



ACS Technologies Limited

(Formerly Known as LN Industries India Limited)

Regd. Office: Level 7, Pardha Picasa, Durgam Cheruvu Road, Madhapur, Hyderabad - 500 081
Phone No: +91 40 49034464, +91 897 835 6262
Email: sales@acstechnologies.co.in



Date: 09th January 2025 CIN: L62099TG1993PLC015268

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, M Samachar Marg, Fort,
Mumbai, Maharashtra 400001.

Dear sir/madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: 530745 – ACS Technologies Limited (formerly LN Industries India Limited)

Further to the outcome of Board meeting dated January 07, 2025 filed to you, we are herewith enclosing Postal Ballot Notice dated January 9, 2025, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the members of the Company, by way of remote e-voting process on following special resolutions:

Sl. No	Particulars
1.	Appointment of Mr. Swarna Subba Rao (DIN: 10166623) as an Additional Independent Director on the Board of the Company.
2.	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.
3.	To Fixed the borrowing limits of the Company up to Rs. 300.00 Crores.
4.	Approval for giving loan or guarantee or providing security in connection with loan availed/being availed by group companies or any other person specified under Section 185 of the Companies Act, 2013
5.	Approval for increase in the limits applicable for making investments / extending loans and giving guarantees or providing security in connection with loans to Persons / Bodies Corporate

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/Register of Beneficial Owners, as on Friday, January 03, 2025 (Cut-off Date), received from the Depositories and whose e-mail address is registered with the Depository Participants/Depositories/ the Company/Registrar and Transfer Agent.



Branch Offices:

Visakhapatnam : D.No. 39-11-17/1, Sector - VI, Murali Nagar, Visakhapatnam, India - 530007, Tel: 0891 - 2552207
Vijayawada : Level 1, Vasavya Complex, Near Benz Circle, Vijayawada, India - 520010, Tel : +91 89785 66262

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting will be available during the following period;

Commencement of e-voting	Saturday, 11th January , 2025, at 9:00 a.m. (IST)
End of e-voting	Monday, 10th February , 2025, at 5:00 p.m. (IST)

The Postal Ballot Notice is also available on the Company's website at www.acstechnologies.co.in

This is for the information and records.

Thanking you,

Yours faithfully,

For ACS Technologies Limited

SHILPI

GUNJAN

Shilpi Gunjan

Company Secretary and Compliance Officer

Digitally signed by SHILPI
GUNJAN
Date: 2025.01.09 17:28:52
+05'30'



ACS TECHNOLOGIES LIMITED

(CIN: L62099TG1993PLC015268)

Registered Office: Pardha Picasa, Level 7, Durgam Cheruvu Road, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081**Tel: 040 49034464 E-mail: cs@acstechnologies.co.in Website: www.acstechnologies.co.in****NOTICE OF POSTAL BALLOT****[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]**

VOTING STARTS ON	VOTING ENDS ON
Saturday, 11th January, 2025, at 9:00 a.m. (IST)	Monday, 10th February, 2025, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as **‘MCA Circulars’**), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means (**‘remote e-Voting’**).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (**‘Statement’**) is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, ACS TECHNOLOGIES LIMITED (**‘Company’/‘ACS TECHNOLOGIES’**) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**‘RTA’**)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the **‘Notes’** section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Securities Depository Limited (**‘CSDL’**) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: www.acstechnologies.co.in

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the **‘Notes’** section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Monday, 10th February, 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS**1. Appointment of Mr. Swarna Subba Rao (DIN: 10166623) as an Independent Director.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160(1), 161(1) read with rules made thereunder and Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Dr. Swarna Subba Rao (DIN: 10166623)**, who has been appointed as an Additional Independent Director of the Company effective November 14, 2024, by the Board of Directors of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company commencing from 14th November 2024 and ending 13th November, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company to the creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favor of financial institutions, investment institutions and their subsidiaries, banks, investors, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”), to secure the loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding **Rs. 300.00 Crore (Rupees Three Hundred Crore only)** together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements / Loan Agreements entered / to be entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

3. To Fix the borrowing limits of the Company up to Rs. 300.00 Crores.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, as it may think fit, any sum or sums of money on such terms and conditions as the Board may deem fit, by way of loans including Foreign Currency Loans whether secured or unsecured, issuance of bonds, warrants, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, Parent Company and other corporate or any other persons, up to an aggregate amount of **Rs. 300.00 Crore (Rupees Three Hundred Crore only)** notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up share capital and free reserves and securities premium of the Company, that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

4. Approval for giving loan or guarantee or providing security in connection with loan availed/being availed by group companies or any other person specified under Section 185 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and are hereby accorded to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is Subsidiary Company(s), Associate Company(s) or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding **Rs. 300 Crores (Rupees Three Hundred Crores only)** at any point of time, in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

5. Approval for making investments / extending loans and giving guarantees or providing security in connection with loans to Persons / Bodies Corporate

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 300.00 Crores (Rupees Three Hundred Crores only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (‘Act’) read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ M/s skyline Financial Services Pvt. Ltd, Registrar and Share Transfer Agents of the Company, (‘RTA’ or ‘Registrar’), as on

Friday, 3rd January, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants. The voting rights of the Members shall be in proportion to their paid-up equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 13 of this Notice.
5. The remote e-Voting shall commence on **Friday, 11th January, 2025, at 9:00 a.m. (IST)** and shall end on **Monday, 10th February, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
6. The Board of Directors of the Company has appointed Mr. Ch. Veeranjanyulu (Membership No. FCS 6121, CP No. 6392) of M/s. VCSR & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The result of the postal ballot declared along with the Scrutinizer's Report ('**Result**') shall be placed on the Company's website www.acstechnologies.co.in and on the website of CSDL www.evoting.cdsi.com immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ('**BSE**'), where the equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at Registered Office: Pardha Picasa, Level 7, Durgam Cheruvu Road, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Monday, 10th February, 2025**.
10. Members may download the Notice from the website of the Company www.acstechnologies.co.in or the website of CSDL at www.evoting.cdsi.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to cs@acstechnologies.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Saturday, 11th January, 2025 to on Monday, 10th February, 2025.

13. Process to cast votes through remote e-Voting:

Login method for E-Voting for Individual Shareholders holding Securities in Demat Mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail in their Demat Accounts in order to access the E-Voting Facility.

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with CDSL Depository	1. Users who have opted for CDSL EASI/EASIEST facility, can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/EASIEST are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI.
	2. After successful login to the EASI/EASIEST User will be able to see the E-Voting option for eligible Companies where the E-Voting is in progress as per the information provided by Company. On clicking the E-Voting option, the User will be able to see E-Voting page of the E-Voting Service Provider for casting your Vote during the remote E-Voting period or

	<p>joining Virtual Meeting and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers, so that the User can visit the E-Voting Service Providers website directly</p> <p>3. If the user is not registered for EASI/ EASIEST, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the User will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all the E-Voting Service Providers.</p>
Individual Shareholders Holding Securities in Demat Mode with NSDL Depository	<p>1. If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User-id and Password. After successful authentication, you will be able to see E-Voting Services. Click on "Access to E-Voting" under E-Voting Services and you will be able to see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be re-directed to E-Voting Service Provider website for casting your vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</p> <p>2. If the User is not registered for IDeAS E-services, option to register is available at https://eservices.nsdl.com/ Select "Register Online for IDeAS" Portal or Click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User-id (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see E-Voting page. Click on Company name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your Vote during the remote E-Voting period or joining Virtual Meeting and Voting during the Meeting.</p>
Individual Shareholders Holding Securities in Demat Mode Login through their Depository Participants (DP)	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E- Voting period or joining Virtual Meeting and voting during the Meeting</p>
<p><i>Important note: Members who are unable to retrieve User-id/ Password are advised to use Forgot User-id and Forgot Password option available at above mentioned website.</i></p>	

Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders Holding Securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at the following e-mail: helpdesk.evoting@cdslindia.com or Contact at a toll free no.1800 22 5533

Individual Shareholders Holding Securities in Demat Mode with NSDL

Members facing any technical issue in login can contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or Call at Toll Free No. 1800 10 20990 and 1800 22 4430

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i). The Shareholders should log on to the E-Voting Website: www.evotingindia.com
- (ii). Click on “SHAREHOLDERS” Module.
- (iii). Now enter your User-id
 - i. For CDSL: 16 Digits Beneficiary ID
 - ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the ‘Image Verification’ as displayed and Click on Login.
 - v. If you are holding Shares in Demat form and had logged on to www.evotingindia.com and had voted on an earlier E-Voting of any Company, then your existing password is to be used.
 - vi. If you are a first-time user follow the steps given below:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company /RTA or contact Company/RTA
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id /Folio Number in the ‘Dividend Bank Details’ field

- vii. After entering these details appropriately, click on ‘SUBMIT’ tab.
- viii. Shareholders holding Shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding Shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the ‘New Password’ field. Kindly note that this password is to be also used by the Demat Holders for Voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-Voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of the relevant Company (‘ACS Technologies Limited’) on which you choose to vote.
- xi. On the Voting Page, you will see ‘RESOLUTION DESCRIPTION’ and against the same the option ‘YES/NO’ for Voting. Select the option ‘YES’ or ‘NO’ as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- xii. Click on the ‘RESOLUTIONS FILE LINK’ if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution, you have decided to vote on, click on ‘SUBMIT’. A Confirmation Box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.
- xiv. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your Vote
- xv. You can also take a print of the votes cast by clicking on ‘Click here to Print’ option on the Voting Page.
- xvi. If a Demat Account Holder has forgotten the login password then enter the User-id and the ‘Image Verification

Code' and click on Forgot Password and enter the details as prompted by the system.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:

- Non – Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: www.evotingindia.com and register themselves in the 'CORPORATES' Module.
- A Scanned copy of the Registration Form bearing the Stamp and Sign of the Entity should be mailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a Compliance User should be created using the Admin login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The List of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that a Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: cs@acstechnologies.co.in if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing-A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43

**By order of the Board
For ACS Technologies Limited**

Date: 09/01/2025
Place: Hyderabad
E-mail: cs@acstechnologies.co.in
Website: www.csacstechnologies.co.in
CIN: L62099TG1993PLC015268

Shilpi Gunjan
Company Secretary & Compliance officer
Membership No: ACS 64964

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**ITEM NO 1.**

The Nomination and Remuneration Committee ('NRC') reviewed the profiles of suitable prospects and based on relevant skills and experience required, recommended Dr. Swarna Subba Rao as a suitable candidate to be inducted as an Independent Director on the Board of the Company.

On November 14, 2024, based on the recommendations of the NRC, the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Dr. Swarna Subba Rao (DIN: 10166623) as an Additional Independent Director on the Board of the Company effective November 14, 2024.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), appointed Dr. Swarna Subba Rao as an Additional Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from November 14, 2024 till November 13, 2029 (both days inclusive).

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Dr. Swarna Subba Rao: (i) a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, and (v) a confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, Dr. Swarna Subba Rao has confirmed that he is independent of the Management of the Company and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. In the opinion of the Board, Dr. Swarna Subba Rao is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company. Further, based on the recommendations of the NRC, the Board has also appointed Dr. Swarna Subba Rao as the Member of the Nomination and Remuneration Committee, effective November 14, 2024.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an 'Annexure I' to the notice.

Except Dr. Swarna Subba Rao, none of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board is of the view that the knowledge and experience of Dr. Swarna Subba will be of immense benefit and will add value to the Company and therefore, recommends to the Members his appointment as an Independent Director on the Board of the Company as Special Resolution.

ITEM NO 2.

The Board of Directors of the Company proposes to seek the approval of the shareholders to create mortgages, charges, and hypothecations on the assets of the Company, both present and future, in favor of financial institutions, banks, investment institutions, trusts, and other lending agencies (hereinafter referred to as the "Lending Agencies"). This is in connection with securing the loans, foreign currency loans, debentures, bonds, and other instruments issued or to be issued by the Company.

The proposed resolution is in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, which requires the approval of the shareholders by way of a special resolution for the creation of mortgages or charges on the assets of the Company. The aggregate value of the borrowings under this arrangement is not expected to exceed Rs. 300 Crore, including interest, penalties, costs, charges, and all other dues payable by the Company to the Lending Agencies under their respective loan agreements.

In order to facilitate this borrowing arrangement, the Company may need to create appropriate security interests on its assets as necessary. This resolution, if approved, will empower the Board to create the necessary charges, execute agreements with the Lending Agencies, and take all such actions required to implement the same. The funds raised will be utilized by the Company for its general corporate purposes and other business requirements. The Board of Directors is, therefore, seeking the approval of the shareholders for this resolution, which will enable the Company to secure financing arrangements to support its business activities and growth plans.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends to the Members for approval of the resolutions as set out in item no 2 of the Notice as Special Resolution.

ITEM NO 3.

The shareholders' approval is being sought in terms of Section 180(1)(c) of the Companies Act, 2013, for availing loans, foreign currency loans, debentures, bonds, or any other financial instruments, with an outstanding aggregate value not exceeding Rs. 300 Crore (Rupees Three Hundred Crore), together with interest, further interest, liquidated damages, pre-payment premiums, redemption premiums, costs, charges, expenses, and all other amounts payable under the respective agreements entered or to be entered into by the Company with the Lending Agencies in respect of such borrowings notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up share capital and free reserves and securities premium of the Company.

This resolution is being proposed to enable the Company to obtain financial assistance from various lending agencies, as and when required, for the company's business activities from the Lending Agencies. Section 180(1)(c) of the Companies Act, 2013 mandates that the shareholders of the Company must approve, by way of a special resolution for borrowings of the Company in excess of paid up share capital and free reserves and securities premium of the Company. The aggregate amount of borrowings proposed to be secured under this resolution is Rs. 300 Crore (Rupees Three Hundred Crore).

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends to the Members for approval of the resolutions as set out in item no 3 of the Notice as Special Resolution.

ITEM NO 4.

The proposed resolution seeks the approval of the shareholders, pursuant to the provisions of Section 185 of the Companies Act, 2013 ("Act") and other applicable provisions, for the Board of Directors to give loans, provide guarantees, security in connection with loans taken by entities related to the Company. These entities include the Company's Holding Company, Subsidiary Company, Associate, Joint Venture, Group Entities, or any other person in which a Director of the Company is deemed to be interested (collectively referred to as the "Entities").

As per Section 185 of the Companies Act, 2013, a Company is restricted from giving loans, guarantees, or providing security to its directors or to any other person in whom the director is interested unless certain conditions are met. The Board proposes that the Members grant approval for the Company to provide financial assistance to the Entities, including but not limited to loans (including loans represented by book debt), guarantees, and securities. The aggregate amount of the loan amount, security, or guarantee is proposed to be secured under this resolution is Rs. 300 Crore (Rupees Three Hundred Crore).

This resolution, if passed, will ensure compliance with the provisions of the Companies Act, 2013, and facilitate smooth business operations by enabling the Company to extend such financial support to its related entities when necessary. The Board of Directors is of the opinion that providing loans, guarantees, and securities to the entities as mentioned above will be beneficial to the Company and in the best interest of the Company's business.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends to the Members for approval of the resolutions as set out in item no 4 of the Notice as Special Resolution.

ITEM NO 5.

The proposed special resolution is being placed before the Members of the Company for approval under the provisions of Section 186 of the Companies Act, 2013, and other applicable provisions, to enable the Board of Directors of the Company to give loans, provide guarantees or securities, and acquire securities of any other body corporate.

As per Section 186 of the Companies Act, 2013, a company is required to obtain approval from its shareholders by way of a special resolution if the aggregate value of the loans, investments, guarantees, or security made or given by the company exceeds the limits prescribed under the section. The limit is set at 60% of the company's paid-up share capital, free reserves, and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher.

The Board proposes to seek the consent of the Members to allow the Company to:

- (a) **Give loans** to any person or other body corporate.
- (b) **Give guarantees or provide security** in connection with loans taken by any other body corporate or person.
- (c) **Acquire securities** of any other body corporate, by way of subscription, purchase, or otherwise.

The total amount of loans, investments, guarantees, or securities (both existing and proposed) made by the Company should not exceed Rs. 300 Crores (Rupees Three Hundred Crores only), over and above the prescribed limits under Section 186 of the Companies Act, 2013. This approval will provide the Company with the necessary flexibility to extend financial assistance or make investments that the Board deems beneficial for the growth and operations of the Company and in the best interest of its shareholders. Such decisions will be made at the absolute discretion of the Board, subject to ensuring compliance with the statutory limits under Section 186.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends to the Members for approval of the resolutions as set out in item no 5 of the Notice as Special Resolution.

**By order of the Board
For ACS Technologies Limited**

Date: 09/01/2025
Place: Hyderabad
E-mail: cs@acstechnologies.co.in
Website: www.csacstechnologies.co.in
CIN: L62099TG1993PLC015268

**Shilpi Gunjan
Company Secretary & Compliance officer
Membership No: ACS 64964**

Annexure -1
Information about the Directors recommended for appointment / re-appointment / as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Dr. Swarna Subba Rao (DIN: 10166623)
Brief resume of the Director	<p>Dr. Swarna Subba Rao, a distinguished Survey, Mapping, and Geo-Spatial professional, retired as the Surveyor General of India, with over 34 years of experience in geospatial technologies. He served as the Surveyor General from 2010 to 2017, holding the longest tenure in this position since India's independence. Dr. Rao has extensive expertise in geospatial strategies, project management, and GIS applications, having led several high-profile national mapping projects for the Government of India. His role included advising various ministries, managing large teams, and handling international boundary negotiations with neighbouring countries like Pakistan, Myanmar, Bhutan, and Nepal.</p> <p>Dr. Rao's contributions span numerous significant projects, including the 1:10K national mapping project, the National Geographic Information System, and the Namami Gange Project, among others. His leadership in setting up a Continuously Operated Reference System (CORS) for India is also noteworthy. As an expert court witness in land and boundary disputes, Dr. Rao provided critical inputs in high-stakes legal cases, particularly related to mining and state government issues.</p> <p>He has served in various leadership roles, including Director of the Andhra Pradesh Geospatial Data Centre and Kerala and Lakshadweep Geospatial Data Centre. Dr. Rao is a recognized leader in the field, with affiliations to numerous national and international committees. He chaired the National Spatial Data Infrastructure and led multiple technical and advisory roles across India and abroad. He has been involved in significant academic and research initiatives, including his work as an adjunct professor at NALSAR University of Law and as a member of various geospatial and cartographic associations.</p> <p>Dr. Rao holds a Ph.D. in Geoengineering, a Master's in Transportation Engineering, and a bachelor's in civil engineering. He is a recipient of the Gold Medal for his Ph.D. and a Lifetime Achievement Award from the India Geographers Association. Currently, Dr. Rao serves as a Consultant and Head of GIS at Ad VINtek Consulting Services, continuing to contribute to the advancement of geospatial technologies.</p>
Expertise in specific functional areas	<p>Dr. Swarna Subba Rao, was a Director of the Andhra Pradesh Geospatial Data Centre (2001-2010) and later as Surveyor General of India, served as an expert court witness at the Hon'ble Supreme Court of India for various land, boundary, and mining disputes, including politically sensitive cases. He led extensive fieldwork in collaboration with Revenue Officers from Andhra Pradesh, Tamil Nadu, Kerala, and Karnataka to assist the Court. Dr. Rao has authored numerous technical reports and publications on surveying and GIS. He represented India at UNGGIM and advised national and state government spatial organizations, holding key roles in various boards and committees.</p> <p>With his exceptionally distinguished record of accomplishments, Dr. Rao is well poised to add significant value and strength to the Board in the areas of Project Management, Strategy, Business Operations, Sustainability and Government affairs.</p>
Relationship with other Directors and other Key Managerial Personnel of the Company	None of the Directors and Key Managerial Personnel are related to Dr. Swarna Subba Rao.

Other Bodies Corporate or LLP in which he holds Directorships or Partnerships	Tov Solutions LLP - Designated Partner
Shareholding in the Company	NIL
Skills and capabilities required for the role and the manner in which he meets such requirements	<p>The Nomination & Remuneration Committee (NRC) had identified amongst others, leadership in large corporations, expertise in the areas of management, strategy, finance, governance & compliance, sustainability, policy advocacy as the skills and capabilities for the role.</p> <p>Dr Rao Surveying, Strategic Leadership, Strategic Consulting, Client Management, Institutional Leadership, Business Analysis, Program and Project Management educational background, experience, skills, personality is in coherence with the criteria, role, skills, and capabilities identified by the NRC.</p>