

## NOTICE OF 6<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 6<sup>TH</sup> (SIXTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF QUALITEK LABS LIMITED WILL BE HELD ON TUESDAY, 20<sup>TH</sup> DAY OF AUGUST, 2024 AT 11:00 A.M. IST (INDIAN STANDARD TIME) AT NEETI BAGH CLUB, AUGUST KRANTI MARG, BLOCK C, NEETI BAGH, NEW DELHI - 110049**

TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.**

***To consider & if thought fit pass with or without modification(s), the following resolution as Ordinary resolution***

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 including the Audited Balance Sheet as on 31<sup>st</sup> March, 2024 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

**2. To reappoint Mr. Alok Kumar Agrawal (DIN-02713687) who retires by rotation at Annual General Meeting and, being eligible, offers himself for re-appointment as Non -Executive Director.**

***To consider & if thought fit pass with or without modification(s), the following resolution as Ordinary resolution***

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Alok Kumar Agrawal (DIN-02713687), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Non – Executive Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

**3. To Increase the Authorized Share Capital and Consequent Alteration in Memorandum of Association of the Company**

***To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for the increase and alteration of the existing Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into: 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V;

***The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into: 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each with rights, privileges and conditions attached thereto as per the relevant provisions contained in the behalf in the Articles of Association of the Company and with the power to increase or reduce the capital***

***of the Company and to divide the shares in the capital for the time being into several classes (being those specified in Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions in such a manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”***

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Managing Director & Company Secretary, be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals, in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any of the Director(s), Company Secretary or any other Officer(s).”

#### **4. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON A PREFERENTIAL BASIS**

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity Shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 26,07,600 (Twenty Six Lakh Seven Thousand Six Hundred) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 197.46/- per Equity Share (including a premium of Rs. 187.46/-) per share, aggregating to Rs. 51,48,96,696/- (Rupees fifty one crore forty eight ninety six thousand six hundred ninety six Rupees only), to the Proposed Allottee, as mentioned below on preferential basis for cash and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members:

S.No.	Name of proposed Allottees	Category	No. of shares issued	Total Consideration (Rs.)
1	Ashish Rameshchandra Kacholia	Public	506400	9,99,93,744
2	Himalaya Finance & Investment Co	Public	506400	9,99,93,744
3	SGI Developers LLP	Public	354000	6,99,00,840
4	Brick Eagle Group Pvt. Ltd	Public	274800	5,42,62,008
5	Capri global holdings private limited	Public	100800	1,99,03,968
6	Vipin Kumar Vindal	Public	75600	1,49,27,976
7	GA Family Trust	Public	75600	1,49,27,976
8	SA Family Trust	Public	75600	1,49,27,976
9	Meenaxi Dilip Kothari	Public	50400	99,51,984
10	Umang Enclave Pvt. Ltd	Public	42000	82,93,320
11	Harsimrit Kaur	Public	39600	78,19,416
12	JAYESH MANHARLAL GANDHI	Public	37200	73,45,512
13	WICHITA ENTERPRISES PRIVATE LIMITED	Public	37200	73,45,512

14	Harshil Kothari	Public	34800	68,71,608
15	Bhagwan Singh	Public	34800	68,71,608
16	TGISME Fund	Public	25200	49,75,992
17	Shrigauri Buildtech	Public	25200	49,75,992
18	Niten Agarwal	Public	25200	49,75,992
19	Rama Shankar Agarwal HUF	Public	22800	45,02,088
20	MITESH CHANDRAKANT SHETH	Public	19200	37,91,232
21	Amar Amarbahadur Maurya	Public	16800	33,17,328
22	Samedh Trinity Partners	Public	16800	33,17,328
23	Panna Gunchandra Mehta	Public	16800	33,17,328
24	Dhruvesh Sanghvi	Public	14400	28,43,424
25	Yamaan Hamidi	Public	14400	28,43,424
26	Sandeep garg	Public	13200	26,06,472
27	EVERLON SYNTHETICS LIMITED	Public	12000	23,69,520
28	Pradeep Kumar Mimani	Public	12000	23,69,520
29	Rita Rajendra Shah	Public	12000	23,69,520
30	Anupam Agarwal	Public	12000	23,69,520
31	Reshma Manish Kukreja	Public	12000	23,69,520
32	Manish Omprakash Kukreja	Public	12000	23,69,520
33	Mitul Mehta	Public	12000	23,69,520
34	Sun Financial Consultants Pvt. Ltd	Public	13200	26,06,472
35	Dhara Gandhi	Public	9600	18,95,616
36	Niyati Sanghvi	Public	9600	18,95,616
37	Rakesh Chandra NRO	Public	9600	18,95,616
38	Vipul Ashok Sanghavi	Public	9600	18,95,616
39	Incipience Dealers LLP	Public	9600	18,95,616
40	Mrs. BHAVINI HEMANG SHAH	Public	7200	14,21,712

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as July 19, 2024 being the weekday 30 days prior to the date of Annual General Meeting i.e. August 20, 2024.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank paripassu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of

allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

iv. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.

v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

vi. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Issue, open bank account in the name of the Company or otherwise, as may be necessary or expedient in connection with the Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

## **5. TO CHANGE IN REMUNERATION OF MR. ANTARYAMI NAYAK, MANAGING DIRECTOR OF THE COMPANY**

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on 2nd May, 2023 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Antaryami Nayak (DIN: 07232463), Managing Director, with effect from 01<sup>st</sup> September 2024 for the remaining period of his tenure ending on April, 2028.

RESOLVED FURTHER THAT the remuneration payable to Mr. Antaryami Nayak (DIN: 07232463), Managing Director with effect from 01<sup>st</sup> September 2024 shall be Rs. 1,25,000/- p.m. inclusive of all perquisite.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Antaryami Nayak as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his

appointment as Managing Director of the Company, as approved by the resolution passed at the General Meeting of the Company held on 2<sup>nd</sup> May, 2023 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or Company Secretary thereof be and hereby authorized to do all such acts, deeds and things to enter into such agreement(s), deed(s) of amendments or such document (s), as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate, in order to give effect to this resolution.

## 6. To Acquire the Target Companies

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to Section 179(3)(j) of the Companies Act, 2013 and Rules made thereunder and consent of the members of the Company is hereby accorded to acquire Interstellar Testing Centre Private Limited and Quality & Testing Infosolution Private Limited, the Board of Directors of the Company be and is hereby authorized to pursue the acquisition strategy by taking over a companies or acquiring a control or substantial stake in another companies as outlined in the Acquisition Strategy tabled at the meeting and initialled by the Chairperson for the purpose of identification.

Detail of target Company as required under Regulation 30 of the SEBI Listing Regulation and SEBI Circular No SEBI/HO/CFD/CFD-PoD-1/P /CIR/2023/123 dated July 13,2023 are as under:

a) Name of the target entity, details in brief such as size, turnover etc.	INTERSTELLAR TESTING CENTRE PRIVATE LIMITED ("ITCPL") <ul style="list-style-type: none"> <li>• Authorised capital: 5,60,000 equity shares of Rs.10 each aggregating to 56,00,000 /-</li> <li>• Paid up capital: 5,09,804 equity shares of Rs.10 each aggregating to Rs. 50,98,040/-</li> <li>• Turnover for the year ended March 31, 2024: Rs. 32,55,36,000/-</li> <li>• Net Profit for the year ended March 31, 2024: Rs. 15,213,000/-.</li> </ul> Note: Figures as on 31st March 2024 are based on provisional financial statement.
b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The company has common Directors i.e.: <ul style="list-style-type: none"> <li>• Mr. Antaryami Nayak, Managing Director of the company is also Director in ITCPL</li> <li>• Mr. Alok Kumar Agarwal, Director of the company is also Director in ITCPL</li> <li>• Mr. Kamal Grover, Whole time Director of the company is also a Director in ITCPL</li> </ul>
c) industry to which the entity being acquired belongs	The Company is engaged in the business of providing testing and assurance services in the fields of Drugs, Pharmaceuticals, Food, Chemicals, Cosmetics, Herbal, Microbiological, Environment, Building Materials, Mechanical, etc.
d) objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Investment is made for the purpose of Expansion of business and do sideward integration and to create synergies.
e) brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f) indicative time period for completion of the acquisition	By September 30th, 2024 subject to the approval of shareholders
g) nature of consideration - whether cash consideration or share swap and details of the same	Both (as following): <ul style="list-style-type: none"> <li>• Cash Consideration: At a 50% consideration in cash i.e. 254845 shares aggregating to value of Rs. 32,99,25,864/-; and</li> <li>• Share Swap: in the ratio of 6.56:1; Remaining 50% consideration in other than cash (Qualitek will issue 6.56 shares for every 1 shares of ITCPL as per Share swap agreement). Accordingly, company will issue 1671598 shares against the remaining 254959 shares of ITCPL.</li> </ul>
i) percentage of shareholding/control acquired and /or number of shares acquired	100%
j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years	The Company is engaged in the business of providing testing and assurance services in the fields of Drugs, Pharmaceuticals, Food,

turnover, country in which the acquired entity has presence and any other significant information (in brief)	Chemicals, Cosmetics, Herbal, Microbiological, Environment, Building Materials, Mechanical, etc. Date of incorporation: 10/02/2016 Last three years' turnover: [Amount in Rs.] 2023-24: 32,55,36,000/- 2022-23: 29,42,89,591/- 2021-22: 27,74,62,009/- Country of presence: India
a) Name of the target entity, details in brief such as size, turnover etc.	QUALITY & TESTING INFOSOLUTION PRIVATE LIMITED ("Q&T") <ul style="list-style-type: none"> <li>• Authorised capital: 10,000 equity shares of Rs.10 each aggregating to 1,00,000 /-</li> <li>• Paid up capital: 10,000 equity shares of Rs.10 each aggregating to Rs. 1,00,000/-</li> <li>• Turnover for the year ended March 31, 2024: Rs. 41,28,733/-</li> <li>• Net Profit/Loss for the year ended March 31, 2024: Rs.( 73,80,492)/-</li> </ul> Note: Figures as on 31st March 2024 are based on provisional financial statement.
b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The company has no common Directors. However, the Promoter of the company are the common <ul style="list-style-type: none"> <li>• TIC Services Private Limited: Promoter of the company is also the Promoter of Q&amp;T</li> </ul>
c) industry to which the entity being acquired belongs	The Company is engaged in the business of business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions and also to offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications etc..
d) objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Investment is made for the purpose of Expansion of business of the company and aliening the commitment of Qualitek Shareholders.
e) brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f) indicative time period for completion of the acquisition	By September 30th, 2024 subject to the approval of shareholders
g) nature of consideration - whether cash consideration or share swap and details of the same	Consideration in Cash at INR 5,00,00,000/- (Rupees Five Crores only)
i) percentage of shareholding/control acquired and /or number of shares acquired	100%
j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The Company is engaged in the business of business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions and also to offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications etc.. Date of incorporation: 15/10/2020 Last three years' turnover: [Amount in Rs.] 2023-24: 41,28,733/- 2022-23: 7,38,970/- 2021-22: 4,61,644/- Country of presence: India

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary,

desirable or expedient to give effect to this resolution including calling for a general meeting of the members of the Company.”

#### **7. Approval for Related Party Transaction (Ordinary Resolution)**

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:*

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded to the Company to enter into an agreement for acquisition of 100% shares of Interstellar Testing Centre Private Limited and Quality & Testing Infosolution Private Limited (‘Related Parties’) on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and subscribed of the securities, filing of requisite documents with the Registrar of Companies, and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**By Order of the Board  
For Qualitek Labs Limited**

**Ashima Bhatnagar**  
**Company Secretary & Compliance Officer**  
**Membership No.25655**  
**Place: Delhi**  
**Date: 26 July 2024**  
**Registered Office: 73, National Park, Lajpat Nagar-IV, Lajpat Nagar (South Delhi), South Delhi, New Delhi, India, 110024**  
Email: [compnay.secretary@qualiteklab.com](mailto:compnay.secretary@qualiteklab.com)  
Website: [www.qualiteklab.com](http://www.qualiteklab.com)

## NOTES:

1. The relevant Explanatory Statement, pursuant to Section 102(1) of the Act, setting out the material facts concerning Ordinary / Special Business in respect of Item no. 3 to 7 is annexed hereto. The Board of Directors have considered to include Item no. 3 to 6 as Special Business in the AGM, as they are unavoidable in nature and placed for Member's approval at this AGM.
2. Pursuant to Section 152 of the Act, the Company has determined Mr. Alok Kumar Agarwal (DIN: 02713687), Non -Executive Director, as retiring by rotation, and being eligible, Mr. Alok Kumar Agrawal offers himself for re-appointment. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), are annexed to this Notice.
3. A member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote in the Meeting instead of himself / herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The instrument appointing the proxy, duly completed, must be deposited at the Company's corporate office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. All the statutory registers and documents referred in the Notice and Explanatory Statement will be available for inspection without any fee by the Members, at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from 14 August 2024 to 20 August 2024 (both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction / change in their name / address including pin code number immediately to the Registrar / Depository Participant. In the event of non-availability of Member's latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the Company.
11. Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).
13. As an austerity measure, copies of the Annual Report will not be distributed at the Annual general Meeting . members are requested to bring their copies to the meeting.
14. Mr. Naval Thakur & Associates, Practising Company Secretary (Membership No: 44392; COP No.: 25868) has been appointed as the Scrutinizer to scrutinize the voting process, in accordance with the law and in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast during the AGM in the presence of at least two witnesses, not in the employment of the Company and prepare for its submission, not later than 48 hours of conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
15. The results declared along with the Scrutinizer's Report shall be placed on the Company's notice board and its website at [www.qualiteklab.com](http://www.qualiteklab.com) within two (2) days of passing of the resolutions at the AGM of the Company. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.



16. All documents referred to in the Notice will be available for inspection at the Company's corporate office during 11:00 am to 1:00 pm during normal business working days up to the date of the AGM.
17. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
18. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> August 2024.
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through electronic means and holding shares as on the cut-off date i.e. 13<sup>th</sup> August, 2024 may send a request at [company.secretary@qualiteklab.com](mailto:company.secretary@qualiteklab.com) for Annual Report for F.Y. 2023-24.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
21. The facility for voting through postal ballot will be made available to the Annual General meeting and the members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their voting rights at AGM through Postal Ballot. The instructions for E- voting are:

In case members receiving the e-mail:

- a. Login to the evoting website [www. Evotingindia.com](http://www.Evotingindia.com)
  - b. Click on "Shareholders" tab
  - c. Select the "Company Name" from the drop down menu and click on Submit.
  - d. Enter your user ID
    - For CDSL – 16 Digit Beneficiary ID
    - For NSDL- 8 character of DPID followed by 8 digit client ID
  - e. Enter the image verification and click login
  - f. For first time users
    - Enter your PAN Number
    - Enter DOB
    - Dividend bank details
  - g. After entering details click on submit
  - h. Click on EVSN for Qualitek Labs Limited on which you choose to vote
  - i. On voting page you see "RESOLUTION DESCRIPTION" and "YES/NO" for voting. Select the option. Yes means your assent for the resolution and No means your dissent for the resolution.
  - j. Click on "RESOLUTION FILES" to see details
  - k. After selecting click on submit. A confirmation page will be displayed. Click "OK" else change your vote.
  - l. Once you Confirm you are not able to modify your vote.
  - m. You can take print out of the vote cast.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out in detail all material facts relating to item of Business as mentioned in accompanying Notice convening the AGM of the Company:

### **Item No. 3: Increase the Authorized Share Capital and Consequent Alteration in Memorandum of Association of the Company**

Presently, the Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each. In order to create sufficient headroom for the issuance of equity shares on preferential basis as proposed in the Item No. 4 of this Notice, the authorized share capital of the Company needs to be increased and consequently altered and consequent changes are required to be made in the Capital Clause of the Memorandum of Association of the Company.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the members of the Company by way of a Special Resolution.

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

### **Item No. 4: Raising of Funds by The Company Through offer, issue and allot Equity Shares on a Preferential Basis**

The Board of Directors of the Company at their meeting held on Friday, July 26, 2024 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended from time to time and on terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations are as under:

#### **i. The objects of the preferential issue:**

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- a) To acquire Interstellar Testing Centre Private Limited
- b) To meet increased working capital requirements, lab utilization, business growth and future expansion plans.
- c) General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

#### **ii. The total number of shares or other securities to be issued:**

The Board, pursuant to its resolution dated Friday, July 26, 2024, has approved the proposed issue on preferential basis of up to 26,07,600 (Twenty Six Lakh Seven Thousand Six Hundred) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee One Only) each at a price of Rs. 197.46/- per Equity Share (including a premium of Rs. 187.46/-) per share, aggregating to Rs. 51,48,96,696/- (Rupees fifty one crore forty eight ninety six thousand six hundred ninety six Rupees only),

#### **iii. The price or price band at which the allotment is proposed:**

The issue price is Rs 197.46/- per Equity Share having face value of Rs. 10/-each, at a premium of Rs. 187.46/- per Equity Share.

#### **v. Basis on which the price has been arrived at:**

a. The equity shares of Company are listed on SME Platform of BSE Limited i.e. BSE SME (Stock Exchange) and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, trading volume of the Equity

Shares on the BSE SME, during the preceding 90 trading days prior to the Relevant Date has been considered to determine the issue price.

b. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

(i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

or

(ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

**vi. The relevant date on the basis of which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Equity Shares is Friday, July 19, 2024 being the 30 days prior to the date of Annual General Meeting i.e. Tuesday, 20 August, 2023.

**vii. The List of persons who intend to subscribe to the Equity Shares under Preferential issue**

S.No.	Name of proposed Allottees	Category	No. of shares issued	Total Consideration (Rs.)
1	Ashish Rameshchandra Kacholia	Public	506400	9,99,93,744
2	Himalaya Finance & Investment Co	Public	506400	9,99,93,744
3	SGI Developers LLP	Public	354000	6,99,00,840
4	Brick Eagle Group Pvt. Ltd	Public	274800	5,42,62,008
5	Capri global holdings private limited	Public	100800	1,99,03,968
6	Vipin Kumar Vindal	Public	75600	1,49,27,976
7	GA Family Trust	Public	75600	1,49,27,976
8	SA Family Trust	Public	75600	1,49,27,976
9	Meenaxi Dilip Kothari	Public	50400	99,51,984
10	Umang Enclave Pvt. Ltd	Public	42000	82,93,320
11	Harsimrit Kaur	Public	39600	78,19,416
12	JAYESH MANHARLAL GANDHI	Public	37200	73,45,512
13	WICHITA ENTERPRISES PRIVATE LIMITED	Public	37200	73,45,512
14	Harshil Kothari	Public	34800	68,71,608
15	Bhagwan Singh	Public	34800	68,71,608
16	TGISME Fund	Public	25200	49,75,992
17	Shrigauri Buildtech	Public	25200	49,75,992
18	Niten Agarwal	Public	25200	49,75,992
19	Rama Shankar Agarwal HUF	Public	22800	45,02,088
20	MITESH CHANDRAKANT SHETH	Public	19200	37,91,232
21	Amar Amarbahadur Maurya	Public	16800	33,17,328
22	Samedh Trinity Partners	Public	16800	33,17,328
23	Panna Gunchandra Mehta	Public	16800	33,17,328
24	Dhruvesh Sanghvi	Public	14400	28,43,424

25	Yamaan Hamidi	Public	14400	28,43,424
26	Sandeep garg	Public	13200	26,06,472
27	EVERLON SYNTHETICS LIMITED	Public	12000	23,69,520
28	Pradeep Kumar Mimani	Public	12000	23,69,520
29	Rita Rajendra Shah	Public	12000	23,69,520
30	Anupam Agarwal	Public	12000	23,69,520
31	Reshma Manish Kukreja	Public	12000	23,69,520
32	Manish Omprakash Kukreja	Public	12000	23,69,520
33	Mitul Mehta	Public	12000	23,69,520
34	Sun Financial Consultants Pvt. Ltd	Public	13200	26,06,472
35	Dhara Gandhi	Public	9600	18,95,616
36	Niyati Sanghvi	Public	9600	18,95,616
37	Rakesh Chandra NRO	Public	9600	18,95,616
38	Vipul Ashok Sanghavi	Public	9600	18,95,616
39	Incipience Dealers LLP	Public	9600	18,95,616
40	Mrs. BHAVINI HEMANG SHAH	Public	7200	14,21,712

**ix. The proposed time within which the allotment shall be completed:**

Under Regulation 170 of the SEBI (ICDR) Regulations, allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**X. The percentage (%) of Post Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Issue:**

S.No.	Name of proposed Allottees	No. of shares issued	% of holding Post issue
1	Ashish Rameshchandra Kacholia	506400	5.07
2	Himalaya Finance & Investment Co	506400	5.07
3	SGI Developers LLP	354000	3.54
4	Brick Eagle Group Pvt. Ltd	274800	2.7
5	Capri global holdings private limited	100800	1.01
6	Vipin Kumar Vindal	75600	0.75
7	GA Family Trust	75600	0.75
8	SA Family Trust	75600	0.75
9	Meenaxi Dilip Kothari	50400	0.50
10	Umang Enclave Pvt. Ltd	42000	0.42
11	Harsimrit Kaur	39600	0.39
12	JAYESH MANHARLAL GANDHI	37200	0.37

13	WICHITA ENTERPRISES PRIVATE LIMITED	37200	0.37
14	Harshil Kothari	34800	0.34
15	Bhagwan Singh	34800	0.34
16	TGISME Fund	25200	0.25
17	Shrigauri Buildtech	25200	0.25
18	Niten Agarwal	25200	0.25
19	Rama Shankar Agarwal HUF	22800	0.22
20	MITESH CHANDRAKANT SHETH	19200	0.19
21	Amar Amarbahadur Maurya	16800	0.16
22	Samedh Trinity Partners	16800	0.16
23	Panna Gunchandra Mehta	16800	0.16
24	Dhruvesh Sanghvi	14400	0.14
25	Yamaan Hamidi	14400	0.14
26	Sandeep garg	13200	0.13
27	EVERLON SYNTHETICS LIMITED	12000	0.12
28	Pradeep Kumar Mimani	12000	0.12
29	Rita Rajendra Shah	12000	0.12
30	Anupam Agarwal	12000	0.12
31	Reshma Manish Kukreja	12000	0.12
32	Manish Omprakash Kukreja	12000	0.12
33	Mitul Mehta	12000	0.12
34	Sun Financial Consultants Pvt. Ltd	13200	0.13
35	Dhara Gandhi	9600	0.09
36	Niyati Sanghvi	9600	0.09
37	Rakesh Chandra NRO	9600	0.09
38	Vipul Ashok Sanghavi	9600	0.09
39	Incipience Dealers LLP	9600	0.09
40	Mrs. BHAVINI HEMANG SHAH	7200	0.07

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares of the Company.

**xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any other issue or allotment of securities on preferential basis during the year.

**xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the proposed allotment is to be made for cash, the said provision will not be applicable.

**xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

Sr. No.	Category	Pre Issue as on 19 <sup>th</sup> July 2024		Post issue	
		Total No. of Shares	% of Total No. of Shares	Total No. of Shares	% of Total No. of Shares
<b>A.</b>	<b>Promoter Holding</b>				
	<b>Indian</b>				
	Individual/ Hindu Undivided Family	4	0.01	4	<b>0.01</b>
	Bodies Corporate	54,07,494	73.35	54,07,494	<b>54.18</b>
	<b>Sub total (A)</b>	<b>54,07,498</b>	<b>73.35</b>	<b>54,07,498</b>	<b>54.18</b>
<b>B.</b>	<b>Public Shareholding</b>				
<b>1.</b>	Institutional Investors				
<b>2.</b>	Non Institution				
	Trust				
	Private Corporate Bodies	2,62,800	35.64	2,62,800	2.63
	Directors and Relatives				
	Indian public	15,25,202	20.68	4132802	41.41
	Other (including NRIs)	1,76,400	2.39	176400	1.76
	<b>Sub Total (B)</b>	<b>19,64,402</b>	<b>26.64</b>	<b>4572002</b>	<b>45.82</b>
<b>C.</b>	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub Total (C)	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>73,71,900</b>	<b>100</b>	<b>9979500</b>	<b>100</b>

**xiv. Lock-In Period:**

The Equity shares to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

**xv. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time

stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**xvi. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower**

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**xvii. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank paripassu with the existing equity shares of the Company in all respects, including dividend.

**xviii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

None of the Promoter or Promoter Group has subscribe the allotment.

**xix. Valuation report from a Registered valuer:**

Pawan Kumar Agarwal, bearing the registration IBBI/RV/03/2023/15263 with SEBI, has issued the valuation report for the issue.

**xx. Practicing Company Secretary's Certificate:**

Practicing Company Secretary of the Company, M/s. Naval thakur & Associates have issued a certificate dated July 26, 2024 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

**xxi. Principal terms of assets charged as securities:**

Not applicable

**xxii. Other Disclosures/Undertaking:**

- a. The Company is eligible to make the Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- c. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**Item No. 5: Change in Remuneration of Mr. Antaryami Nayak Managing Director of the Company**

Mr. Antaryami Nayak is a well-qualified person with a wide and varied experience in the industry. Mr. Nayak has professional approach with great business acumen. because to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 26 July, 2024. Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, unanimously recommended the increase in the remuneration of Mr. Antaryami Nayak, Managing Director of the Company from Rs. 75,000/- per month to Rs. 1,25,000/- per month, for the remaining tenure of his appointment i.e. w.e.f. 1 September, 2024.

**Item No6. To Acquire the Target Companies**

The members were informed that the Board has proposed to acquire/control a Companies "Interstellar Testing Centre Private Limited (ITC) and Quality and Testing Private limited "taking over the substantial stake in that Company. The Purpose to acquire both the Companies is Expansion of Qualitek Labs Limited.

**Item No. 7:**

The members are apprised that as per the expansion plan of Qualitek Labs Limited it is proposed to acquired 100% shares of Interstellar Testing Centre Private Limited. It is important to note that the Interstellar Testing Centre Private Limited is in the business of testing of various Food Stuff, Agricultural products etc.

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules,2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules.

The Board of Directors also noted that the above transactions are other than in the Ordinary course of business and on an arm's length basis. Further, Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through a resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Name of Related Party	Interstellar Testing Centre Private Limited	Quality and Testing Private Limited
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Name of Director / Personnel	Alok Kumar Agarwal and Antaryami Nayak	Mayank Singhal and Sabina Bansal
Nature of Relation	Related Party	Related Party
Nature, Monetary Value and particulars of Contract	66,00,00,000/-	5,00,00,000
Any other information relevant or important for the members to take a decision on the proposed resolution	All-important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.	All-important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.7.

Except Alok Kumar Agarwal and Antaryami Nayak, None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations



# QUALITEK LABS LIMITED

Office : 73, National Park, Lajpat Nagar-IV, Lajpat Nagar (South Delhi), South Delhi, New Delhi, Delhi, India, 110024

\*U74999DL2018PLC334105 Email: [company.secretary@qualiteklab.com](mailto:company.secretary@qualiteklab.com) Website:www.qualiteklab.com

## PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014] Annual General Meeting – 20<sup>th</sup> August 2024

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

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

- 1) Name..... Address.....  
Email Id : .....Signature ....., or failing him;
- 2) Name..... Address.....  
Email Id : .....Signature ....., or failing him;
- 3) Name..... Address.....  
Email Id : .....Signature ....., or failing him;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Tuesday, 20th August 2024 AT 11:00 A.M. IST (Indian Standard Time) at Neeti Bagh Club, August Kranti Marg, Block C, Neeti Bagh, New Delhi – 110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Standalone Financial Statements of the year ended 31<sup>st</sup> March 2024.
2. Issue Of Securities on a Preferential Basis to The Promoter Group Of The Company and Non promoter Group

Signed this ..... day of.....2024

Signature of shareholder.....Signature of Proxy holder(s) .....

*Note: 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.*

Affix Revenue  
Stamp

*\*Application for Change in CIN has been already filed with Registrar of Companies, Delhi*

# QUALITEK LABS LIMITED

Office : 73, National Park, Lajpat Nagar-IV, Lajpat Nagar (South Delhi), South Delhi, New Delhi, Delhi, India, 110024

\* U74999DL2018PLC334105 Email: [company.secretary@qualiteklab.com](mailto:company.secretary@qualiteklab.com) Website: [www.qualiteklab.com](http://www.qualiteklab.com)

## ATTENDANCE SLIP

Annual General Meeting – 20th August, 2024

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the Company at 11:00 A.M. IST (Indian Standard Time) at Neeti Bagh Club, August Kranti Marg, Block C, Neeti Bagh, New Delhi – 110049 on Tuesday, 20th August, 2024.

\_\_\_\_\_

Member's /Proxy name in Block Letters

\_\_\_\_\_

Member's/ Proxy's Signature

Please fill in this attendance slip and hand it over at the Entrance of the Meeting Hall. Kindly also note that no gifts, conveyance etc. will be given at the Meeting.

Note : As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided facility to the members to exercise their votes electronically through the electronic voting, service facility arranged by Depository due to its non-applicability. Voting through ballot/polling paper will only be made available at the AGM.

*\*Application for Change in CIN has been already filed with Registrar of Companies, Delhi*

