

ACETECH E-COMMERCE LIMITED

Registered Address: 1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane,
Bhiwandi, Maharashtra, India, 421302

CIN No. U47912MH2024PLC419702 | Email ID : acetechventures1@gmail.com | Phone No.- 9890850314

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF ACETECH E-COMMERCE LIMITED (FORMERLY ACETECH VENTURES LIMITED) WHICH COMMENCED AT ON MONDAY, 16TH JUNE, 2025 10:00 A.M. AND CONCLUDED AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1234/C/1 to 1234/C/6 GALA, BLDG B-5 PRITHVI COMPLEX, ANJUR, THANE, BHIWANDI, MAHARASHTRA, INDIA, 421302, ANJUR, THANE, BHIWANDI, MAHARASHTRA, INDIA

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE AND ADOPTION OF NOMINATION AND REMUNERATION POLICY:

RESOLVED THAT in accordance with the provisions of section 178 of the Companies Act, 2013 read with rules made there under and SEBI Regulation, Nomination and Remuneration Committee of the Board of Directors be and is hereby constituted, consisting of the following Directors as member of Committee:

Sr. No.	Names of Member	Designation in Board	Designation in Committee
1	Madhavi Sharma	Non-Executive Director	Chairperson
2	Basanti Negi	Independent –Non-Executive Director	Member
3	Manish Rawal	Independent – Non-executive Director	Member

RESOLVED FURTHER THAT the Nomination and Remuneration committee shall perform inter alia the following function:

1. Formulation of 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 ("**Remuneration Policy**").

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of independent directors and the Board
3. Devising a policy on Board diversity

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4. Identifying 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 their appointment and removal and carrying out evaluation of every director's performance (including independent director)
5. Analysing, monitoring and reviewing various human resource and compensation matters
6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors.
8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary
9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
10. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
12. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
13. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT Committee shall meet as and when the need arise for review of Managerial Remuneration. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance or at a shorter period notice, with the consent of maximum members of the committee.

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RESOLVED FURTHER THAT the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

RESOLVED FURTHER THAT the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

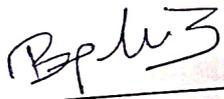
RESOLVED FURTHER THAT the "Nomination and Remuneration Policy" as tabled before the Board duly signed by Managing Director for the identification and perusal of Board be and is hereby adopted by the Board.

RESOLVED FURTHER THAT the quorum of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee whichever is greater.

RESOLVED FURTHER THAT any director to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

//CERTIFIED TRUE COPY//

On and behalf of the Board of Directors
For Acetech E-Commerce Limited
(Formerly Acetech Ventures Limited)



Bippinkumar Vijay Saraogi

DIN: 05320263

Managing Director

Address: B-604, Mansarovar, Near Varaladevi Temple,
Bhiwandi - 421302, Thane, Maharashtra

Date: 16.06.2025

Place: Bhiwandi

