], Executive Director.
5. To approve the payment of compensation to Mr. Antony Jose Chittilappilly [DIN: 08458246], Executive Director.
6. To approve the payment of remuneration to the Managing Director & Chief Executive Officer and the Executive Directors in excess of the limits specified under Section 197.

Notes:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 2/2022, 10/2021, 02/2021, 33/2020, 20/2020, 17/2020, 14/2020, and 2/2022 (hereinafter collectively referred to as “the MCA Circulars”), has permitted the holding of Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the MCA Circulars, the 18th AGM of the Company is being held through VC/OAVM. The procedure for participating in the meeting through VC/OAVM is explained at Note 16 below and is also available on the website of the Company at www.acuite.in.
2. Since the proceedings of this AGM are being conducted through VC/OAVM, the Registered Office of the Company situated at 708, Lodha Supremus, Lodha iThink Techno Campus, Kanjurmarg (E), Mumbai - 400 042 is deemed to be the venue of the AGM.
3. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD IN ACCORDANCE WITH THE MCA CIRCULARS THROUGH VC/OAVM, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG format) of the certified copy of its Board resolution / authorization letter through its registered email address to chitra.mohan@acuite.in.
5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Act for the Special Business set out above is annexed herewith and forms a part of this Notice.
7. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the financial statements including Directors’ Report, Auditor’s report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company. Members may note that the Notice will also be available on the Company’s web-site at www.acuite.in.
8. The dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 days to those members whose name is in the Register of Members on the date of the AGM. The payment of such dividend subject to deduction of tax at source (TDS) will be made electronically through online transfer modes to those members who have

updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses via the postal facility.

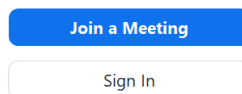
9. To avoid delay in receiving the dividend, members are requested to send their updated bank account details through its registered email address to chitra.mohan@acuite.in.
10. Members are requested to note that dividends remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
11. The details as stipulated under the Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the Director seeking variation in terms of appointment under Item Nos. 7,8 & 9 of this Notice, is annexed.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to chitra.mohan@acuite.in.
13. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2023 through e-mail on chitra.mohan@acuite.in from their registered email address. The same will be replied by the Company suitably.
14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending their request at chitra.mohan@acuite.in from their registered email address on or before September 22, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
15. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. Members are requested to join the meeting in advance of time of commencement of meeting.

16. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING:

- i. Invitation link to join the meeting shall be shared by the Company Secretary of the Company to the registered email address of the Members.
- ii. Detailed instructions for the Members to join the meeting are given below:

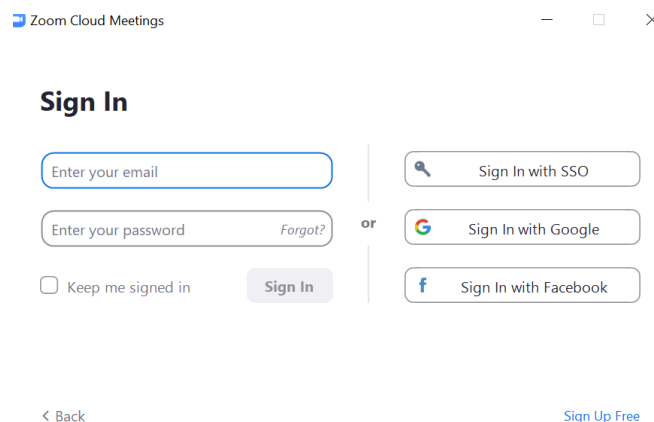
- **OPTION 1: Joining from Laptop or Computer (having access to webcam)**

- Step 1: Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link:
<https://zoom.us/download> (Zoom Client for Meetings)
Otherwise, you will be prompted to download and install Zoom when you click a join link.
- Step 2: Open the Zoom App after download.
- Step 3: Click Join a Meeting if you want to join without signing in



OR

Sign in to Zoom using your registered Mail ID (if applicable) then click Join.



- Step 4: Enter the Meeting ID number and Password (if applicable). Click Join and make sure access is given to the microphone (to speak) and camera (to see).

Zoom ×

Join Meeting

Enter meeting ID or personal link name

Enter your name

Remember my name for future meetings

Do not connect to audio

Turn off my video

Join Cancel

- **OPTION 2: Joining from Mobile Phone**

- Step 1: Downloading the Zoom Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable).
- Step 2: Join a meeting using one of these methods:
 - Tap Join a Meeting if you want to join without signing in.
 - Sign in to Zoom then tap Join.
- Step 3: Enter the meeting ID number and your display name
- Step 4: Tap Join Meeting.

iii. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.

iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

17. DETAILS FOR CASTING VOTE BY THE MEMBERS EXPLAINED HEREIN BELOW:

- Members who are present during the meeting will be eligible to cast their votes at the AGM by show of hands.
- The Chairman of the meeting will put the resolution to vote and request the Members to raise their hands while approving the resolution.
- Thereafter, the Chairman of the meeting will request those Members who dissent to identify themselves by taking their names and raise their hands.

- iv. Thereafter, the Chairman will announce the result that the resolution is passed unanimously or by majority.
 - v. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
18. In case of any queries relating to joining the meeting through electronic mode or any technical assistance to access and participate in the meeting through VC/OAVM is required, mail us on chitra.mohan@acuite.in or call at +91 98 1996 0324.