



**ARC INSULATION & INSULATORS LIMITED**  
**(Formerly- ARC Insulation & Insulators Private Limited)**

Registered Office-Village-Ramdevpur, PO-Bawali Bishnupur2, Parganas South, Bishnupur-743384 West Bengal, India  
Email- [manish@arcinsulations.com](mailto:manish@arcinsulations.com) CIN-U18109WB2008PLC129263 | Contact- 9748708809 | Website- [www.arcinsulations.com](http://www.arcinsulations.com)

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

To  
Members/Shareholders  
ARC Insulation & Insulators Limited  
Vill- Ramdevpur, PO- Bawali, Bishnupur2,  
24 Parganas (S), Bishnupur,  
West Bengal 743384

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of **ARC Insulation & Insulators Limited** will be held on **Monday, November 03, 2025 at 11:00 AM** at **Primarc Chambers, 1839 Laskarhat Tagore Park, Picnic Garden, Unit No.7, South 24 Parganas, West Bengal, India- 700039**, to transact the following special business:

**SPECIAL BUSINESS:**

**1. Approval for change in Land/Site for setting up manufacturing facility**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for time being in force), and subject to such approvals, consent of the members be and is hereby accorded to the Company for changing the location of the land for setting up the manufacturing facility, as originally stated in the Prospectus dated 26-08-2025, from Kharagpur (Schedule I) to Bishnupur (Schedule II) due to logistical challenges regulatory and clearance delays, availability of better strategically located land, long term operational benefits, and other practical considerations as detailed in the Explanatory Statement annexed to this Notice. The proposed change is in line with the broader objective stated in the Prospectus – i.e., to establish a state-of-the-art manufacturing facility – and will not alter the fundamental purpose for which the IPO proceeds were raised. Only the location is being changed for better execution of the project. The Agreement to Sale entered into with Shraddha Overseas Private Limited be and is hereby cancelled with mutual consent, and that the Company shall enter into a Cancellation Agreement with Shraddha Overseas Private Limited to formalize the same and Shraddha Overseas Private Limited shall refund the advance amount of Rs. 5,00,000 (Rupees Five Lacs Only).

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to finalize and execute all necessary documents, agreements, deeds, and refund of advance and to do all such acts, deeds, matters, and things as may be deemed necessary or expedient, to give effect to this resolution, including but not limited to making disclosures to the stock exchanges, filing necessary forms with the Registrar of Companies and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.”

**Date- 10 October, 2025**  
**Place- Bishnupur**

**By Order of the Board**  
**ARC Insulation & Insulators Limited**

**Managing Director**  
**Manish Bajoria**  
**DIN- 02203237**



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**NOTES:**

- 1 A MEMBER ENTITLED TO ATTEND AND IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. An instrument appointing a proxy in order to be valid /effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.  
A person appointed as a proxy shall act on behalf of such number of Member(s) not exceeding Fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a Member holding more than 10% 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 proxy for any other person or member.
- 2 Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- 3 Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
- 4 The Notice of EGM, Explanatory Statement, Proxy Form and Attendance Slip are being sent to Members.
- 5 The quorum for the Meeting shall be five members present in person or by proxy.
- 6 Voting: Voting at the Meeting will be by show of hands.
- 7 **Members are requested to update their email addresses and bank details** with the Company/Registrar and Share Transfer Agent (RTA) to receive communications electronically and for smooth processing.
- 8 The Board of Directors has appointed **Anupama & Associates**, a Practicing Chartered Accountant Firm, as the **Scrutinizer** to scrutinize the **voting at the EGM** in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, unblock the votes cast at the meeting, and make a consolidated report of the total votes cast in favour or against, and submit the same to the Chairman or Company Secretary.
- 9 The results declared along with the Scrutinizer's Report shall be placed on the website of the Company ([www.arcinsulations.com](http://www.arcinsulations.com)) and shall also be communicated to the Stock Exchange.
- 10 **Route map to the venue of the EGM** (in case of physical meeting) is attached to the Notice as per the Secretarial Standard 2 (SS-2) on General Meetings.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Company proposed to set up a manufacturing facility using a portion of the proceeds from the Initial Public Offering (IPO), as disclosed in the Prospectus (Pg- 105 & 162) dated 26-08-2025 (Available on the Website of the Company- [www.arcinsulations.com](http://www.arcinsulations.com)). The originally proposed land was located at District: Paschim Midnapore, Thana: Kharagpur, Gram Panchayat: Sankoa, Mouza: Sanmaninathpur, JL No: 350, Pin- 721301, West Bengal measuring land area of about 163 decimal (71000 sq. ft approx.), to expand our manufacturing capabilities, for which our Company has entered into the agreement of sale with the owner of the land i.e. Shradha Overseas Private Limited dated December 04, 2024. The company has already paid an advance amount of ₹ 5.00 Lakhs at the time of agreement to sale. Our Company intends to make capital expenditure towards construction and civil work and setting up additional manufacturing unit on the aforementioned land and accordingly proposed to construct a factory shed having approximately 50000 sq. ft. buildup area. Additionally, new manufacturing unit for which requisite machineries like AGP- line- 2.01 (Production of bent elements from 4 to 16 mm diameter, the production on rate is 4960 items with a length of 1.7 meters), AGP- line- 2.01 (Production of composite mesh with a width of 2 meters, cells 50\*50 to 200\*200 mm. Diameter from 2 to 8 mm) etc. will be purchased and installed. Such purchase and installation of machines along with required civil construction and installation of solar power plant.

However, upon detailed project planning and Post-IPO assessments, the management has identified significant practical and strategic challenges with originally identified site in comparison with the new land explored which is located at Bishnupur adjacent to the existing manufacturing facility of the Company located at Village - Ramdevpur, Po-Bawali Bishnupur2, Parganas South, Bishnupur-743384, West Bengal. The location and measurement of the new land is Mouza- Ramdevpur, R.S Khatian No. 95 and 159, J.L. No. 7, R.S No. 89, Touzi No. 14, within PS- Bishnupur, Pargana- Magura, District – South 24 Parganas, Gram Panchayat: Khagramuri, Pin- 743399, West Bengal measuring land area of about 159.5 decimal (69475 sq. ft approx.), which is contiguous land to the existing facility of the Company, creating a larger integrated industrial complex. The distance between the originally proposed land and the newly explored land is 86 Km.

The drawbacks of using distant land which was a strategic purchase earlier, using it could now involve;

- Higher logistics and transport costs
- Duplication of infrastructure
- Hiring and training a new workforce
- Managing separate supply chains
- Higher travel and coordination costs
- Longer timelines for setup and operations

The key benefits of buying the land adjacent to the existing facilities are as under;

- Operational Synergy & Integration- Streamlined operations, shared processes and infrastructure and easier staff movement across the units.
- Logistics & Supply chain efficiency- Reduced transportation cost and faster turnaround.
- Utilities & Infrastructure sharing- Power and water connections, security system. These can be expanded or shared with the new unit at a lower cost than developing them from scratch on a remote site.
- Cost Savings- Lower Overhead, Reduced duplication and less capital outlay on infrastructure development in remote area.



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- Workforce Management- Better employee utilisation, retain talent and improved morale.
- Faster approvals & Compliances
- Scalability & Future expansion
- Business Continuity & Risk Mitigation- Centralising operations reduces risk of disruption due to distance related issues

The proposed change is only in the location of the land and not in the object issue or end use of the IPO proceeds, which remains consistent with the disclosures made in the Prospectus. The Company remains committed to setting up a state-of-the-art facility for which the IPO funds are raised.

In accordance with the SEBI ICDR Regulations and good corporate governance practices, such change requires approval of the shareholders by way of a **special resolution**.

The Board recommends the resolution as set out in Item 1 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The above statement is to be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.

**By Order of the Board of**  
**ARC Insulation & Insulators Limited**

**Managing Director**  
**Manish Bajoria**  
**DIN- 02203237**

**Date- 10-10-2025**  
**Place- Bishnupur**

Schedule I (Proposed land as per Prospectus)	District: Paschim Midnapore, Thana: Kharagpur, Gram Panchayat: Sankoa, Mouza: Sanmaninathpur, JL No: 350, Pin- 721301, West Bengal measuring land area of about 163 decimal (71000 sq. ft approx.)
Schedule II (Newly explored land)	Mouza- Ramdevpur, R.S Khatian No. 95 and 159, J.L. No. 7, R.S No. 89, Touzi No. 14, within PS- Bishnupur, Pargana- Magura, District – South 24 Parganas, Gram Panchayat: Khagramuri, Pin- 743399, West Bengal measuring land area of about 159.5 decimal (69475 sq. ft approx.)



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**EXTRA-ORDINARY GENERAL MEETING**  
**ATTENDENCE SLIP**

**(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company)**

<b>DP ID*</b>		<b>Client ID*</b>	
<b>Regd. Folio No.</b>		<b>No. of Shares</b>	

\*Applicable for shares held in electronic form

Name(s) and address of the Shareholder/ Proxy in full:

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Monday, November 03, 2025 at 11:00 AM at Primarc Chambers , 1839 Laskarhat Tagore Park, Picnic Garden, Unit No.7 ,South 24 Parganas, West Bengal, India- 700039.

Please (√) in the box

Member  Proxy

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Signature of Shareholder / Proxy

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of Notice for reference at the Meeting.



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**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:** U18109WB2008PLC129263

**Name of the Company:** ARC INSULATION & INSULATORS LIMITED

**Registered Office:** Village - Ramdevpur, Po-Bawali Bishnupur2, Parganas South, Bishnupur-743384, West Bengal.

**Email:** [info@arcinsulations.com](mailto:info@arcinsulations.com)

Name of Member(s)	
Registered Address	
E-Mail ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email 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 **Monday, November 03, 2025 at 11:00 AM at Primarc Chambers , 1839 Laskarhat Tagore Park, Picnic Garden, Unit No.7 ,South 24 Parganas, West**



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**Bengal, India- 700039**, and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolution(s)
1	<p><b>RESOLVED THAT</b> pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for time being in force), and subject to such approvals, consent of the members be and is hereby accorded to the Company for changing the location of the land for setting up the manufacturing facility, as originally stated in the Prospectus dated 26-08-2025, from Kharagpur (Schedule I) to Bishnupur (Schedule II) due to logistical challenges regulatory and clearance delays, availability of better strategically located land, long term operational benefits, and other practical considerations as detailed in the Explanatory Statement annexed to this Notice. The proposed change is in line with the broader objective stated in the Prospectus – i.e., to establish a state-of-the-art manufacturing facility – and will not alter the fundamental purpose for which the IPO proceeds were raised. Only the location is being changed for better execution of the project. The Agreement to Sale entered into with Shraddha Overseas Private Limited be and is hereby cancelled with mutual consent, and that the Company shall enter into a Cancellation Agreement with Shraddha Overseas Private Limited to formalize the same and Shraddha Overseas Private Limited shall refund the advance amount of Rs. 5,00,000 (Rupees Five Lacs Only).</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to finalize and execute all necessary documents, agreements, deeds, and to do all such acts, deeds, matters, and things as may be deemed necessary or expedient, to give effect to this resolution, including but not limited to making disclosures to the stock exchanges, filing necessary forms with the Registrar of Companies and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.”</p>

Signed this _____ day of _____ 2025	Affix Revenue Stamps
Signature of shareholder(s) _____	
Signature of proxy holder(s) _____	



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<b>Note:</b>	
<b>1</b>	<b>This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.</b>
<b>2</b>	<b>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 may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.</b>



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**ROUTE MAP**

