

ACI INFOCOM LIMITED

**43RD
ANNUAL REPORT (2024-2025)**

Chairman Message

Dear Valued Shareholders,

On my behalf and on behalf of the Board of Directors, I welcome you all to this 43rd Annual General Meeting of Company.

I feel honoured and privileged once again to present you with the Annual Report for the Financial Year 2024-25. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward.

It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually. The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need.

I would like to take this opportunity on behalf of the Board of Directors and its leadership team to thank each shareholder, Banks for their continued co-operation, support and commitment to the Company.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kushal Chand Jain	Managing Director (upto 05 th September, 2025)
Mr. Krishna Vyas	Independent Director
Mr. Hemantkumar S Jain	Independent Director
Mr. Amit Kumar	Independent Director
Mr. Pradeep Dhanuka	Additional Director (w.e.f. 18 th July, 2025)
Ms. Nidhi Dhanuka	Additional Director (w.e.f. 18 th July, 2025)

REGISTERED OFFICE

Shop 109,1st Floor, Dimple Arcade Premises CHS
Ltd Asha Nagar, Thakur Complex, Kandivali East,
400101

BANKERS

HDFC Bank Limited
(Thakur Complex Kandivali East Branch, Mumbai)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sarika Mehta
Company Secretary & Compliance Officer

SECRETARIAL AUDITOR

M/s. Sindhu Nair & Associates, Practicing
Company Secretary (FY 2024-25)
M/s. Nishant Bajaj & Associates, Practicing
Company Secretaries (FY 2025-26 TO FY 2029-30)

OTHER INFORMATION

LISTED ON- BSE Limited
WEBSITE- <https://www.acirealty.co.in/>
ISIN- INE167B01025
Scrip Code- 517356

STATUTORY AUDITORS

M/s. Agarwal Jain & Gupta., Chartered
Accountants (FY 2024-25)
M/s. Mittal & Associates., Chartered
Accountants (FY 2025-26 TO FY 2030-31)

REGISTRAR & TRANSFER AGENT

M/s. MUFG Intime India Pvt. Ltd.
C 101/247 Park L.B.S. Marg Vikhroli (W)
Mumbai.

CHIEF FINANCIAL OFFICER

Mr. Dilip Kumar Dhariwal (upto 05th
September, 2025)
Mr. Pradeep Dhanuka (w.e.f. 05th September,
2025)

INTERNAL AUDITOR

Mr. Pradeep Gupta, Chartered Accountant (FY
2024-25)
Ms. Divya Sarraf, Company Secretary (FY 25-
26)

CORPORATE IDENTIFICATION NO.

L72200MH1982PLC175476

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF ACI INFOCOM LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 11:00 A.M. AT OFFICE NO. 201, 2ND FLOOR, A WING, CORPORATE AVENUE, NEXT TO UDYOG BHAVAN, SONAWALA LANE, GOREGAON EAST, MUMBAI 400063

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, the Reports of the Board of Directors & Auditors thereon.
2. **TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S):**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mittal & Associates, Chartered Accountants (Firm Registration No.:106456W), Mumbai be and are hereby appointed as Statutory Auditors of the Company, for a term of 5 years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of 48th Annual General Meeting to be held in the FY 2030-31 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

SPECIAL BUSINESS**3. APPOINTMENT OF SECRETARIAL AUDITOR:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of Audit Committee, consent of Members of the company be and is hereby accorded to appoint M/s. Nishant Bajaj & Associates, Practicing Company Secretaries, (COP:21538), as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

4. TO APPOINT MR. PRADEEP DHANUKA (DIN:00326544) AS A MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Pradeep Dhanuka (DIN:00326544), as a Managing Director of the Company, for a period of 5 (five) years from 05th September, 2025 to 04th September, 2030. The period of his office shall be not be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to

the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

5. REGULARISATION OF ADDITIONAL DIRECTOR MRS. NIDHI PRADEEP DHANUKA (DIN:00326545) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the Articles of Association of the Company, Mrs. Nidhi Pradeep Dhanuka (DIN:00326545), was appointed by the Board of Directors as an Additional Director (Non-Executive category) of the Company with effect from 18th July, 2025 and who holds office up to the date of the ensuing General Meeting in terms of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing from a member under

Section 160(1) of the Act signifying his intention to propose Mrs. Nidhi Pradeep Dhanuka as a candidate for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

6. TO ISSUE EQUITY SHARES ON A FOLLOW-ON EQUITY OFFERING ALSO KNOWN AS OR PREFERENTIAL ALLOTMENT OR RIGHT ISSUE BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013 AND TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 23, 42, 62(1)(c), and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 4,99,90,000 (Four Crores Ninety Nine Lakh Ninety Thousand) Equity Shares of the Company of the face value of INR. 10/- (Ten) each (“Equity Shares”) by way of a) Right Issue to the existing shareholders of the company on a Record Date to be

decided at a later date. b) Preferential Allotment at a price of INR 10/- (Rupees Ten each) per Equity Share aggregating to INR. 49,99,00,000/- (Rupees Fourty Nine Crores Ninety Nine Lakh Only)

“RESOLVED FURTHER THAT, the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the preferential allotment offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Subscribers for application of the securities pursuant to the issue shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

7. MAKING INVESTMENTS /EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 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 186 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), if any consent of the shareholders of the Company be and is hereby accorded to

- a. give any loan to any person(s) or other body corporate(s);
- b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and

c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate; from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

8. LOANS, INVESTMENTS, GUARANTEE OR SECURITY U/S 185 OF 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 all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Crores only) in

their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

9. CREATION OF CHARGES ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of members of the company, be and is hereby accorded to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or to create such mortgages/ charges/ hypothecation and/ or other encumbrances, in addition to the existing mortgages, charges, hypothecation and/ or other encumbrances, if any, created by the Company on all or any part of the immovable and/ or movable properties, current and/ or fixed assets, tangible and /or intangible assets, book debts and/ or claims of the Company wheresoever situated, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and / or other encumbrances created/ to be created by the Company in favor of Indian or Foreign financial institutions, Banks or other lending institution(s), and/ or to such other persons, if any, from whom the Company has proposed or proposes to borrow money by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/ to be entered into by the Board within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, i.e., up to Rs. 100 Crore (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/ or undertakings of the Company in certain events, to banks/ financial institutions, other lending agencies, and/ or trustees for the holders of debentures/ bonds/ other instruments, to secure any rupee loans, foreign currency loans and/ or the issue of debentures, whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/ or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

10. BORROWING LIMIT UNDER SECTION 180(1)(C) 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 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company consent of members of the Company be and is hereby accorded to borrow money, for and on behalf of the Company from time to time, as deemed by it to be requisite and proper for the business of the Company, in a manner that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may at any time exceed the aggregate of paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed and outstanding at any time shall not exceed the sum of Rs. 100 Crore (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT Mr. Pradeep Dhanuka, Director & CFO or Ms. Sarika Mehta, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

Date: 05nd September, 2025

Place: Mumbai

Registered Office:

Aci INFOCOM Limited

CIN: L72200MH1982PLC175476

109, Dimple Arcade, Asha Nagar, Thakur Complex,

Kandivali East Mumbai 400 101

Tel. No. 022-40166323

Email address: compliance@acirealty.co.in

Website: www.acirealty.co.in

By Order the Board of Directors,

Sd/-

Sarika Mehta

Company Secretary & Compliance Officer

NOTES TO NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (on or before 28th September, 2025, 04:00 p.m. IST). A Proxy form MGT-11 is sent herewith.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (herein after referred to as “the Act”, in respect of item 2 to 10 is annexed hereto.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. MUFG Intime India Private Limited.
5. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.

6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Tuesday, 23th September, 2025.
7. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
8. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company's Registrar & Share Transfer Agents MUFG Intime India Private Limited in respect of their physical share folios if, any.
9. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
10. As a measure of economy, Members are requested to bring their copy of Notice of Annual General Meeting (AGM) to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP Id and Client Id for Identification.
11. The Notice of Annual General Meeting (AGM) of the Company circulated to the members of the Company will be made available on the Company's website at <https://www.acirealty.co.in/>
12. The Company or its Registrars and Transfer Agents, MUFG Intime India Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
13. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same.

14. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.
15. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
 - a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
 - b. Members who hold shares in physical form are requested to register their e-mail ID with aciinfocomltd@gmail.com quoting your name and folio number.
16. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.acirealty.co.in/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai
19. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for annual closing for the financial year 2024-25.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AS UNDER:

The remote e-voting period begins on Friday, 26th September, 2025 at 09:00 A.M. and ends on Monday, 29th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting

website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are 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>
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 home page 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues

related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your

	user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nishantbajajcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to aciinfocomltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to aciinfocomltd@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

IN CONFIRMITY WITH THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE ITEM OF SPECIAL BUSINESS OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

Item No. 2

This explanatory statement is provided in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), although the same is not specifically required under Section 102 of the Companies Act, 2013 ("the Act").

M/s. Agarwal Jain & Gupta., Chartered Accountants (Firm Registration No. 013538C), were appointed as Statutory Auditors of the Company at the 38th Annual General Meeting ("AGM"), for a term of five consecutive years, commencing from the conclusion of the 38th AGM until the conclusion of the 43rd AGM.

As per the provisions of the Act, they are not eligible for reappointment after the completion of their term. The Board of Directors of the Company, based on the recommendation of the Audit Committee, have recommended the appointment of M/s. Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) as the Statutory Auditors of the Company.

M/s. Mittal & Associates have consented to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be within the limits prescribed under the Act and the rules made thereunder. They have further confirmed that they are eligible to be appointed as Statutory Auditors in terms of the provisions of the Act, the Chartered Accountants Act, 1949, and the rules and regulations made thereunder. The firm has also provided a certificate regarding their independence in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI").

Accordingly, it is proposed to appoint M/s. Mittal & Associates, Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of the 43rd AGM until the conclusion of the 48th AGM of the Company, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit as may be mutually agreed between the Board of Directors and the Auditors.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 3

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on 05th September, 2025 has, considered the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Nishant Bajaj & Associates, Practicing Company Secretary (FCS No. 12990, C.P. No.21538) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Mr. Nishant Bajaj, Founder of M/s. Nishant Bajaj & Associates, Practicing Company Secretaries, is a fellow member of the Institute of Company Secretaries of India ("ICSI") and has more than 15 years of experience in corporate secretarial practices. He is also a Corporate Law Consultant and a Trainer, having vast experience in handling and advising on various company law and corporate law matters including incorporation of company, IPO, Rights Issue, Preferential Issues of securities, Board, Committees and shareholders meetings, mergers, amalgamations and restructuring of companies, certification & filing of various forms, returns and other documents with MCA, ROC, SEBI & Stock Exchanges.

M/s. Nishant Bajaj & Associates, Practicing Company Secretaries has consented to its appointment as Secretarial Auditor, if appointed, and has confirmed that the firm holds a valid certificate of peer review issued by the ICSI. Further, Mr. Bajaj has confirmed that the firm is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 75,000/- (Rupees Seventy Five Thousand) pocket expenses. The remuneration for the subsequent years

of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 5th September 2025, approved the appointment of Mr. Pradeep Natvarlal Dhanuka (DIN: 00326544) as the Managing Director and Chief Financial Officer (CFO) of the Company with effect from 5th September 2025, for a period of 5 years, subject to the approval of shareholders in the ensuing Annual General Meeting.

In view of the resignations tendered by Mr. Kushal Chand Jain (Managing Director) and Mr. Dilip Kumar Sharma (Chief Financial Officer), the Board considered it expedient to appoint Mr. Pradeep Natvarlal Dhanuka to the dual role of Managing Director under Sections 196, 197, and 203 of the Companies Act, 2013, and as Chief Financial Officer under Section 203 of the Companies Act, 2013, to ensure continuity and effective management of the Company's operations.

Terms and conditions of appointment:

- 1. Designation:** Managing Director
- 2. Tenure:** Five years commencing from 05th September, 2025 to 04th September, 2030
- 3. Remuneration:**
 - -Salary: upto Rs. 1,00,000 per month
 - Performance Bonus/Commission: As may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to overall ceiling laid down under Section 197 of the Companies Act, 2013.
 - Perquisites: As per Company policy (housing, medical reimbursement, leave travel concession, etc.)
 - Sitting Fees: Not applicable for Board/Committee meetings during his tenure as MD.
- 4. Duties & Responsibilities:** To perform such duties as may be delegated by the Board from time to time and in accordance with the provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015.

The Company has received:

- i. Consent in writing to act as Managing Director in Form DIR-2;
- ii. Intimation in Form DIR-8 confirming that he is not disqualified from being appointed under Section 164 of the Companies Act, 2013.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under-

1	Nature of Industry	:	Presently, the company is engaged in the business of real estate and construction activities.
2	Date of Commencement of Activities	:	NA, since the Company has already commenced its business activities.
3	Foreign Earnings, Investments or Collaborations	:	Nil
4	Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under

Financial Information of Last three Years:

Particulars	FY 23-24	FY 22-23	FY 21-22
Operational and other Income	9,30,000	5,30,000	6,20,000
Expenditure	(7,50,000)	(3,90,000)	(5,60,000)
Profit/(Loss) before Tax	1,80,000	1,40,000	60,000
Current Tax	(90,000)	(40,000)	(10,000)
Deferred Tax Liability / Assets	-	-	-
MAT credit entitlement	-	-	-
Profit/(Loss) after Tax	90,000	1,00,000	50,000

Except Mr. Nidhi Dhanuka and Pradeep Dhanuka, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No. 5

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 18th July, 2025, approved the appointment of Mrs. Nidhi Dhanuka (DIN: 00326545) as Additional Director designated Non-Executive Director of the Company with effect from 18th July, 2025, subject to approval of shareholders at the forthcoming Annual General Meeting.

The terms and conditions of the re-appointment of Mr. Nidhi Dhanuka are provided in the resolution referred in Item No. 5. The Company has received from Mr. Nidhi Dhanuka.

- i. 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. intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Nidhi Dhanuka for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 5 of the Notice above by way of Special resolution.

Except Mr. Nidhi Dhanuka and Pradeep Dhanuka, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No. 6

The Board of Directors of the Company, at its meeting held on 05th September, 2025, has considered the need to raise additional capital to support the Company's business growth, working capital requirements, and general corporate purposes.

To meet these objectives, it is proposed to issue and allot up to 4,99,90,000 (Four Crores Ninety Nine Lakh Ninety Thousand) Equity Shares of the Company of the face value of INR. 10/- (Ten) each ("Equity

Shares”) by way of a) Right Issue to the existing shareholders of the company on a Record Date to be decided at a later date. b) Preferential Allotment at a price of INR 10/- (Rupees Ten each) per Equity Share aggregating to INR. 49,99,00,000/- (Rupees Fourty Nine Crores Ninety Nine Lakh Only). The issuance may be made in one or more tranches through the following routes:

1. Rights Issue to existing shareholders
2. Preferential Allotment basis

The proposed issuance of shares will be carried out in compliance with the applicable provisions of the Companies Act, 2013 including Sections 23, 42, 62(1)(c), and 179(3)(c), along with applicable rules such as the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014. The issue will also adhere to regulations prescribed by the Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act (FEMA), 1999, and other relevant regulatory frameworks, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where applicable.

As per the provisions of Sections 42 and 62 of the Companies Act, 2013 and relevant rules thereunder, any allotment of securities by way of private placement, preferential allotment, or rights issue, requires approval of the shareholders by way of a special resolution.

The proposed equity shares shall rank *pari-passu* in all respects with the existing equity shares of the Company.

The Board recommends the passing of the proposed resolution as a Special Resolution, as set out in Item No. 6 of the accompanying notice.

None of the Directors, Key Managerial Personnel, or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company or to the extent of the securities that may be offered to them in any of the proposed modes of issue, if applicable.

Item No. 7

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans, investments and issue guarantees / securities to persons or bodies corporate from time to time, the Board of Directors proposes to seek approval of the Members to authorize the Company to give loans, make investments, provide guarantees and securities for an amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores only)** outstanding at any point of time, notwithstanding the limits prescribed under Section 186(2) of the Act.

The Board of Directors Recommend the Item No. 7 as a Special Resolution for approval by the members.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Item No. 8:

The Company is expected to render support for the business requirements to other companies in the group, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was earlier unable to extend financial assistance by way of loan, guarantee or security.

In the light of amendments notified effective 07th May, 2018, inter-alia replacing the provisions of Section 185 of the Companies Act, 2013, the Company, with the approval of Members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other

entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The Members may note that the Board of Directors would carefully evaluate such proposals and provide loans, guarantees or security through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for the principal business activities of the entities.

Accordingly, approval of Members is being sought by way of Special Resolution to authorize the Company to advance loans, give guarantees or provide security, to Managing Director / Whole-time Director / subsidiaries / joint ventures / associates / other companies / firms in which Directors are interested directly or indirectly, under Section 185 of the Companies Act, 2013, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) outstanding at any point of time.

The Board of Directors recommend the Item No. 8 as a Special Resolution for approval by the Members.

None of the Directors / Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested in the resolution except to the extent of their shareholding in the Company or in the entities to which such loan, guarantee or security may be provided.

Item No. 9:

The board of directors in their meeting held on 13th January, 2025 has proposed to seek approval of members pursuant to Section 180(1)(a) of the Companies Act, 2013 for limits upto Rs. 100 crore to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure

borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(a) of the Companies Act, 2013.

The Board recommends the Resolution at Item No. 9 of the Notice for approval of the shareholders by a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 10:

Considering the Company's future business requirements and growth plans and resulting funding requirements to fuel the same, the board of directors in their meeting held on 13th January, 2025 has proposed to seek approval of members for borrowing upto an aggregate sum of Rs. 100 Crores (Rupees One Hundred Crores Only)

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, the Board of a company is empowered to borrow money, where the money to be borrowed, together the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital, free reserves and securities premium with the consent of the shareholders of the company by way of special resolution.

Accordingly, approval of the members of the Company is sought by way of special resolution for such increase in borrowing limits.

The Board recommends the Resolution at Item No. 10 of the Notice for approval of the shareholders by a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

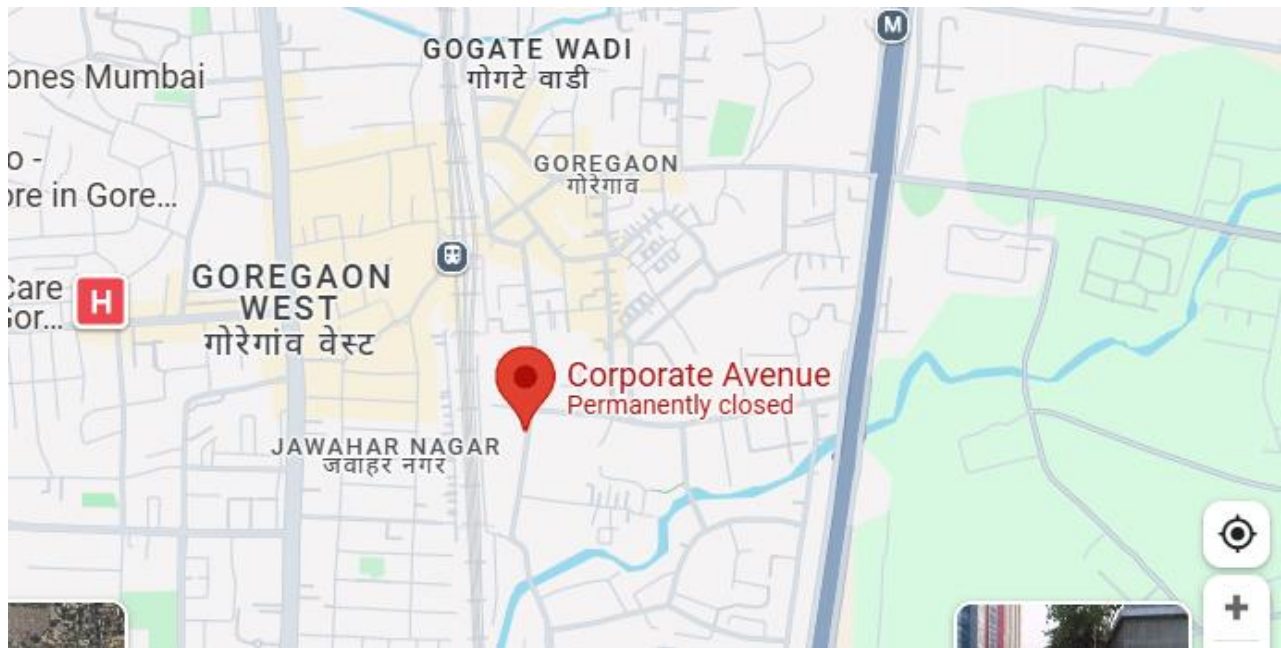
“ANNEXURE A” TO THE NOTICE

Details of Directors pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of the Director	Pradeep Dhanuka	Nidhi Dhanuka
DIN	00326544	00326545
Designation	Managing Director & CFO	Non-Executive Director
Date of appointment	18/07/2025	18/07/2025
Nationality	Indian	Indian
Qualification	Bachelor of Commerce	Bachelor of Commerce
Expertise in specific functional area	He is a commerce graduate and has experience of over ten years in the field of finance and business administration.	She is a graduate having more than 10 years of experience in Industry.
Names of listed entities in which the person holds Directorship(s)	Aci Infocom Limited	Aci Infocom Limited
Listed entities from which the person has resigned in the past three (3) years	NA	NA
Shareholding in the Company (as at 31 st March, 2025)	-	-
Relationship with Directors and Key Managerial Personnel	Mrs. Nidhi Dhanuka (Spouse)	Mr. Pradeep Dhanuka (Spouse)
Details of remuneration sought to be paid	NA	NA
Details of remuneration last drawn from the Company	NA	NA
Chairmanship/ Membership of the Committees of the Board of the Directors (as on 31 st March, 2025)	NA	NA
Memberships / Chairmanships of	NA	NA

Committees of other Companies		
Terms and Conditions of Appointment	Managing Director, Not liable to retire by Rotation	Non-Executive Director liable to retire by rotation.

ROUTE MAP OF THE VENUE OF THE AGM



Prominent Landmark: Corporate Avenue

ATTENDANCE SLIP

CIN: L72200MH1982PLC175476

Name of the Company: ACI Infocom Ltd

Registered Office: Shop 109,1st Floor, Dimple Arcade Premises CHS Ltd Asha Nagar, Thakur Complex, Kandivali East, 400101.

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the 43rd Annual General Meeting of the at Shop 109,1st Floor, Dimple Arcade Premises CHS Ltd Asha Nagar, Thakur Complex, Kandivali East, 400101 on Tuesday, 30th September, 2025

.....

Full name of the Member (in block letters)

.....

Signature

Folio No.: DP ID No.:* Client ID No.:*

*Applicable for member holding shares in electronic form

.....

Full name of the Proxy (in block letters)

.....

Signature

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rule, 2014]

Name of the Company: ACI INFO COM LIMITED

Registered Office : 109 Dimple Arcade, Asha Nagar, Thakur Complex, Kandivali East Mumbai 401 101

CIN : L72200MH1982PLC175476

BALLOT PAPER

S No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding share in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint statutory auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).			
3.	To appoint secretarial auditor.			
4.	To appoint Mr. Pradeep Dhanuka as a Managing Director and CFO of the company.			
5.	To regularise appointment of Mrs. Nidhi Pradeep Dhanuka as a Non-Executive Director of the company.			
6.	To Issue Equity Shares on A Follow-On Equity Offering Also Known as Or Preferential Allotment or Right Issue Basis in Compliance with Section 42 And 62 Of the Companies Act, 2013.			
7.	To Make Investments /Extending Loans and Giving Guarantees or Providing Securities in Connection with Loans To Persons / Bodies Corporate u/s 186 of The Companies Act,2013			

8.	To grant Loans, Investments, Guarantee or Security u/s 185 Of Companies Act, 2013.			
9.	Creation of Charges on The Assets of The Company Under Section 180(1)(A) Of the Companies Act, 2013.			
10.	Borrowing Limit Under Section 180(1)(C) Of the Companies Act, 2013.			
Place:				
Date:		(Signature of the shareholder*)		

(*as per Company records)

Form No. MGT – 11**Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN : L72200MH1982PLC175476
Name of the Company : ACI INFO COM LIMITED
Registered Office : 109 Dimple Arcade, Asha Nagar, Thakur Complex
Kandivali East Mumbai 401 101
Name of the Member (s) :
Registered address :

E-mail Id: Folio No / Client Id: DP ID:

I / We, being the member(s) of Shares of the above mentioned company, hereby appoint

1.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

or failing him/her: _____

2.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

or failing him/her: _____

3.Name: _____

Address: _____

E-Mail ID: _____

Signature: _____

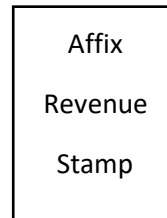
or failing him/her: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2025 at 11:00 a.m. at A-wing, 201, 2nd floor, Corporate Avenue, Sonawala Lane, Near Goregaon Station, Goregaon East, Mumbai-400063 and at any adjournment thereof, in respect of following resolutions as indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint statutory auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).		
3.	To appoint secretarial auditor.		
4.	To appoint Mr. Pradeep Dhanuka as a Managing Director and CFO of the company.		
5.	To regularise appointment of Mrs. Nidhi Pradeep Dhanuka as a Non-Executive Director of the company.		
6.	To Issue Equity Shares on A Follow-On Equity Offering Also Known as Or Preferential Allotment or Right Issue Basis in Compliance with Section 42 And 62 Of The Companies Act, 2013.		
7.	To Make Investments /Extending Loans and Giving Guarantees or Providing Securities In Connection With Loans To Persons / Bodies Corporate u/s 186 of The Companies Act,2013.		
8.	To grant Loans, Investments, Guarantee or Security u/s 185 Of Companies Act, 2013.		

9.	Creation of Charges on The Assets Of The Company Under Section 180(1)(A) Of The Companies Act, 2013.		
10.	Borrowing Limit Under Section 180(1)(C) Of the Companies Act, 2013.		

Signed this _____ day of _____, 2025



Signature of Shareholder

Signature of Proxy Holder (s)

BOARD REPORT**To,**

The Members,

Your Directors are pleased to present the 43rd Annual Report on the business and operations of the Company together with the audited financial statements (standalone as well as consolidated) for the financial year ended 31st March, 2025.

1. FINANCIAL PERFORMANCE:

The Audited Financial Statements of your Company as on 31st March, 2025, are prepared in accordance with the relevant applicable Indian Accounting Standards (“Ind AS”) and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the provisions of the Companies Act, 2013 (“Act”). The summarized financial highlights are depicted below:

(Amount in Lakhs)

Particulars	Standalone	
	Year ended 31.03.2025	Year ended 31.03.2024
Revenue From Operations	51.98	50.00
Other Income	86.80	43.34
Total Income	138.77	93.34
Total Expenses	185.08	75.11
Profit before tax (EBIDTA)	(46.31)	18.23
Taxation		
- Current Tax	7.88	4.72
- Previous Tax	-	-
- Deferred Tax Asset	(1.03)	4.65
- MAT Credit Entitlement	-	-
Profit After Tax	(53.16)	8.86
Other Comprehensive Income (net of tax)	-	-
Total Comprehensive Income for the year	(53.16)	8.86

2. FINANCIAL HIGHLIGHTS:

During the year ended 31st March 2025, Operational Revenue including other income was Rs. 138.77/- Lakhs as compared Rs. 93.34/- Lakhs in the previous year and Profit / (Loss) Before Tax was Rs. (46.31)/- Lakhs as compare to Rs. 18.23/- in previous year while Net Profit / (Loss) for the financial year ended 31st March, 2025 was Rs. (53.16)/- Lakhs as compared to Rs. 8.86/- Lakhs in previous year.

Your Company has taken several remedial steps to meet the challenges viz. measures in saving cost at all front of operations, optimize use of available resources etc.

A detailed analysis on the operations of the Company during the year under review and outlook for the current year is included in the Management Discussion and Analysis Report forming an integral part of this Annual Report.

3. BUSINESS OPERATIONS:

The Company is engaged in the business of real estate development, construction, contracting, building, town planning, infrastructure development, and estate development. Its activities encompass a broad spectrum of projects including the planning, design, execution, and delivery of high-quality real estate and infrastructure assets. The Company has undertaken and continues to undertake projects such as residential layout schemes, slum rehabilitation and redevelopment projects (SRA) in Mumbai, and other allied real estate development initiatives, which contribute significantly to urban growth and housing solutions.

4. DIVIDEND

During the Financial yea 2024-25, the company has not declared any dividend on Equity Shares.

5. TRANSFER TO RESERVE

The whole profit after tax has been transferred to P&L surplus. There is no amount that has been proposed to be carried to any other reserves.

6. DEPOSITS

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of FY 2024-25 or the previous financial years. Your Company did not accept any deposit during the year under review.

7. SHARE CAPITAL:

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Authorised Capital: Equity Shares of Rs 10/- each	1,35,00,000	13,50,00,000	1,35,00,000	13,50,00,000
Issued, Subscribed & Paid-Up Capital: Equity Shares of Rs 10/- each	1,10,49,090	11,04,90,900	1,10,49,090	11,04,90,900

8. CORPORATE RESTRUCTURING:**i. Acquisition:**

During the year under review, the company has not made any acquisition.

ii. Divestment:

During the year under review, the company has not made any disinvestment.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans, guarantee and investments made during the year under review, are given in the notes forming part of the financial statements.

10. CHANGE IN NATURE OF BUSINESS:

There was no change in nature of business.

11. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary Company /Joint Venture /Associate Company during the year under review.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As of 31st March, 2025, the Company's Board had six members comprising of two Executive Directors, two Independent Directors and two Non-Executive Non-Independent Director including one Woman Director. The details of Board and Committee composition, tenure of directors, and other details are available in the Corporate Governance Report, which forms part of this Annual

Report. In terms of the requirement of the SEBI Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of your Company's business for effective functioning. The key skills, expertise and core competencies of the Board of Directors are detailed in the Corporate Governance Report, which forms part of this Annual Report.

Appointment/ Cessation/ Change in Designation of Directors:

During the year under review, there are no Changes in the Board of Directors of the Company.

Further, after the Closure of financial year, the following changes has taken place:

1. Appointment of Mr. Pradeep Dhanuka, as the Additional Director w.e.f. 18th July, 2025 and eligible to re-appoint as Director in the ensuing Annual General Meeting.
2. Appointment of Mrs. Nidhi Dhanuka, as the Additional Director w.e.f. 18th July, 2025 and eligible to re-appoint as Director in the ensuing Annual General Meeting.
3. Resignation of Mr. Kushal Chand Jain, from the Post of Managing Director w.e.f. 05th September, 2025
4. Appointment of Mr. Pradeep Dhanuka, as the Managing Director of the company for the term of five years subject to approval of Members in the ensuing Annual General Meeting.

Declaration from Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Key Managerial Personnel:

During the period under review, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

1. Mr. Dilip Kumar Dhariwal, Chief Financial Officer resigned on 05th September, 2025
2. Mr. Pradeep Dhanuka, Chief Financial Officer, w.e.f. 05th September, 2025
3. Mr. Kushal Chand Jain, Managing Director resigned on 05th September, 2025
4. Ms. Sarika Mehta, Company Secretary & Compliance officer

13. NUMBER OF MEETINGS OF THE BOARD:

The Board met 04 (Four) times during the year under review. The intervening gap between the meetings did not exceed 120 days, as prescribed under the Act and SEBI Listing Regulations. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

14. COMMITTEES OF BOARD:

As required under the Act and the SEBI Listing Regulations, the Company has constituted various Statutory Committees. As on 31st March, 2025, the Board has constituted the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance, which forms a part of this Annual Report.

15. INDEPENDENT DIRECTORS' MEETING:

The Independent Directors met on 14th November, 2024 without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

16. BOARD EVALUATION:

The Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board and committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc. At the Board meeting that followed the above

mentioned meeting of the Independent Directors, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

17. BOARD FAMILIARISATION AND TRAINING PROGRAMME:

The Members of the Board of the Company are afforded many opportunities to familiarize themselves with the Company its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company its various operations and the industry in which it operates in addition to regular presentation on technical operations marketing and exports and financial statements. In addition to the above Directors are periodically advised about the changes effected in the Corporate Law Listing Regulations with regard to their role's rights and responsibilities as Directors of the company. The same is available on the website of the company.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment which also stipulates various terms and conditions of their engagement

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Independent and Non-Executive Directors on matters related of the Company's values and commitments. They are also introduced to the organization structure constitution of various committee's board procedures risk management strategies etc.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that-

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair

- view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - iv. they have prepared the annual accounts on a going concern basis;
 - v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
 - vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

19. INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY

Adequate internal controls systems and checks are in place commensurate with the size of the Company and the nature of its business. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures.

20. CORPORATE SOCIAL RESPONSIBILITY

During the FY 2024-25, Corporate Social Responsibility is not applicable to the company.

21. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a “Annexure A”.

22. CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms an integral part of this report and is provided as a “Annexure B”.

A certificate from M/s. Sindhu Nair & Associates, Practicing Company Secretary regarding compliance on conditions of corporate governance as stipulated in the Listing Regulations is also appended to the report on Corporate Governance.

23. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, a copy of the Annual Return as on 31st March, 2025 is available on the Company's website www.acirealty.co.in

24. RELATED PARTY TRANSACTIONS

In accordance with the relevant provisions of the Act and rules framed thereunder and Regulation 23 of the SEBI Listing Regulations, the Company has in place a Related Party Transaction ("RPT") Policy. All related party transactions ("RPT") entered into during the financial year 2024-25 were in accordance with the Company's RPT Policy and on an arms' length basis and in the ordinary course of business.

All RPTs are placed before the Audit Committee and the Board for approvals Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, company has filed half yearly reports to the stock exchanges, for the related party transactions.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2025 and hence, does not form part of this report.

25. STATUTORY AUDITORS & AUDITORS' REPORT:

M/s. Agrawal Jain & Gupta, Chartered Accountants (ICAI Firm Registration No. 013538C), were appointed as the Statutory Auditors of the Company for a period of five years at the 38th Annual General Meeting, to hold office till the conclusion of the 43rd Annual General Meeting. Their term of appointment has been completed.

Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of M/s. Mittal & Associates., Chartered Accountants, Mumbai as the Statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting for a term of five consecutive years, i.e., from the financial year 2025–26 up to the conclusion of the Annual General Meeting to be held for the financial year 2030–31.

The Notes to the financial statements referred in the Auditors' Report are self-explanatory. The Auditors' Report is enclosed with the financial statements forming part of this Annual Report.

26. SECRETARIAL AUDITORS & AUDITORS' REPORT:

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board Re-appointed M/s. Sindhu Nair & Associates, Practicing Company Secretary, to undertake the Secretarial Audit of your Company for FY 2024-25. The Secretarial Audit Report for the year under review is provided as **Annexure-C** of this report.

Further, pursuant to amended Regulation 24A of SEBI Listing Regulations, and subject to your approval being sought as the ensuing AGM M/s. Nishant Bajaj & Associates, Practicing Company Secretary, (C. P. No. 21538); (Peer Reviewed Firm- 2582/2022) has been appointed as a Secretarial Auditor to undertake the Secretarial Audit of your Company for the first term of five consecutive financial years from FY 2025-26 till FY 2029.30. M/s. Nishant Bajaj & Associates, Practicing Company Secretary, has confirmed that he is not disqualified to be appointed as a Secretarial Auditor and is eligible to hold office as Secretarial Auditor of your Company.

27. INTERNAL AUDITORS & AUDITORS' REPORT:

The Board, upon the recommendation of the Audit Committee, has appointed Mr. Pradeep Gupta, Chartered Accountant, as the Internal Auditor of the Company for financial year 2024-2025.

The observations made in the Internal Auditors' Report are self-explanatory and therefore do not call for any further comments.

28. COST AUDITORS:

The Company is not required to keep cost records or appoint cost auditors.

29. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report and is marked as "**Annexure D**" to this Report.

30. SEXUAL HARASSMENT POLICY

As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at workplace. This has been widely

communicated internally. Your Company has constituted 'Internal Complaints Committee' to redress complaints relating to sexual harassment at its workplaces. The Company has not received any complaints relating to sexual harassment during financial year 2024-25.

- i. Number of Complaints filed during the financial year – NIL
- ii. Number of complaints disposed of during the financial year – NIL
- iii. Number of complaints pending as on end of the financial year – NIL

31. MATERNITY BENEFITS COMPLIANCES:

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961 and the rules made thereunder. The Company has ensured that all eligible women employees are provided with maternity benefits and other entitlements as prescribed under the Act. The Company remains committed to providing a safe, supportive, and inclusive work environment for its women employees.

32. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company has in place a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of your Company's Code of Conduct.

Under the vigil mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of Regulation 22 of the SEBI Listing Regulations, protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee. Adequate safeguards are provided against victimization to those who avail of the vigil mechanism.

The Whistle Blower Policy is available on the Company's website at the www.acirealty.co.in

33. LISTING ON STOCK EXCHANGE

The Company shares are listed on the BSE Ltd and the Company has paid the listing fees for the Financial Year 2024-25. The shares of the Company are traded at The BSE Ltd having Nation-wide terminals.

34. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO ETC.

Conservation of Energy:

The Board has nothing to report under this. However, the company is taking adequate steps to see that the energy used by the company is the minimum under the given circumstance.

Technology Absorption:

The Board has nothing to report under the head technology absorption.

Foreign Exchange Earnings and Outgo:

During the year, the total foreign exchange used was NIL (previous year Nil) and the total foreign exchange earned was NIL (previous year Nil).

35. RISK MANAGEMENT POLICY:

The Company has put in place Risk Management Policy compatible with the type and size of operations and risk perception. The said policy is drawn up based on the guidelines of SEBI and stock exchanges issued in this regard.

36. CYBER SECURITY:

In view of increased cyber-attack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data. During the year under review, your Company did not face any incidents or breaches or loss of data breach in cyber security.

37. CODE OF CONDUCT:

The Company has adopted a Code of Conduct ("Code") to regulate, monitor and report trading in Company's shares by Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI").

The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information. The employees undergo a mandatory training/ certification on this Code to sensitize themselves and strengthen their awareness.

38. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2025. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

39. RAISING OF FUNDS BY ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

During the period under the review, company does not raised any funds by issuing convertible warrants on preferential basis.

40. MATERIAL CHANGES AND COMMITMENTS

There have no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

41. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

42. COMPLIANCE OF ACCOUNTING STANDARDS:

As per requirements of the SEBI Listing Regulations and applicable Accounting Standards, your Company has made proper disclosures in the Financial Statements. The applicable Accounting Standards have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

43. COMPLIANCE OF SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

44. DISCLOSURE RELATED TO FUND RECEIVED FROM DIRECTOR AND ITS RELATIVE:

The Company has not received funds from its Directors and their relatives during the year under review. Such funds, being exempted under Rule 2(viii) of the Companies (Acceptance of Deposits)

Rules, 2014, do not fall within the ambit of deposits. Accordingly, the Company has not required to obtained necessary declarations from the Directors and their relatives confirming that the funds provided are out of their own sources and not borrowed.

45. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no application made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

46. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT IN ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

47. REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the audit committee and/or board under Section 143(12) of Act and Rules framed thereunder.

48. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 – RULE 11 OF THE COMPANIES ACT, 2013:

The Company has used accounting software for maintaining its books of account for the Financial Year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the Year for all relevant transactions recorded in the Software.

Further during the course of our audit we did not come across any instance of audit Trail feature being tampered with.

**49. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATON) RULES 2014-
RULE 9 OF THE COMPANIES ACT, 2013:**

In Accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the Company to designate a responsible individual for ensuring compliance with statutory obligations.

The Company Secretary of the company has appointed by the Board of Director as the Designated Person under this rules.

50. APPRECIATION

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the Company by all valued customers and bankers of the Company.

Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts by the employees at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the year under review.

By Order the Board of Directors,

Date: 05nd September, 2025

Place: Mumbai

Registered Office:

Aci Info Com Limited

CIN: L72200MH1982PLC175476

109, Dimple Arcade, Asha Nagar, Thakur

Complex, Kandivali East Mumbai 400 101

Tel. No. 022-40166323

Email address: compliance@acirealty.co.in

Website: www.acirealty.co.in

Sd/-

Sarika Mehta

Complany Secretary & Compliance Officer

ANNEXURE A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDIAN INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Indian real estate sector continues to be a key driver of economic growth and employment. Over the past year, the sector witnessed a steady recovery supported by robust demand in the residential segment, favorable government policies, low interest rates, and increased infrastructure spending. The demand for mid-income and affordable housing remained resilient, especially in Tier I and Tier II cities.

The redevelopment and SRA segments have gained momentum due to renewed focus from local and state authorities to improve urban infrastructure and living conditions, especially in metropolitan areas such as Mumbai. Increased regulatory clarity and digitalization of land records have also helped reduce project execution timelines.

Despite challenges arising from inflationary pressures, supply chain disruptions, and global uncertainties, the Indian industry remains robust, offering significant opportunities for companies with strong fundamentals and adaptive strategies.

ACI Infocom Ltd is all set to target the rising demand of affordable housing and commercial space in small- medium cities of India where the size of project in terms of capital investment are relatively low as compared to medium – big cities/ metros. This will give a steady and safe growth to the company. The company is also focusing on redevelopment projects, construction contracts and development projects.

The Company is having excellent team and network of contractors to support and achieve its vision.

OPPORTUNITIES AND THREATS:

The Government of India remains steadfast in its commitment to fostering the healthy growth of the capital market, recognizing it as a key driver of economic development. Policy reforms and proactive measures by regulatory bodies continue to enhance transparency, strengthen governance standards, and restore investor confidence. This evolving ecosystem presents significant opportunities for businesses with strong fundamentals to expand, innovate, and deliver sustainable value.

At the same time, the business environment is not without challenges. Your Company remains vigilant to potential threats arising from intensifying competition, dynamic industry trends, Competition from large organized players in certain geographies, rising cost of construction materials and labor

shortages, and evolving regulatory frameworks. By adopting a proactive approach, leveraging operational efficiencies, and aligning strategies with market realities, the Company continues to safeguard its competitive position while preparing itself to capture emerging opportunities in the sector.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The business operations of the Company are primarily classified into two segments: Real Estate

The Real Estate segment continues to be the core focus of the Company's activities. Supported by favorable government policies, increasing urbanization, and rising demand for residential as well as commercial spaces, the sector offers significant opportunities for sustainable growth. The Company has been strategically investing in quality projects with a focus on timely execution, customer satisfaction, and value creation. By aligning its operations with evolving market trends and regulatory requirements, the Company has been able to strengthen its market presence while mitigating risks associated with cyclical fluctuations.

OUTLOOK:

ACI Infocom Ltd has successfully navigated past challenges and continues to focus on its core business in the real estate sector. The Company is engaged in activities such as:

1. Real estate development, contracting, and building
2. Strategic land acquisition
3. Strengthening in-house construction capabilities
4. Embracing digital marketing and sales technologies
5. Leveraging government redevelopment and SRA policies

The Company remains committed to strengthening its presence in the real estate sector. With strategic planning and operational efficiency, there are strong grounds to believe that Yogi Limited will deliver even better results in FY 2025.

RISK AND CONCERNS:

Operating in the real estate sector, especially in urban redevelopment and SRA projects, presents a wide array of risks that could impact the Company's performance, profitability, and long-term sustainability. While the Company has implemented several mitigation strategies, it remains exposed to the following key risks:

1. **Regulatory and Policy Risk:** The real estate sector in India is heavily regulated. Frequent changes in policies, procedures, and compliance requirements at the central, state, and municipal levels can affect project timelines and viability.
 - **Risk Impact:** Delays in approvals (e.g., commencement certificates, environmental clearances, occupancy certificates) can lead to cost overruns and delay in revenue recognition.
 - **SRA-specific Risk:** SRA projects involve approvals from multiple stakeholders (government authorities, slum dwellers), which are often time-consuming and complex.
 - **Mitigation:** The Company maintains strong legal and compliance teams and engages consultants to ensure timely and accurate adherence to changing regulations.
2. **Execution and Project Delivery Risk:** Timely execution of real estate projects is critical to profitability and brand reputation. Given the involvement of multiple contractors, vendors, and external agencies, execution delays are a significant concern.
3. **Financial and Liquidity Risk:** Real estate development is capital-intensive, and the Company depends on a mix of internal accruals, customer advances, and external funding.
4. **Market Demand and Price Volatility Risk:** Real estate demand is influenced by macroeconomic conditions, interest rates, employment levels, and consumer confidence.
5. **Environmental and Social Risk:** Real estate development, especially in densely populated areas, is subject to environmental regulations and social impact.

The Company adopts a robust risk management framework that emphasizes early identification, continuous monitoring, and timely mitigation of risks. Strategic measures include prudent financial planning, diversification of business operations, maintaining strong relationships with financial institutions, and ensuring regulatory compliance. By adopting a proactive and resilient approach, the Company seeks to minimize potential adverse impacts while safeguarding the interests of its stakeholders and strengthening long-term sustainability.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has established a comprehensive system of internal controls designed to ensure the accuracy and reliability of financial reporting, compliance with applicable laws and regulations, protection of assets, and the efficiency and effectiveness of operations.

Given the complex nature of real estate operations—ranging from land acquisition, approvals, construction management, customer handling, to post-sales support—the need for strong internal

control mechanisms is paramount. Our internal control framework is continuously reviewed and strengthened to align with the scale and complexity of operations.

The internal audit is an independent and objective function, reporting directly to the Audit Committee of the Board. Key responsibilities include:

- Reviewing internal processes and controls across departments
- Identifying gaps, inefficiencies, and risks
- Recommending improvements and following up on corrective actions
- Verifying compliance with statutory and internal policies

The Audit Committee of the Board plays a pivotal role in ensuring the adequacy and effectiveness of internal controls. It meets periodically to:

- Review audit reports and risk observations
- Discuss significant findings with management and auditors
- Monitor implementation of audit recommendations
- Assess internal control adequacy based on management and auditor feedback

The Board is of the opinion that the Company's internal control framework is adequate, commensurate with its business size and nature of operations, and provides a reasonable assurance regarding the achievement of its objectives relating to operational efficiency, compliance, and reliability of financial and management reporting.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

(Rs. In Lakhs)

Particulars	Standalone	
	Year ended 31.03.2025	Year ended 31.03.2024
Revenue From Operations	51.98	50.00
Other Income	86.80	43.34
Total Income	138.77	93.34
Total Expenses	185.08	75.11
Profit before tax (EBIDTA)	(46.31)	18.23
Taxation		
- Current Tax	7.88	4.72

- Previous Tax	-	-
- Deferred Tax Asset	(1.03)	4.65
- MAT Credit Entitlement	-	-
Profit After Tax	(53.16)	8.86
Other Comprehensive Income (net of tax)	-	-
Total Comprehensive Income for the year	(53.16)	8.86

HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS:

The Company firmly believes that its people are its most valuable asset and that a motivated, skilled, and engaged workforce is central to achieving sustainable growth. Accordingly, the Company continues to prioritize initiatives for training, upskilling, and professional development aimed at building a pool of qualified and competent professionals capable of handling diverse and complex projects with efficiency and innovation.

During the year under review, focused efforts were made to enhance employee capabilities through structured training programs, mentoring, and exposure to new technologies and best practices. Emphasis was laid on cultivating a culture of performance, accountability, and continuous learning, while also fostering teamwork and cross-functional collaboration.

Our people are our most important asset and we value their talent, integrity and dedication. Our responsibilities towards our people, who are instrumental to our success with their devotion and relentless support covers a quantum part of the company strategy. We believe that training is essential to build skill sets in growing organization. The focus has been to create an environment where performance is rewarded, individuals are respected and associates get opportunities to realize their potential. As in the past, industrial relations continued to remain cordial in the Company. There was no strike or labour unrest during the period under review.

Industrial relations during the year remained cordial, with mutual trust and cooperation between management and employees, contributing to a productive and harmonious workplace environment.

AANEXURE B
REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Board of Directors is pleased to present the Company's Report on Corporate Governance for the financial year ended 31st March, 2025, prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

The Company's governance framework is built on the principles of transparency, accountability, fairness, and integrity, with the objective of enhancing long-term shareholder value while upholding its responsibilities towards society and ensuring compliance with all applicable laws and regulations.

Your Company believes that sound corporate governance is the foundation of sustainable growth and stakeholder confidence. The Board and the management remain committed to maintaining the highest standards of ethical conduct, fostering a culture of openness, and aligning business practices with the interests of shareholders, employees, customers, regulators, and the community at large.

BOARD OF DIRECTORS

The Company has a judicious mix of Executive and Independent Directors to ensure proper governance and management. As on 31st March, 2025, the Board comprised of 4 (Four) Directors – 1 (One) Executive Directors, 3 (three) Non- Executive Independent Directors including one Woman Director.

Further, Mr. Kushal Chand Jain, Managing Director, chaired the Board during the year.

As on 31st March, 2025, the Independent Directors of the Company, have confirmed that they satisfy the criteria of independence as prescribed under Regulation 16(1)(b) of the SEBI Listing Regulations and Companies Act, 2013 ("Act"). Further, the Independent Directors have made a declaration that they are Independent of the management.

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board.

During the financial year 2024-25, the Board met 4 (Four) times. The meetings of the Board were held on 28th May 2024, 13th August 2024, 14th November 2024 & 13th February 2025 and the intervening gap between 2 (two) meetings did not exceed one hundred and twenty (120) days.

The constitution of the Board of Directors as on 31st March, 2025, details of meeting attended by Directors, their directorship in Indian public Companies and membership in Committees and number of shares held in our Company are as under:

Composition

The Company maintains optimum combination of Executive, Non-Executive and Independent Directors on the Board of the Company during the financial year 2024-2025. The Board of Directors as on 31st March, 2025, comprises of Four (4) members out of which one (1) are Executive Directors and three (3) is Non-Executive Independent Directors. The Company has Executive Chairperson and the number of Independent directors is more than one half of the total number of Directors. The composition of the Board of Directors of the Company is in compliance with Regulation 17(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Composition of Board of Directors of the Company as on March 31, 2025 is as below:

Name of the Director	Category	No. of Board Meetings attended	Last AGM Attend ed	No. of Directorships in listed Entities and Committee Memberships and Chairmanships (including the Company)			Number of shares held in the Company
				Directorship	Committee		
					Chairmanship	Membership	
Mr. Kushal Chand Jain	Managing Director	4	Yes	1	-	2	-
Mr. Hemant Kumar S Jain	Non-Executive Independent Director	4	Yes	1	2	2	-
Mr. Amit Kumar	Non-Executive	4	Yes	1	-	2	-

		Independent Director						
Mrs. Krishna Kamal Kishor Vyas		Non-Executive Independent Director	4	Yes	2	-	4	-

Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his / her tenure along with confirmation by such director that there are no other material reasons other than those provided:-

None of the Independent Directors of the Company have resigned before the expiry of his/her tenure, during the year ended 31st March 2025.

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees except Independent Directors meeting, advises/ assures the Board on compliance and governance principles and ensures appropriate recording of Minutes of proceedings of the meetings.

Board Meeting and Procedure

The Board meets at least once in every quarter inter alia, to review the quarterly financial results, operations and other items on the agenda and minimum 4 (four) prescheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by way of circulation, as permitted by law, which are confirmed in the subsequent Board meeting. The meetings are held as per the requirements of business; and maximum interval between any 2 (two) Board meetings is within the permissible limits.

Information to the Board

The internal guidelines for Board / Board Committee meetings facilitate the decision making process at the meetings of the Board / Committees in an informed and efficient manner. Board meetings are governed by a structured agenda. The Company Secretary in consultation with the Chairman prepares the detailed agenda for the meetings. All major agenda items are backed by comprehensive background information, notes and supporting papers containing all the vital information, to enable the Board to have focused discussion at the meeting and take informed decisions.

Agenda papers and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. In case of sensitive agenda matters, or where it is not practicable to attach or circulate relevant information or document as part of the agenda papers, the same are tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are taken up for discussion with the permission of the Chairman. Video conferencing facilities are also made available to enable the participation of Directors at meetings of the Board/ Committees. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

A detailed agenda is sent to each Director in advance of the Board meetings, covering inter alia, the required information as enumerated in Part A of Schedule II to Regulation 17(7) of the SEBI Listing Regulations. As a policy, all major decisions involving business plan, allocation and deployment of funds, investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are placed before the Board for its consideration and directions.

The Board is also briefed on areas covering industry environment, project implementation, project financing and operations of the Company. Senior executives/Consultants are invited to provide additional inputs at the Board / Committee meetings, as and when necessary. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

The draft minutes of each Board / Committee meetings are circulated to all Directors for their comments within 15(fifteen) days from the date of the conclusion of the Board/Committee meeting. After

incorporating the comments, if any, received from Directors, the Company Secretary records the minutes of each Board / Committee meeting within 30(thirty) days from conclusion of the meeting. Important decisions taken at the Board / Committee meetings are communicated to concerned departments promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board /Committee.

The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliance, if any.

Board Evaluation / Performance Evaluation

In terms of the requirements of the Act and Listing Regulations, 2015, the Board has evaluated its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was circulated, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Code of Conduct and Ethics

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel ("Code of Conduct") in terms of Regulation 17 of the SEBI Listing Regulations. The Code applies to all Directors. The Code lays down, in detail, the standards of business conduct, ethics and governance. All the Directors and senior management personnel of the Company have affirmed compliance with the said Code of Conduct as on 31st March, 2025 and a declaration to that effect signed by the Chairman and Managing Director of the Company, forms part of the Annual Report. The Code is available on the Company website <https://www.acirealty.co.in/investor-relations.php>.

Directors and Officers Insurance ('D&O')

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company was not required to obtain the Directors and Officers Insurance.

Independent Director

In opinion of the Board, the Independent Directors fulfil the conditions of independence specified in Section 149 and Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and are

independent of the management. A formal letter of appointment to Independent Director as required under the Act and the SEBI Listing Regulations has been issued on / at the time of their appointment. The Independent Directors provide an annual confirmation that they meet the criteria of independence.

a. Meetings of Independent Directors:

During the year 2024-25 a separate meeting of Independent Directors was held 14th November, 2024 without the presence of Executive Directors or management representatives to discuss the following:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

b. Familiarization Programme for Independent Directors:

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities to be performed by him/her as an Independent Director of the Company. He is also explained in detail the compliance required from him/ her under the Act, SEBI Listing Regulations and other various statutes and an affirmation is obtained. Further, on an ongoing basis as a part of agenda of Board /Committee Meetings, presentations by internal auditors on financials and internal financial controls, are regularly made to the Independent Directors on various matters inter-alia covering the Company's business and role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization Programmes imparted to Independent Directors, have been hosted on website of the Company.

Link: <https://www.acirealty.co.in/investor-relations.php>

c. Chart or matrix setting out skills/expertise/competence of the Board:

A matrix setting out the core skills/ expertise/ competence as required in the context of the business or sector for the Company to function effectively in comparison with core skills/

expertise/ competence actually available with the Board of Directors of the Company as on 31st March, 2025 are stated hereunder:

Directors	Key skills/expertise/competence
Mr.Kushal Chand Jain	Planning & Education of Construction related work. Financial Management and Administration.
Mr.Hemant Kumar S Jain	Financial Management
Mr. Amit Kumar	Financial Management & Administration
Ms. Krishna Kamal Kishor Vyas	Financial Management

SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company during the financial year 2024-25.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of our Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations, concerning the Company and need a closer review. These Committees play an important role in the overall management of day today affairs and governance of the Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for review and noting.

During the year, all recommendations of the Committees of the Board have been accepted by the Board. As on 31st March 31, 2025, the Board has constituted the following Committees:

i. Audit Committee

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with regulation 18 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Audit Committee presently comprises of four directors. All the members of the Audit Committee have accounting and financial management knowledge. Mr. Hemant Kumar S Jain is Chairman of the Audit Committee. He possesses expertise in Financial Management.

During the year, the committee met 5 (five) time i.e. 10th April, 2024, 28th May 2024, 13th August 2024, 11th November 2024 & 13th February 2025.

The Composition of the Audit Committee and the attendance of the members at the meeting held are as follows:

Sr. No.	Particulars	Designation	Category	No. of Meeting attended
1	Mr. Hemant Kumar S Jain	Chairman	Non-Executive Independent Director	4
2	Mr. Kushal Chand Jain	Member	Executive Director	4
3	Mr. Amit Kumar	Member	Non- Executive Independent Director	4
4	Mrs. Krishna Kamal Kishor Vyas	Member	Non- Executive Independent Director	4

The terms of reference to the Audit Committee inter alia includes:

- Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend to the Board, the appointment, reappointment, remuneration and terms of appointment of auditors of the Company and, if required, their replacement or removal.
- Approve payment to statutory auditors for any other services rendered by them.
- Review, with the management, the quarterly and annual financial statements and auditors report thereon before submission to the Board for approval.
- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review and monitor the auditor's independence, performance and effectiveness of audit process.
- Review the adequacy of internal audit function, including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit, etc.

ii. Nomination and Remuneration Committee (NRC):

The Nomination and Remuneration Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Nomination and Remuneration Committee presently comprises of three members. Mr. Hemant Kumar S Jain was appointed as Chairman.

During the year, the committee met 1 (one) time i.e. 28th May 2024

The Composition of the Nomination and Remuneration Committee and the attendance of the members at the meeting held are as follows:

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	Mr. Hemant Kumar S Jain	Chairman	Non-Executive Independent Director	1
2	Mr. Amit Kumar	Member	Non-Executive Independent Director	1
3	Ms. Krishna Kamal Kishore	Member	Non-Executive Independent Director	1

The terms of reference to the Nomination and Remuneration Committee inter alia includes:

- The Company has framed a policy as per Section 178 of the Companies Act, 2013 for selection and appointment of Directors, Senior Management and their remuneration same is posted on the website of the company.
- Determine the compensation package of the Executive Directors, Secretary and other senior management personnel.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.

- Devise a policy on diversity of Board of Directors.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Decide on whether to extend or continue the term of appointment of the Independent Directors, on the basis of the performance evaluation report of Independent Directors.

Remuneration Policy

The Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Companies Act, 2013 while formulating the Remuneration Policy.

Remuneration to Non-Executive Directors

During the financial year 2024-25, no remuneration or sitting fees were paid to any of the Non-Executive Director(s).

Remuneration to Executive Directors/ KMP

During the financial year, the Company paid the following remuneration to its Key Managerial Personnel (KMP) in accordance with the applicable provisions of the Companies Act, 2013:

1. Mr. Kushal Chand Jain, Managing Director: Rs. 3,00,000/-
2. Mr. Dilip Kumar, CFO: Rs. 3,00,000/-
3. Ms. Sarika Mehta, Company Secretary: Rs. 4,80,000/-

The remuneration has been paid in compliance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable rules and regulations.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out a formal process of the annual performance evaluation of the Board, Committees and individual Directors based on various criteria. The Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. The performance was evaluated on parameters such as performance of the board against the performance benchmarks set, overall value addition, participation in deliberations of the Board, qualifications, experience, special contribution, utility etc. A brief questionnaire was prepared

covering various aspects including the above areas of competencies. The evaluation of the Chairman, Executive Director and Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

The Criteria of making payments to Non-Executive Directors is displayed on the Company's website <https://www.acirealty.co.in/investor-relations.php>

iii. Stakeholder Relationship Committee:

The Stakeholder and Relationship Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Stakeholder and Relationship Committee presently comprises of 4 (four) members. Mr. Hemant Kumar S Jain is Chairman of the committee.

During the year, the committee met 4 (Four) time i.e. 28th May 2024, 13th August 2024, 14th November 2024 & 13th February 2025.

The Composition of the Stakeholder and Relationship Committee and the attendance of the members at the meeting held are as follows:

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	Mr. Hemant Kumar S Jain	Chairman	Non-Executive Independent Director	4
2	Mr. Kushal Chand Jain	Member	Executive Director	4
3	Mr. Amit Kumar	Member	Non-Executive Independent Director	4
4	Mrs. Krishna Kamal Kishor Vyas	Member	Non-Executive Independent Director	4

The terms of reference to the Stakeholder Relationship Committee inter alia includes:

The Committee inter alia oversees the redressal of Member and investor complaints / requests for transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share

certificates, requests for dematerialization and rematerialization of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also keeps a close watch on the performance of Link Intime India Private Limited, the Registrar & Share Transfer Agents (RTA) of the Company. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports / statutory notices by the Members of the Company. The Committee meets as often as is necessary for resolution of important matters within its mandate.

iv. Share Transfer Committee:

The Board has delegated the powers of approving the transfer / transmission of shares to the Share Transfer Committee. The Committee is vested with the requisite powers & authority to specifically look into share transfer, transmission, rematerialization and dematerialization of shares. The Share Transfer Committee presently comprises of 4 (four) members. Mr. Hemant Kumar S Jain is Chairman of the committee.

During the year, the committee met 4 (Four) time i.e. 28th May 2024, 13th August 2024, 14th November 2024 & 13th February 2025.

The Composition of the Share Transfer Committee and the attendance of the members at the meeting held are as follows:

Sr No.	Particulars	Designation	Category	No. of Meeting attended
1	Mr. Hemant Kumar S Jain	Chairman	Non-Executive Independent Director	4
2	Mr. Kushal Chand Jain	Member	Executive Director	4
3	Mr. Amit Kumar	Member	Non-Executive Independent Director	4
4	Mrs. Krishna Kamal Kishor Vyas	Member	Non-Executive Independent Director	4

Compliance Officer:

Ms. Sarika Mehta, Company Secretary & Compliance Officer pursuant to Regulation 6 of the SEBI (LODR) Regulations, 2015

Details of complaints received and resolved during the year:

Complaints pending as on April 1, 2024	NIL
Number of Share holders' complaints received during the year	NIL
Number of complaints resolved during the year	NIL
Number of complaints not solved to the satisfaction of shareholders	NIL
Number of pending complaints as on March 31, 2025	NIL

The above table includes Complaints received from SEBI SCORES/ BSE by the Company

v. Corporate Social Responsibility Committee

During the FY 2024-25, Corporate Social Responsibility is not applicable to the company.

1. GENERAL BODY MEETING

i. Details of Annual General Meeting (AGM) held during the last three years and the special resolutions passed are as under:

Financial Year	Date & Time	Venue	Whether Special Resolution passed	Summary of Special Resolution passed
2021-22	29 th September 2022 at 12:30 P.M.	Shop No.117, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai 400101	NIL	NA

2022-23	29th September 2023 at 02:30 P.M.	Shop No.109, 1st Floor, Dimple Arcade Asha Nagar, Thakur Complex, Kandivali (East), Mumbai 400101	Yes	To appoint Mr. Amit Kumar (DIN: 06393899) as an Independent Director of the Company.
2023-24	27 th September, 2024 at 11:00 A.M.	Shop No.109, 1st Floor, Dimple Arcade Asha Nagar, Thakur Complex, Kandivali (East), Mumbai 400101	NIL	NA

ii. Extraordinary General Meeting:

No Extra Ordinary General Meeting has been held during the year under review.

Financial Year	Date & Time	Venue	Whether Special Resolution passed	Summary of Special Resolution passed
-	-	-	-	-

iii. Postal Ballot

During the year under review, the Company has not passed any Special Resolution through postal ballot as per the provisions of the Companies Act, 2013 and the rules framed there under.

Financial Year	Notice Dated	Evoting Start and End Date	Whether Special Resolution passed	Summary of Special Resolution passed
-	-	-	-	-

MEANS OF COMMUNICATION

The Company follows a robust process of communicating with its stakeholders. The Company regularly interacts with shareholders through multiple channels such as online-portal of the BSE, annual report and its website.

The quarterly and annual audited financial results of the Company are sent to BSE immediately after they are approved by the Board.

The quarterly, Half yearly and Annual financial results are normally published in all India editions of (i) Financial Express (English) (ii) Mumbai Mitra– Marathi Edition. In terms of Regulation 47 of the SEBI Listing Regulations. The results are also hosted on the website of the Company – www.acirealty.co.in Annual Reports, notice of the meetings and other communications to the Members are sent through e-mail.

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.acirealty.co.in containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance norms, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

Further, the Company disseminates to NSE wherein the equity shares of the Company are listed, all mandatory information and price sensitive / such other information which in its opinion are material and / or have a bearing on its performance /operations and issues press releases wherever necessary for the information of the public at large. For the benefit of the shareholders, a separate email id has been created for shareholder correspondence viz. aciinfocomltd@gmail.com.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

In keeping with the requirements of SEBI and the Stock Exchanges, an Audit by a Practicing Company Secretary is carried out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid - up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is given as a separate section in Annual Report.

CONFLICT OF INTERESTS

The Directors of the Company inform the Board about their interests in other Companies by virtue of Directorship / Committee Memberships held by them and changes taken place during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making

process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concerns or interests.

CFO CERTIFICATION

Company's CFO have issued certificate pursuant to the provision of Regulation 17(8) of SEBI LODR, 2015, certifying inter-alia, that the financial statement do not contain any material untrue statement and these statement represent true and fair view of the Company's affairs. The said certificate is annexed and forms part of this Annual Report.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

As required under Schedule V (E) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 the Corporate Governance Compliance Certificate from M/s Nishant Bajaj & Associates, Company Secretaries is annexed and forms part of this Annual Report.

CERTIFICATE FROM PRACTICING COMPANY SECRETARY

As required under the SEBI Listing Regulation (Amendment) 2018, Schedule V Part C (10)(i), the certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to continue as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The said certificate is annexed and forms part of this Annual Report.

REGISTRAR AND SHARE TRANSFER AGENTS

MUFG Intime India Private Limited acted as the Registrar and Share Transfer Agent of the Company for handling all share transfer and related process.

MUFG Intime India Private Limited

C101/247 Park L.B.S. Marg Vikhroli (W) Mumbai

E-mail Id: mumbai@in.mpms.mufg.com

Web Site: <https://in.mpms.mufg.com/>

Contact No: 022-49186000

SHARE TRANSFER SYSTEM

Share transfers received by the Company are registered within stipulated time from the date of receipt in most of the cases, provided the documents are complete and valid in all respects. A summary of the transfer / transmission so approved is placed at every Board Meeting. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's Equity shares to a Stakeholders Relationship Committee. The Registrar and Share Transfer Agent, MUFG Intime India Private Limited is authorized by the Board for processing of share transfers which are approved by the Company's Stakeholders Relationship Committee.

NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Registrar and Share Transfer Agent of Company. Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

DEAL ONLY WITH SEBI REGISTERED INTERMEDIARIES

Investors should deal only with the SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

DEMATERIALIZATION OF SHARES

96.29% of total equity share capital of the Company is held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2025. The face Value of Share is Rs. 1/- per share.

COMPLIANCE

The Board reviews periodically compliance reports of all Laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any.

SERVICE OF DOCUMENTS THROUGH ELECTRONIC MODE

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly update their e-mail addresses with the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd, by sending a request to mumbai@in.mpms.mufg.com

OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

As on 31st March 2025, the Company does not have any outstanding Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Warrants, or any Convertible Instruments likely to have an impact on the equity share capital of the Company.

INVESTOR SERVICES

Shareholders may correspond with the Registrar and Transfer Agent, for the entire range of services with regard to share transfer, change of address, change of mandate, dividend, etc. at the address mentioned here in above. Members may contact Ms. Sarika Mehta, Company Secretary and Compliance Officer for all investor related matters at the Registered Office of the Company at the following address:

ACI Infocom Ltd

Shop 109,1st Floor, Dimple Arcade Premises CHS Ltd Asha Nagar,
Thakur Complex, Kandivali East, 400101

MARKET PRICE DATA FOR FY 2024-2025

The Company's shares are regularly traded on BSE Limited. The monthly high/low and volume of shares of the company from 01st April, 2024 to 31st March, 2025 is given below:

Month	BSE		
	High	Low	Volume
April – 2024	2.69	2.20	3,65,53,781
May- 2024	3.67	1.84	43,63,724
June – 2024	3.60	2.19	1,04,41,626
July – 2024	2.81	2.09	1,59,47,439

August – 2024	2.51	2.05	1,05,39,252
September – 2024	2.34	1.88	1,74,55,530
October – 2024	2.90	2.47	2,45,39,383
November – 2024	3.67	2.50	1,24,80,780
December – 2024	3.05	2.25	89,52,586
January -2025	2.85	1.98	53,95,102
February – 2025	2.64	1.95	60,55,152
March – 2025	2.45	2.20	3,65,53,781

SHAREHOLDING AS ON 31st MARCH, 2025

i. Shareholding Pattern as on 31st March, 2025

Sr. no.	Name of Shareholder	No. of Shares	% of holding
1	RESIDENT INDIVIDUALS	7,50,68,734	67.94%
2	BODIES CORPORATE	67,21,039	6.08%
3	CLEARING MEMBERS	300	0.03%
4	KEY MANAGERIAL PERSONNEL	-	-
5	N.R.I. (NON-REPAT)	8,22,166	0.74%
6	N.R.I. (REPAT)	-	-
7	TRUST	2,67,650	0.24%
8	HINDU UNDIVIDED FAMILY	23,31,066	2.10%
9	ANY OTHER	2,52,79,945	22.87%
	TOTAL	11,04,90,900	100

ii. Dematerialization of shares and liquidity:

The total shareholding of the Company held in the electronic form as on 31/03/2025 is 10,63,93,820 with NSDL and CDSL which amounts to 96.29% of the total paid up capital of the Company. The market lot of the Equity Share of your Company is 1 (One) Share, as the trading in the Equity shares of your Company is permitted only in the dematerialized format.

Total number of shares and physical holding as on 31.03.2025:

Particulars	No of Shares	% of Paid Up Capital
NSDL	4,62,57,524	41.86
CDSL	6,01,36,296	54.42
Physical	40,97,080	3.71
Total	11,04,90,900	100

2. GENERAL SHAREHOLDER INFORMATION

1.	Annual General Meeting Date, Time & Venue	Tuesday 30 th September 2025 at 11.00 A.M. at Office No. 201, 2 nd Floor, A wing, Corporate Avenue, Next to Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai 400063
2.	Dates of Book Closure	Tuesday 23 rd September 2025 to Tuesday 30 th September 2025
3.	Financial Calendar (Tentative)	2025-2026
	Half year ending 30 th September, 2025	On or before November 14, 2025
	Quarter Ending 31 st December, 2025	On or before February 14, 2026
	Year Ending March 31, 2026	On or before May 30, 2026
4.	Listing on Stock Exchanges	BSE Ltd
5.	Stock Code	BSE- 517356
6.	Payment of Annual Listing Fees	Listing fees for the Financial year 2024-25 has been paid to the exchange.
7.	Corporate Identification Number (CIN)	L72200MH1982PLC175476

Note: The Company's equity shares are regularly traded on BSE.

AFFIRMATIONS AND DISCLOSURES:

Related Party Transaction: The transactions between the Company and the Directors and Companies in which the Directors are interested have been disclosed in notes to the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant

Related Party Transaction that may have potential conflict with the interests of the Company. The policy on dealing with Related Party is available on the website of the Company at <https://www.acirealty.co.in/>.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority, on any matter related to capital markets during the last three years:

During the year, Company has received letter from BSE Limited in relation to SOP fine for respective years as mention below

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Deviations	Details of Violation	Fine Amount	Remarks
-	-	-	-	-	-

Disclosure of Accounting Treatment: The financial statements have been prepared in accordance with the Indian Accounting Standards and policies generally accepted in India.

Compliance with Mandatory Requirement: The Company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

Policy on determining Material Subsidiary: The Company has no material subsidiary. The policy on determining material subsidiary is available on the website <https://www.acirealty.co.in/>.

Vigil Mechanism / Whistle Blower Policy: Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and Employees to report to the Management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of Employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee.

Risk Management - Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the financial year ended 31st March 2025, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A certificate from a Company Secretary in Practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority: The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: Not Applicable.

Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in the Standalone Financial Statements.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaints filed / received by the Internal Complaints Committee / Company during the year.

Non-mandatory requirements

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

DETAILS OF ADOPTION OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations. The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

- Shareholders rights

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly / Half yearly / Annual Financial results as approved by the Board

is disseminated to Stock Exchange, updated on the Website of the Company and published in the newspapers.

- Modified opinion(s) in audit report

There are no modified opinions in audit report.

- Reporting of Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee.

Mandatory / Non Mandatory compliances:

The Company has been complying with all mandatory legislations including but not restricted to Indian Accounting Standards, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information, Corporate Social Responsibility etc.

The Company does not have any shares lying in the demat suspense account/ unclaimed suspense account.

The Company does not have any material subsidiary.

The disclosures of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of SEBI (Listing Obligations Disclosure Requirements) 2015

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
1.	Independent director(s)	16(1)(b) & 25(6)	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	Yes
2.	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes

		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees / Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment and Management	Yes
		17(10)	Performance Evaluation	Yes
		17(11)	Recommendation of the Board	Yes
3.	Maximum number of Directorship	17A	Directorship in listed entities	Yes
4.	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
5.	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19 (2A)	Quorum of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meeting of Nomination and Remuneration Committee	Yes
		19(4)	Role of the Committee	Yes

6.	Stakeholders Relationship Committee	20(1) & (2)	Composition of Stakeholder Relationship Committee	Yes
		20 (2A)	Quorum of Stakeholders Relationship Committee	Yes
		20 (3) & (3A)	Meeting of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
7.	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	NA (Since not in top 1000 listed Companies / high value debt listed entity.)
		21(3A)	Meeting of Risk Management Committee	NA (Since not in top 1000 listed Companies / high value debt listed entity.)
		21(4)	Role of the Committee	NA (Since not in top 1000 listed Companies / high value debt listed entity.)
8.	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees.	Yes
9.	Related Party Transactions.	23(1) (1A), (5), (6), (7) & (8)	Policy for Related Party Transactions.	Yes
		23(2) & (3)	Approval including prior or omnibus approval of Audit Committee for all Related Party Transactions and	Yes

			review of transactions by the Committee	
		23(4)	Approval for Material Related Party Transactions.	Yes
		23(9)	Disclosure of Related Party Transactions	Yes
10.	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA (since the company does not have any material Unlisted subsidiary)
		24(2),(3),(4), (5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	Yes
11.	Secretarial Compliance Report	24A	Secretarial Compliance Report	Yes
12.	Obligations with respect to Independent Directors	25(1) & (2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarization of Independent Directors	Yes
		25 (8) & (9)	Declarations from Independent Directors	Yes
		25 (10)	D & O Insurance for Independent Directors	NA (since not in top 1000 listed Companies)
13.	Obligations with respect to	26(1) & (2)	Memberships & Chairmanship in Committees	Yes

	Directors and Senior Management	26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
14.	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
15.	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarization programs imparted to Independent Directors	Yes

Declaration on compliance with the Code of Conduct

In accordance with Clause D of Schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, I, Pradeep Dhanuka, Director of the Company, hereby declare that the Members of the Board of Director and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board Members and Senior Management for the year ended March 31, 2025.

For ACI Infocom Ltd

Sd-

Pradeep Dhanuka

Director

DIN: 00326544

Date: 05th September, 2025

Place: Mumbai



SINDHU NAIR & ASSOCIATES

Practising Company Secretaries

📍 102, First Floor, Kshitij Annpurna CHS Ltd, Shivesna Bhavan Path, Shivaji Park, Dadar (W), Mumbai - 400 028
☎ 9920790002 / 022 24320208/09 📧 sindhu.nair.cs@gmail.com 🌐 www.cssindhu.com

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
ACI INFOCOM LIMITED
Shop No.109, 1st Floor,
Dimple Arcade Premises CHS Ltd,
Asha Nagar, Thakur Complex,
Kandivali (East), Mumbai – 400 101

We have examined the compliance of conditions of Corporate Governance by ACI INFOCOM LIMITED (the "Company"), for the year ended 31st March 2025, as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Director and Management, we certify that the Company has complied with the conditions of Corporate Governance.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SINDHU NAIR & ASSOCIATES

(SINDHU G NAIR)
Practicing Company secretary
Proprietor
(FCS- 7938, CP- 8046)
UDIN: F007938G001180285

Place: Mumbai
Date : 05-09-2025



SINDHU NAIR & ASSOCIATES

Practising Company Secretaries

102, First Floor, Kshitij Annpurna CHS Ltd, Shivsena Bhavan Path, Shivaji Park, Dadar (W), Mumbai - 400 028
9920790002 / 022 24320208/09 sindhu.nair.cs@gmail.com www.cssindhu.com

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
ACI INFOCOM LIMITED
Shop No.109, 1st Floor,
Dimple Arcade Premises CHS Ltd,
Asha Nagar, Thakur Complex,
Kandivali (East), Mumbai – 400 101

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACI INFOCOM LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not applicable to the Company during the Audit Period);**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);** and
- j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above.

We further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the financial year ended March 31, 2025.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors/ Committees of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.



Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.

For SINDHU NAIR & ASSOCIATES



(SINDHU G NAIR)
Practicing Company secretary
Proprietor
(FCS- 7938, CP- 8046)
UDIN: F007938G001179922

Place: Mumbai
Date : 05-09-2025


ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,
The Members
ACI INFOCOM LIMITED
Shop No.109, 1st Floor,
Dimple Arcade Premises CHS Ltd,
Asha Nagar, Thakur Complex,
Kandivali (East), Mumbai – 400 101

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SINDHU NAIR & ASSOCIATES


(SINDHU G NAIR)
Practicing Company Secretary
Proprietor
(FCS- 7938, CP- 8046)
UDIN: F007938G001179922

Place: Mumbai
Date : 05-09-2025

“ANNEXURE D” TO THE DIRECTOR’S REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE, 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND ANNEXED TO AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2025:

(I)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-	
Sr. no.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Kushal Chand Jain	0.77
2	Mr. Krishna Vyas	N.A.
3	Mr. Hemantkumar S Jain	N.A.
4	Mr. Amit Kumar	N.A.
(ii)	The percentage increase in remuneration of each CFO, CEO, Company Secretary or Manager, if any, in the financial year :-	
Sr. no.	Name of the CFO/Company Secretary	% Increase over last F.Y.
1	Mr. Dilip Kumar Dhariwal	N.A.
2	Ms. Sarika Mehta	N.A.
(iii)	The percentage increase/ decrease in the median remuneration of employees in the financial year	
(iv)	The number of permanent employees on the rolls of the Company as on 31st March, 2025	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	
		N.A.

(vi)	The key parameters for any variable component of remuneration availed by the	N.A.
(vii)	Affirmation that the remuneration is as per the remuneration policy of the Company:	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the
(II) Statement showing details of Employees of the Company as per Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:		
<p>In pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Pursuant to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished without any fee.</p>		



SINDHU NAIR & ASSOCIATES

Practising Company Secretaries

102, First Floor, Kshitij Annpurna CHS Ltd, Shivsena Bhavan Path, Shivaji Park, Dadar (W), Mumbai - 400 028
9920790002 / 022 24320208/09 sindhu.nair.cs@gmail.com www.cssindhu.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

ACI INFOCOM LIMITED

Shop No.109, 1st Floor,

Dimple Arcade Premises CHS Ltd,

Asha Nagar, Thakur Complex,

Kandivali (East), Mumbai – 400 101

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ACI INFOCOM LIMITED having CIN L72200MH1982PLC175476 and having registered office at Shop No.109, 1st Floor, Dimple Arcade Premises CHS Ltd, Asha Nagar, Thakur Complex, Kandivali (East), Mumbai – 400 101, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Kushal Chand Jain (Managing Director)	03545081	07/06/2012
2.	Hemantkumar S Jain (Director)	06778764	03/01/2014



Sr. No.	Name of Director	DIN	Date of Appointment in the Company
3.	Krishna Kamalkishor Vyas (Director)	07444324	29/06/2020
4.	Amit Kumar (Director)	06393899	26/08/2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SINDHU NAIR & ASSOCIATES



(SINDHU G NAIR)
Practicing Company secretary
Proprietor
(FCS- 7938, CP- 8046)
UDIN: F007938G001178877

Place: Mumbai
Date : 05-09-2025

CERTIFICATION BY CFO

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I Dilip Kumar Dhariwal, Chief Financial Officer of ACI Infocom Ltd (“the Company”) to the best of my knowledge and belief hereby certify that:

- a) I have reviewed financial statements including the cash flow statement for the year ended 31st March, 2025 and that to the best of my knowledge, I state that these statement:
- i. Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company’s code of business conduct and Ethics.
- c) I accept the responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that there have been:
- i. no changes in internal control during the year.
 - ii. no changes in accounting policies during the year, and there are no instances of fraud during the year.
 - iii. No instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity’s internal control system over financial reporting.

Sd/-

Place: Mumbai

Date: 05th September, 2025

Dilip Kumar Dhariwal
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of
ACI INFOCOM LIMITED

Opinion

We have audited the financial statements of **ACI INFOCOM LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows and notes to the standalone Ind AS financial statements, for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the act read with Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31 March, 2025 and its profits, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	<p>Tax litigations–Provisions and Contingencies</p> <p>The Company has indirect tax litigations. The Company periodically reviews its tax positions, which include reviews by the external tax consultant and tax counsels appointed by the Company. Where the amount of tax liabilities is uncertain, the Company recognizes accruals/contingent liability that reflect Management's best estimate of the outcome based on the facts. Thus, there is a risk that accruals/contingent liability for tax is not accounted properly. How the matter was addressed in our audit in conjunction with our tax specialists, we have evaluated Management's judgments with respect to such tax matters in order to assess the adequacy of the tax provisions and contingent liability.</p> <p>Refer note 32 to the Ind AS Financial Statements</p>	<p>In conjunction with our tax specialists, we have evaluated Management's judgments with respect to such tax matters in order to assess the adequacy of the tax provisions and contingent liability.</p>
2.	<p>Loans & Advances, Deposits etc.</p> <p>The value of loans and Advances, Deposits as at 31st March 2025 is significant.</p>	<p>As per RBI Press Release 1998-99/1269 dated 08th April 1999 read with RBI Notification DNBS (PD) C.C. No. 81 / 03.05.002/ 2006-07 dated 19th October 2006 has prescribed:</p>

		The company will be treated as a non-banking financial company (NBFC) if its financial assets are more than 50 per cent of its total assets (netted off by intangible assets) and income from financial assets is more than 50 per cent of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company.
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Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,

relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the company.
- vi. Audit Trail

Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 which did not have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's hence, we are unable to comment on audit trail feature of the said software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2024, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

For Agrawal Jain & Gupta

ICAI Registration No.: 013538C

Sd/-

Sarwan Kumar Prajapati

Partner

Membership No.: 199969

UDIN: 25199969BMINYJ1635

Date: 30th May 2025

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

 (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year hence clause (ii)(b) is not applicable to the company.
- (iii) (a) During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans

and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;

(c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.

(d) Since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.

(e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non-charging of interest on the loan.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.

(vi) As per information & explanation given by the management, maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act is not applicable to the company.

(vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following:

Particulars of the Statute	Nature of Dues	Amount	Period to which the	Place where the dues are payable
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			Amount relates	Pending
Custom Act 1962	Custom Duty	6,27,764/-	1984-85	matter is pending before Competent Authority.
The Income Tax Act, 1961	Income Tax	24,720	2015	Income Tax Authority

(viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not taken any loans or other borrowings from any lender therefore, Clause (ix)(a) is not applicable to company.

(b) According to the information and explanations given by the management, the company is not Applicable.

(c) In our opinion and according to the information and explanations given by the management, Clause (ix)(b) is not applicable to company.

(d) In our opinion and according to the information and explanations given by the management, company has not raised short term funds therefore clause (ix) (d) not applicable to company.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company

(xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.

(xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements.

(xiv) In our opinion and based on our examination, the company does not have an internal audit system.

(xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) (a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,

(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

(xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year.

(xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization

of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

(xx) Based on our examination, the provision of section 135 are not applicable on the company. Hence this clause is not applicable on the company.

(xxi) The company is not required to prepare Consolidate financial statement hence clause is not applicable.

For Agrawal Jain & Gupta

ICAI Registration No.: 013538C

Sd/-

Sarwan Kumar Prajapati

Partner

Membership No.: 199969

UDIN: 25199969BMINYJ1635

Date: 30th May, 2025

Annexure 'B'***Report on Internal Financial Controls with reference to financial statements*****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **ACI INFOCOM LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of

Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Agrawal Jain & Gupta

ICAI Registration No.: 013538C

Sd/-

Sarwan Kumar Prajapati

Partner

Membership No.: 199969

UDIN: 25199969BMINYJ1635

Date: 30th May, 2025

ACI INFOCOM LIMITED
CIN : L72200MH1982PLC175476
Balance Sheet As At March 31, 2025
(All amounts are in Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
<u>A) Non-current assets</u>			
a) Property, Plant and Equipment	2	0.20	1.84
b) Financial Assets			
i) Investments	3	1,004.25	942.40
c) Deferred Tax Assets	4	51.90	50.88
Total Non -current assets		1,056.35	995.12
<u>B) Current assets</u>			
i) Trade receivables	5	61.28	-
ii) Cash and cash equivalents	6	6.85	2.43
iii) Loans	7	-	92.79
c) Income Tax Assets (net)	8	14.77	15.36
d) Other current assets	9	579.84	592.07
Total Current assets		662.73	702.65
Total Assets		1,719.09	1,697.77
EQUITY AND LIABILITIES			
<u>EQUITY</u>			
a) Equity Share Capital	10	1,104.91	1,104.91
b) Other Equity	11	531.91	585.07
Total Equity		1,636.82	1,689.98
<u>LIABILITIES</u>			
<u>A) Non-current liabilities</u>			
a) Financial Liabilities			
i) Borrowings		-	-
Total Non-current liabilities		-	-
<u>B) Current liabilities</u>			
a) Financial Liabilities			
i) Borrowings		-	-
ii) Trade payables			
a) Total outstanding due of micro enterprises and Small enterprises		58.73	-
b) Total outstanding due of other than micro enterprises and Small enterprises	12	2.51	4.05
iii) Other financial liabilities other than those specified in item (a)		-	-
(b) Other Current liabilities	13	5.24	0.84
(c) Provisions	14	5.01	-
(d) Current Tax Liabilities	15	10.78	2.91
Total Current liabilities		82.27	7.79
Total Equity and Liabilities		1,719.09	1,697.77

Significant Accounting Policies and Notes to Accounts 1 to 30.

In terms of our report of even date
For Agarwal Jain & Gupta
Chartered Accountants
Firm Reg. No. : 013538C

For and on behalf of the Board of Directors
ACI INFOCOM LIMITED

Sarwan Kumar Prajapati
Partner
M.No. 199969
UDIN:25199969BMINYJ1635

Kushal Chand Jain
Managing Director
DIN-03545081

Hemantkumar S.Jain
Director
DIN- 06778764

Place : Mumbai
Date: 30th May 2025

Dilip Kumar Dhariwal
CFO

Sarika Mehta
Company Secretary

ACI INFOCOM LIMITED
CIN : L72200MH1982PLC175476
Statement of Profit & Loss For the Year Ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Particulars	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
Income From Operations	16	51.98	50.00
Other Income	17	86.80	43.34
Total Income		138.77	93.34
Expenditure			
Cost of Materials Consumed	18	49.50	45.95
Employee benefits expenses	19	11.70	11.06
Finance costs	20	-	0.25
Depreciation and amortisation expenses	2	-	0.24
Other expenses	21	123.88	17.61
Total expenses		185.08	75.11
Profit before tax		(46.31)	18.23
Tax expense:	22		
(1) Current tax		7.88	4.72
(2) Deferred tax		(1.03)	4.65
Total tax expenses		6.84	9.37
Profit for the year		(53.16)	8.86
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the Year		-	-
Total Comprehensive Income for the year		(53.16)	8.86
Earnings per equity share: (in Rs)			
Equity shares of Par value of Rs. 1 /-each	23		
Basic		(0.05)	0.008
Diluted		(0.05)	0.008

Significant Accounting Policies and Notes to Accounts 1 to 30.

In terms of our report of even date

For and on behalf of the Board of Directors

For Agarwal Jain & Gupta

ACI INFOCOM LIMITED

Chartered Accountants

Firm Reg. No. : 013538C

Sarwan Kumar Prajapati

Partner

M.No. 199969

UDIN:25199969BMINYJ1635

Kushal Chand Jain

Managing Director

DIN-03545081

Hemantkumar S.Jain

Director

DIN- 06778764

Place : Mumbai

Date: 30th May 2025

Dilip Kumar Dhariwal

CFO

Sarika Mehta

Company Secretary

ACI INFOCOM LIMITED
CIN : L72200MH1982PLC175476
Statement of Cash flows for the year ended March 31, 2025
(All amounts are in Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Operating activities		
Profit Before Tax	(46.31)	18.23
Adjustments to reconcile profit before tax to net cash inflow		
Depn	-	0.24
Interest income	29.79	43.27
Interest on IT Refund	-	-
Income on investment in partnership firm	4.84	0.07
Profit/ Loss of Fixed Asset	52.16	
	(133.12)	61.81
Working capital adjustments :-		
Increase / (Decrease) in Trade and Other Payables	57.20	(3.66)
(Increase) / Decrease in Loan	92.80	50.44
Increase/(decrease) in provisions	5.01	-
Increase / (Decrease) in Other Current Liabilities	4.40	(26.72)
(Increase) / Decrease in Income Tax (Assets)	0.59	3.29
(Increase) / Decrease in Inventories	-	45.95
(Increase) / Decrease in Trade and Other Receivables	(61.28)	-
(Increase) / Decrease in Other Current Assets	12.23	300.58
Cash generated from operations	(22.18)	431.69
Direct taxes paid (Net of Refunds)	-	(2.90)
Net cash flow from operating activities	(22.18)	428.79
Investing activities		
Other Non Operating Income	(4.84)	
Capital withdrawal from Partnership firm	(57.00)	(385.42)
Income/Loss on investment in partnership firm	4.84	(0.07)
Purchase/Sale of Fixed Assets	53.80	-
Interest received	29.79	(43.27)
Net cash flow used in investing activities	26.59	(428.76)
Financing activities		
Proceeds form Borrowings	-	-
Interest paid	-	-
Net cash flow from financing activities	-	-
Increase in cash and cash equivalents	4.41	0.03
Cash and cash equivalents at the beginning of the year	2.43	2.40
Cash and cash equivalents at the end of the year	6.83	2.43
Particulars	As at 31.03.2025	As at 31.03.2024
Cash in Hand	3.96	2.25
Bank Balances		
- In Current Accounts	2.89	0.18
	6.85	2.43

In terms of our report of even date

For Agarwal Jain & Gupta

Chartered Accountants

Firm Reg. No. : 013538C

For and on behalf of the Board of Directors

ACI INFOCOM LIMITED**Sarwan Kumar Prajapati**

Partner

M.No. 199969

UDIN:25199969BMINYJ1635

Kushal Chand Jain

Managing Director

DIN - 03545081

Hemantkumar S.Jain

Director

DIN- 06778764

Dilip Kumar Dhariwal

CFO

Sarika Mehta

Company Secretary

Place : Mumbai

Date: 30th May 2025

Accompanying notes to the financial statements for the Year ended March 31, 2025

Note 1.

1. Corporation Information

ACI INFOCOM LIMITED ('the Company') is in business of Construction and IT business Activities. The Company is a public limited company incorporated in India and has its registered office at Mumbai, Maharashtra, India. The Company has its primary listing in BSE Ltd

Summary of significant accounting policies

1.1 Basis of preparation & presentation of financial statements

The financial statements of the company have been prepared under historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act 2013 and comply in all material aspects with the Indian Accounting Standards (hereinafter referred as to 'Ind. AS') as notified by ministry of corporate affairs in pursuant to section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016.

The accounting policies have been consistently applied unless otherwise stated. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Act 2013. The Company considers 12 months to be its normal operating cycle for the purpose of current or non-current classification of assets and liabilities.

1.2 Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian Accounting Standards requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Property Plant & Equipment's

Tangible assets

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided under the written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.

Intangible assets

Intangible assets are stated at cost, net of accumulated depreciation and impairment of losses, if any. Depreciation is provided under written down value method at the rate and in the

manner prescribed under Schedule II to the companies Act, 2013. Currently company does not hold any intangible assets.

c. Depreciation/amortization

Tangible assets

Depreciation on fixed assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013.

Property, Plant & Equipment's	Life of Assets
Computers	3 Years

Depreciation method, useful life and residual value are reviewed periodically.

Leasehold land and improvements are amortised on the basis of duration and other terms of lease.

The carrying amount of PPE is reviewed periodically for impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

De-recognition

PPE are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

Intangible assets

Depreciation on Intangible assets is calculated on a written down value method at based on the useful lives estimated by the management, or those prescribed under the Schedule II of the Companies Act, 2013.

d. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

e. Investments

Investments are classified as current investments and long-term investments as per information and explanation given by the management.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at cost or FMV whichever is lower and Long-term investments are carried at FMV. FMV of Long-term Investment is determined by the management from the latest audited report of the Investment companies if it is not listed in Stock-Exchange of India. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. Investments transferred to holding company at cost gain or loss on said investment book by holding company.

f. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend Income

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Other Income

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors and liquidated damages which are accounted on acceptance of the Company's claim.

g. Inventories

Inventories comprise of traded goods, stores and spares are valued at cost or at net realisable value whichever is lower. Cost of traded goods, stores and spares is determined on weighted average basis. Stores and spares, which do not meet the definition of property, plant and equipment, are accounted as inventories. Net realizable value is the estimated selling price in the ordinary course of business and estimated costs necessary to make the sale.

The Company has valued its construction materials and consumables at lower of cost or net realizable value. The construction materials and consumables purchased for construction work, issued to construction are treated as consumed.

h. Accounting for taxes on income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current and deferred tax shall be recognized as income and expenses and included in profit and loss for the period, except to the extent that the tax arises from (a) a transaction or event which is recognized in the same or a different period, outside profit

or loss, either in other comprehensive Income or directly in equity or **(b)** a business combination. Deferred taxes recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purpose and corresponding amounts used for taxation purpose except to the extent it relates to business combination or to an item which is recognized directly in equity and in other comprehensive Income.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the assets can be utilized. A deferred tax asset shall be recognized for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized. Deferred tax assets are reviewed at each reporting date and Reduced to the extent that it is no longer probable that the related tax benefit will be Realize. A deferred tax liability is recognized based on the expected manner of realization or settlement of carrying amount of assets and liabilities

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a period is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

i. Provision

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

j. Cash and cash equivalents.

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

k. Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule of the Companies Act, 2013, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit / (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expenses.

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes to financial statements for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 2: Property, Plant & Equipment

(Amount in Lakhs)

Particulars	Land	Computer	Total
Year Ended March 31, 2024			
Gross Carrying Amount			
Opening Gross Carrying Amount	1.64	0.76	2.40
Additions	-	-	-
Disposals	-	-	-
Transfers	-	-	-
Closing Gross Carrying Amount	1.64	0.76	2.40
Accumulated Depreciation and Impairment			
Opening Accumulated Depreciation	-	0.32	0.32
Depreciation charge during the year	-	0.24	0.24
Disposals	-	-	-
Closing Accumulated Depreciation and Impairment	-	0.56	0.56
Net Carrying Amount	1.64	0.20	1.84
Net Carrying Amount	1.64	0.20	1.84
Year Ended March 31, 2025			
Gross Carrying Amount			
Opening Gross Carrying Amount	1.64	0.76	2.40
Additions	-	-	-
Disposals	(1.64)	-	(1.64)
Transfers	-	-	-
Closing Gross Carrying Amount	-	0.76	0.76
Accumulated Depreciation and Impairment			
Opening Accumulated Depreciation	-	0.56	0.56
Depreciation charge during the year	-	-	-
Disposals	-	-	-
Closing Accumulated Depreciation and Impairment	-	0.56	0.56
Net Carrying Amount	-	0.20	0.20

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 3 : Investments

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Investment in other instruments at fair value through Profit or loss		
(Unquoted)		
Investment In Property-Advance	19.58	19.58
Investment In Partnership Firms		
Investment in Sanjog Developers	984.67	922.83
(Share of Profit/ (Loss) during the year of Rs.4.84 Lacs (PY Rs. 0.06 Lacs respectively) and Capital Account Balance as on 31st March is Rs.984.67 Lacs (PY Rs. 922.83 Lacs respectively)		
Total	1,004.25	942.40

Detail of Investment in Partnership Firm**Name of the Partners****Share of profit (In %)**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
ACI Infocom Ltd	70.00	70.00
Lalit Parasmal Nahata	15.00	15.00
Praveen Sohanraj Balar	15.00	15.00

Aggregate amount of

a) Aggregate amount of quoted investments as per books		-
b) Market value of Quoted investments		-
c) Aggregate amount of unquoted investments as per books	984.67	922.83
d) Aggregate amount of impairment in value of investment		-

Note 4: Deferred Tax Assets (Net)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
On Account of Depreciation	(872.06)	(872.06)
Brought forward Loss	887.84	886.81
Total Deferred Tax Assets	15.78	14.75
MAT Credit	36.12	36.12
Total Deferred Tax Assets	51.90	50.88

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 5: Trade Receivables

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Trade Receivables (Unsecured and considered good, unless otherwise stated)		
- Considered Good	61.28	-
- Unsecured, considered good	-	-
- Considered Doubtful	-	-
Less : Allowance for doubtful	-	-
Other Trade receivables	-	-
- Considered Good	-	-
Unsecured, considered good	-	-
- Considered Doubtful	-	-
Total	61.28	-
Current Portion	61.28	-
Non - Current Portion	-	-

Particulars	Outstanding for following periods					Total
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Current FY 2024-25						
(i) Undisputed Trade Receivable - Considered Good	61.28	-	-	-	-	61.28
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding for following periods					Total
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Current FY 2023-24						
(i) Undisputed Trade Receivable - Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 6: Cash & Cash Equivalents

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Balance with Banks - Current Accounts	2.89	0.18
Cash on Hand	3.96	2.25
Total Cash & Cash Equivalents	6.85	2.43

Note 7: Loans

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Unsecured considered good-		
Inter-corporate Loan	-	51.52
Other Loan	-	41.27
Total	-	92.79

Note 8: Income Tax Assets (Net)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Advance Tax & TDS (Net of Provisions)	14.77	15.36
Total	14.77	15.36

Note 9: Other Current Assets

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Unsecured, considered good		
Deposits	-	10.82
Advances reoverable in cash or kind	568.51	571.73
Less: Provision for Impairment		
Prepaid Expenses	0.04	0.18
Balances with government authorities -GST	11.30	9.34
Total	579.84	592.07

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 10: Equity Share Capital

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Authorised		
13,50,00,000 Equity Shares of Rs 1 each	13,50,00,000	13,50,00,000
Total	13,50,00,000	13,50,00,000
Issued, Subscribed and Fully Paid Up		
11,04,90,900 Equity Shares of Rs 1 each fully paid up	1,104.91	1,104.91
Total	1,104.91	1,104.91

a) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares					
	As on March 31, 2025		As on March 31, 2024		As on March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Pujya Guruwar Solar India Pvt Ltd (Formally known as Prog Dychem Pvt Ltd)	2,52,79,116	22.88%	2,52,79,116	22.88%	2,52,79,116	22.88%

Terms & Conditions attached to equity shares:

The Company has only one class of equity shares having per value of Rs 1/- per share. Each holder of equity shares having par value of Rs 1/- per equity share is entitled to one vote per equity share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares					
	As on March 31, 2025		As on March 31, 2024		As on March 31, 2023	
	Number	Rs	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900
Shares Issued during the year	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900	11,04,90,900

Shares held by promoters at the end of the year 31st March 2025

Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
Prog Dye Chem Private Limited	2,52,79,116	22.88%	0.00%
Total	2,52,79,116	22.88%	0.00%

** Details shall be given separately for each class of shares

*** percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.]

Shares held by promoters at the end of the year 31st March 2024

Promoter Name	No. of Shares**	% of total shares**	% Change during the year***
Prog Dye Chem Private Limited	2,52,79,116	22.88%	0.00%
Total	2,52,79,116	22.88%	0.00%

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 11: Other Equity

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Retained Earnings	(265.34)	(212.18)
General Reserve	192.91	192.91
Securities Premium	604.34	604.34
Closing Balance	531.91	585.07

i) Retained Earnings

Balance as at the beginning of the year	(212.18)	(221.04)
Add- Profit for the current year	(53.16)	8.86
Less -Previous Year Tax impact	-	-
Net surplus in the statement of profit and loss account	(265.34)	(212.18)

ii) General Reserve

Balance as per last financial statements	192.91	192.91
Add-Addition during the year	-	-
Less-Utilized during the year	-	-
Closing Balance	192.91	192.91

iii) Security Premium

Balance as per last financial statements	604.34	604.34
Add-Addition on issue of fresh equity	-	-
Less-Utilized during the year	-	-
Closing Balance	604.34	604.34

Total	531.91	585.07
--------------	---------------	---------------

Nature and Purpose of Reserves:**Securities Premium**

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

General Reserve

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders

Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

ACI INFOCOM LIMITED

CIN : L72200MH1982PLC175476

Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 12: Trade Payables

Particulars	Outstanding for following periods				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Current Year 2024-25					
(i) MSME	58.73				58.73
(ii) Others	2.51				2.51
(iii) Disputed Dues - MSME	-				-
(iv) Disputed Dues - Others	61.25	-	-	-	61.25

Previous Year 2023-24	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-				-
(ii) Others	3.19	0.86			4.05
(iii) Disputed Dues - MSME					-
(iv) Disputed Dues - Others	3.19	0.86	-	-	4.05

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Due to Micro, Small & Medium enterprises	58.73	-
Others	2.51	4.05
Total	61.25	4.05

Note 13: Other Current liabilities

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Other Liabilities	5.24	0.02
Statutory Dues Payable	-	0.82
Total	5.24	0.84

Note 14: Provisions

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Other Liabilities	5.01	-
Total	5.01	-

Note 15: Current Tax Liabilities

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Current tax provision	10.78	2.91
Total	10.78	2.91

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 16: Revenue from Operations

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Sale of products- Sale of Flats	51.98	50.00
Total Revenue from Operations	51.98	50.00

Note 17: Other Income and Other Gains/(Losses)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest on Short-term loans and advances	29.79	43.27
Profit on sale of land	52.16	-
Profit/loss from Partnership Firm	4.84	0.07
Total	86.80	43.34

Note 18 : Cost of Materials Consumed

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
IT Products Purchases	49.50	-
Total-A	49.50	-
Opeining Stock	-	-
Closing Stock	-	45.95
Total-B	-	45.95
Cost of Materials Consumed	49.50	45.95

Note 19: Employee Benefit Expense

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salaries and Bonus	8.70	8.06
Director's Remuneration	3.00	3.00
Total	11.70	11.06

Note 20: Finance Cost

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest on delay Payment of Statutory Dues	-	0.25
Total	-	0.25

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 21: Other Expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Statutory Audit Fees	0.60	0.60
News Paper Publishing Exp.	1.12	1.14
Postage	0.11	0.11
Electricity Charges	0.14	0.21
Legal and Professional fees	1.92	1.87
Listing & Custodian fees	9.18	7.61
Office Expenses	0.22	0.10
Printing And Stationary	0.79	0.67
RTA Service Charge	1.15	1.31
Donation	-	0.25
Rent	2.32	2.93
Computer Maintance Exp.	0.21	0.25
ROC Charges	0.34	0.04
Other expenses	-	0.18
Bad Debts	92.79	-
Brokrage	0.98	-
Software Expenses	0.14	-
Telephone Expenses	0.07	0.07
Travelling & Conveyance	0.73	0.20
Web Site Expenses	0.06	0.06
Miscellaneous Expenses	11.00	0.02
Total	123.88	17.61

22 Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the period attributable to equity holders by the weighted average number of equity shares outstanding during the Period.

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	As at 31st March 2025	As at 31st March 2024
Profit/ (Loss) attributable to Equity shareholders (in Rs.)	(53.16)	8.86
Weighted average number of Equity shareholders for basic and diluted EPS	11,04,90,900	11,04,90,900
Basic and diluted earnings per share (in Rs.)	(0.048)	0.008

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

23 Related party transactions**Name of related parties and description of relationship with whom transactions have****(A) Related parties where control exists****1. Associates Company**

Pujya Guruwar Textile India Pvt Ltd (Formally known as Prog Dychem Pvt Ltd)

Sanjog Developers

2. Other related party in which directors are interested

Shaarwin Shaarwin Tradex Private Limited

Dattraj I Dattraj Developers Private Limited

GGF Industries Private Limited

Gemme Infra Projects Private Limited

Milton Infra Projects Private Limited

Pujya Guruwar Solar India Private Limited

Swadeshi Industries And Leasing Ltd

3. Key managerial personnel

Sarika Mehta, CS

Dilip Kumar Dhariwal, CFO

Kushal Chand Jain, Managing Director

Hemant Jain, Director

Krishna Kamalkishore Vyas, Director

Amit Jain, Director

Details of transactions with related parties:**(Amount in Lakhs)**

Sr. No.	Particulars	As at 31st March 2025	As at 31st March 2024
1	Loan taken		
	Pujya Guruwar Solar India Pvt Ltd	16.00	14.10
2	Loan repaid/Given		
	Pujya Guruwar Solar India Pvt Ltd	16.00	16.10
3	Remuneration		
	Kushal Chand Jain	3.00	3.00
	CS Sarika Mehta	3.00	3.00
	Dilip Kumar Dhariwal -CFO	4.80	4.80
4	Reimbursement of expenses (paid)		
	Dilip Kumar Dhariwal	0.16	-
5	Net Capital Introduced in Partnership firm		
	Sanjog Developer	57.00	385.35
6	Profit/(Loss) from Partnership Firm		
	Sanjog Developer	4.84	0.07

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Details of closing balances of related parties

Sr. No.	Particulars	As at 31st March 2025	As at 31st March 2024
1	<u>Closing balance</u>		
	Inter Corporate Loans		
	Sanjog Developers	984.68	922.83
	Pujya Guruwar Solar India Pvt Ltd	-	-
2	Other payables		
	CS Sarika Mehta	1.85	0.78
	Dilip Kumar Dhariwal	0.41	0.28
	Kushal Chand Jain	1.98	-

Note: Related party relationships as per Ind AS 24 have been identified by the management had relied upon by the auditors. All the transactions are carried at arm's length price

Closing balances are presented net of taxes.

Terms and conditions of transactions with related parties

The transactions with related parties are in the ordinary course of business and are on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the Period-end are unsecured and settlement occurs in cash. For the period ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which the related parties operate.

Note 24: Details of micro enterprises and small enterprises as defined under the Micro, Small and Medium Enterprises

The Company did not have any transactions with Small Scale Industrial ('SME's') Undertakings during the year ended March 31, 2025 and hence there are no amounts due to such undertakings. The identification of SME's undertakings is based on the management's knowledge of their status.

The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the year ended together with interest paid / payable as required under the said Act have not been furnished.

Note 25: Capital Commitments

There are no capital commitments outstanding as at 31 March 2025.

Note 26: Contingent Liabilities as at 31 March 2025

Demand of Rs 6.28 + Interest under Custom Act 1962 relating to FY 1984-85. The matter is pending before competent authority.

Particulars	As at March 31	
	2025	2024
Other money for which the Company is contingently liable		
Custom Duty	6.28	6.28
- Disputed income tax matters (including interest up to the date of demand, if any)		
TDS	2.80	2.80
Assessment Year 2015	0.25	-
Total:	9.32	9.07
*Various old open charges are shown in MCA Portal still not closed.		

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 27: Employee Benefits - Retirement benefits**Defined Contribution Plan:**

An entity is not participating in any employer defined benefit plan that does not prepare plan valuations on an Ind AS 19 basis. Company not having employee who served from more than 5 years.

Note 28: Financial instruments - fair value measurements

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular the valuation techniques and inputs used).

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(a) Categories of financial instruments

Particulars	Carrying value	Carrying value
	As at 31 March 2025	As at 31 March 2024
Financial assets		
Measured at amortised cost		
Trade receivables	61.28	-
Other financial assets	594.61	700.22
Cash and cash equivalents	6.85	2.43
Total	662.73	702.65
Financial liabilities		
Measured at fair value through profit or loss	-	-
Measured at amortised cost		
Borrowings	-	-
Trade payables	61.25	4.05
Other financial liabilities	21.02	3.74
Total	82.27	7.79

The Company has assessed that trade receivables, cash and cash equivalents, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term nature of the instruments. Long term Borrowings are evaluated based on parameters such as interest rate and risk characteristic of financial project. Based on the evaluation, no impact has been identified.

Note 29: Financial risk management objectives and policies

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

The Company's principal financial liabilities comprise of borrowings, trade payables, other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, other financial assets and cash and cash equivalents that arise directly from its operations.

The Company's activities expose it to market risk, liquidity risk, credit risk and interest rate risk.

(A) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise

potential adverse effects on the financial performance of the Company.

The sources of risks which the Company is exposed to and their management is given below:

The sources of risks which the Company is exposed to and their management is given below:

Risk	Exposure arising from	Measurement	Management
Interest rate risk	Long term borrowings at variable rates	Sensitivity analysis, interest rate movements	Interest rate swaps and loan takeover for long term borrowings diversification
Credit risk	Trade receivables, derivative financial instruments	Ageing analysis, credit rating	Credit monitoring, credit limit and credit worthiness monitoring of the counter parties
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts	Borrowing facilities diversification

Details relating to the risks are provided here below:**(i) Foreign currency risk**

Foreign exchange risk is the risk of impact related to fair value or future cash flows Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates to import of modules, wherever required.

The Company regularly evaluates exchange rate exposure arising from foreign currency transactions. The Company follows the established risk management policies. It uses derivative instruments like forward covers/swap to hedge exposure to foreign currency risk.

When a derivative is entered into for the purpose of hedge, the Company negotiates the terms of those derivatives to match the terms of the foreign currency exposure.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in prevailing market interest rates. The Company's exposure to the risk due to changes in interest rates relates primarily to the Company's borrowings with floating interest rates. Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. The Company constantly monitors the credit markets and revisits its financing strategies to achieve an optimal maturity profile and financing cost.

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

(iii) Credit risk

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/investing activities, including deposits with banks and foreign exchange transactions.

The carrying amount of financial assets represents the maximum credit risk exposure.

a. Trade receivables

The Company has already evaluated the credit worthiness of its customers and did not find any credit risk related to trade receivables. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Total trade receivables as on 31 March 2025 is 61.28 Lacs.

b. Cash and cash equivalents and bank deposits

Credit risk on cash and cash equivalents, deposits, is generally low as the Company has transacted with reputed banks.

c. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The management is responsible for managing liquidity, funding as well as settlement. Further the management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details of financial liabilities further, based on contractual undiscounted payments.

Particulars	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years	Total
Borrowings*	-	-	-	-	-
Trade payables	61.25	-	-	-	61.25
Other financial liabilities	21.02	-	-	-	21.02
Total	82.27	-	-	-	82.27

*The maturity profile of borrowings is as per the actual cash flows.

(D) Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide maximum returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders.

The Company monitors capital using debt to equity ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loan and borrowings, less cash and cash equivalents, excluding discontinued operations.

Gearing Ratio- There is no Debts in the company as on 31.03.2025 and 31.03.2024 . Thus ,Gearing Ratio is Nil as on 31.03.2025 and 31.03.2024.

ACI INFOCOM LIMITED

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

Note 35: Key Ratios

Particulars	Numerator	Denominator	Unit	31-Mar-25	MARCH 31, 2024	% Change	Reasons
Current Ratio	Current Assets	Current Liabilities	Times	9.20	90.21	-89.80%	Ratio higher due to decrease in loans and advances compared to previous period
Debt-Equity Ratio	Total Debt	Shareholder's Equity	Times	NA	NA	NA	Company not having any debt.
Debt Service Coverage Ratio	Profit After Tax+Depreciation+Finance Cost-Unrealised Gain on Investment+Deferred Tax+ loss on sale of fixed assets	Total actual Interest + Principle Repayment of Long Term Borrowing + Principle Lease Payment	Times	NA	NA	NA	Company not having any debt.
Return on Equity Ratio	Profit After Tax	Shareholder's Equity Average	Times	(0.03)	0.01	-708.16%	Ratio higher due to increase in Loss during the CY .
Inventory Turnover Ratio	Cost of Good Sold	Inventories Average	Times	(0.03)	0.01	NA	cost of operations in PY was NIL
Trade Receivables Turnover Ratio	Revenue from Operations	Trade Receivables (Average)	Times	1.70	NA	NA	company not having any trade receivables in PY.
Trade Payables Turnover Ratio	Direct expenses	Trade Payables (Average)	Times	1.52	NA	NA	company not having direct expenses in PY.
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	Times	0.09	NA	NA	Revenue from operations in PY was NIL
Net Profit Ratio	Profit After Tax	Revenue from Operations	%	(1.02)	NA	NA	Revenue from operations in PY was NIL
Return on Capital employed	Earning Before Interest and Taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	%	(0.03)	0.01	-358.96%	Loss in Current Year

Note: 31 Other statutory information

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- As per the information and explanations to us The Company do not have any transactions with companies struck off.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial Period.
- The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the Period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- The Company has not been declared wilful defaulter by any bank or financial institution or other lender
- The Company does not have any Intangible Assets, thus, disclosures relating to revaluation of Intangible Assets is not applicable.
- The Company has not revalued its property, Plant and Equipment (including Right of use Assets), thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate

ACI INFOCOM LIMITED

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Notes forming part to the Financial Statement for the Year ended March 31, 2025

(All amounts are in Lakhs, unless otherwise stated)

- beneficiaries.
- i) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (ultimate beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- j) Company has complied with the number of layers prescribed under clause (87) of section 2.
- k) Registration of charges or satisfaction with Registrar of Companies: Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

The accompanying notes are an integral part of these standalone financial statements**In terms of our report of even date For and on behalf of the Board of Directors****For Agarwal Jain & Gupta****ACI INFOCOM LIMITED****Chartered Accountants****Firm Reg. No. : 013538C**

Sarwan Kumar Prajapati
Partner
M.No. 199969
UDIN:25199969BMINYJ1635

Kushal Chand Jain
Managing Director
DIN-03545081

Hemantkumar S.Jain
Director
DIN- 06778764

Place : Mumbai
Date: 30th May 2025

Dilip Kumar Dhariwal
CFO

Sarika Mehta
Company Secretary