

ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
The Members of Quicktouch Technologies Limited

This is in reference to the Notice of Extra-Ordinary General Meeting dated November 16, 2023 scheduled to be held on Friday, December 15, 2023 at 01:00 P.M through Video Conferencing/Other Audio-Visual Means, for seeking approval for matters contained in the said notice. The said notice has been duly dispatched to the shareholders of the Company as per the applicable laws.

This addendum is being issued to the EGM Notice ("Addendum") to the shareholders of the company in respect of the following item of business is added in the aforesaid Notice as Item No. 5.

This Addendum to the Notice of EGM shall form an integral part of the said Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the Notice of EGM shall always be read in conjunction with this Addendum. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the Notice of EGM shall remain unchanged.

This addendum is being uploaded on the website of the Company at Company's website www.quicktouch.co.in and on the website of the Stock Exchanges i.e. NSE, where the shares of the Company are listed.

SPECIAL BUSINESS:

ITEM No. 5 To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (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 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. 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and



guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

by order of the board of
Quicktouch Technologies Limited

Digitally signed by KAJAL
GOEL
Date: 2023.12.11 17:50:20
+05'30'

Kajal Goel
Company Secretary
M.No.: 66838

Date: December 11, 2023
Place: Delhi

Explanatory Statement

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company as Special Resolution.

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Quicktouch Technologies Limited will be held on Friday, December 15, 2023 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following Special Businesses:

1. PREFERENTIAL ALLOTMENT OF UPTO 1,10,00,000 (ONE CRORE AND TEN LAKHS ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER/ PROMOTER GROUP AND NON-PROMOTER CATEGORY.

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, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 1,10,00,000 (One Crore and Ten Lakhs only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs 10/- (RupeesTenOnly) each per Warrant, to persons belonging to 'Promoter/ Promoter Group and Non-Promoter, Public Category', at an issue price of Rs. 196.17/- (Rupees One Ninety Six and Seventeen Paise Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 215,78,70,000 (Rupees Two Hundred Fifteen Crores Seventy Eight Lakhs Seventy Thousand Only), on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees"):

Sl. No.	Name of the Proposed Allottees	Maximum No. of warrants to be allotted
A. Promoters/Promoter Group :		
1	Ram Gopal Jindal	10,00,000
2	Madhu	10,00,000
3	Gaurav Jindal	10,00,000
Total (A)		30,00,000
B. Non- Promoters, Public		
1	Aryadeep Tie Up Private Limited	4,50,000
2	Kiwi Dealcom Private Limited	4,50,000
3	Ayodhya Vincom Private Limited	4,50,000
4	Pearl Dealers Private Limited	4,50,000
5	AG Dynamic Funds Limited	8,00,000
6	Forbes EMF	8,00,000
7	Minerva Ventures Fund	8,00,000
8	Nextpack Ltd	8,00,000
9	Gaurav Agarwal HUF	10,00,000
10	Pooja Agarwal	10,00,000
11	Sandeep Dhanuka	10,00,000
Total (B)		80,00,000
Total (A+B)		1,10,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is November 15, 2023 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on December 15, 2023)

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

- e) Warrants, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares."

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. DIVYA KWATRA (DIN: 08084104) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161(1) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their meeting held on October 27, 2023, the consent of the Members be and is hereby accorded to appoint Ms. Divya Kwatra (DIN: 08084104) Director and also as an Non-Executive Independent Director, on the Board of the Company w.e.f. October 27, 2023 to hold office for a term of five (05) consecutive years upto October 26, 2028 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby authorized to sign and file, digitally or otherwise, necessary communication, e-form(s) as may be prescribed from time to time under the Companies Act, 2013 with the Registrar of Companies, and to get the statutory registers updated for the same and to do such acts, deeds, things and matters as may be necessary to implement the above resolution including intimation of said appointment to the stakeholders wherever required.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

3. TO GRANT EMPLOYEE STOCK OPTIONS EQUAL TO OR MORE THAN 1% OF THE ISSUED CAPITAL OF THE COMPANY TO THE IDENTIFIED EMPLOYEES UNDER QT- EMPLOYEE STOCK OPTION PLAN 2023 ("ESOP 2023" / "PLAN").

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the EBI Share Based Employee Benefits and Sweat Equity Regulations 2021 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment, modification(s) or re-enactment of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution), to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options ("Options") during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, subject to approval of shareholders via Special resolution for such identified employees before Grant of such options. At present no identified employee in this category.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

4. MODIFICATION OF 'QT - EMPLOYEES STOCK OPTION PLAN 2023' ("ESOP 2023" / "PLAN")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the EBI Share Based Employee Benefits and Sweat Equity Regulations 2021 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment, modification(s) or re-enactment of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this

resolution), to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options ("Options") during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, subject to approval of shareholders via Special resolution for such identified employees before Grant of such options. At present no identified employee in this category.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

by order of the board of
Quicktouch Technologies Limited

KAJAL GOEL Digitally signed by KAJAL GOEL
Date: 2023.11.21 16:33:06
+05'30'

Kajal Goel
Company Secretary
M.No.: 66838

Date: November 16, 2023
Place: Delhi

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022, September 25, 2023 and other general circular as applicable (collectively referred to as "MCA Circulars"), permitted convening the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 1 and 2 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the Notice.
7. The Company has appointed Ms. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and voting at the Extra-ordinary General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.quicktouch.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively.

The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

9. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Dispatch of EGM Notice through Electronic Mode:
In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company's website www.quicktouch.co.in, websites of the Stock Exchange, that is, National Stock Exchange of India Limited at www.nseindia.com, respectively, CDSL i.e. www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited ("Skyline") at www.skylinerta.com.
12. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csanumalhotra0403@gmail.com with a copy marked to investors@quicktouch.co.in However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
14. The e-voting period commences on Tuesday, December 12, 2023 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Thursday, December 14, 2023. During this period, Members holding shares in dematerialized form, as on Thursday, December 07, 2023; i.e., cut-off date, may cast their vote electronically.
15. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, 8th December, 2023 to email id investors@quicktouch.co.in The same will be replied by the Company suitably.
16. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company investors@quicktouch.co.in
17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and

make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

19. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.quicktouch.co.in under the section "Investors" and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physicalmode and non-individual shareholders in demat mode.
- (i) The voting period begins on Tuesday, December 12, 2023 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Thursday, December 14, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, December 07, 2023may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company,

OR Date of Birth (DOB)	please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Quicktouch Technologies Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@quicktouch.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@quicktouch.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 investors@quicktouch.co.in/ info@skylinerta.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1:

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 1,10,00,000 (one Crore and Ten Lakhs only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Promoter / Promoter Group' and 'Non-Promoter, Public Category', on preferential basis, at an issue price of Rs. 196.17/- (Rupees One Ninety-Six and Seventeen Paise Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to 215,78,70,000 (Rupees Two Hundred Fifteen Crores Eighty Seven Lakhs Only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter/Promoter Group' and 'Non-Promoter, Public Category' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on November 16, 2023.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on November 16, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 1,10,00,000 (One Crore and Ten Lakh only) Fully Convertible Warrants at an issue price of Rs. 196.17/- (Rupees One Ninety-Six and Seventeen Paise Only) for an aggregate amount of up to 215,78,70,000 (Rupees Two Hundred Fifteen Crores Eighty-Seven Lakhs Only) for cash, by way of a preferential issue to the persons belonging to 'Promoter / Promoter Group' and 'Non-Promoter, Public Category'.

II. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. Working Capital requirement;
2. Strategic investments, acquisitions and inorganic growth
3. General Corporate Purposes;
4. Issue Related Expenses;

(collectively, referred to hereinafter as the "**Objects**")

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

S. No.	Particulars	Total estimated amount to be utilized (₹ in Crores)*	Tentative timeline for utilization of funds
1.	Working Capital requirement	15.00	December, 2025
2.	Financing of Business Opportunities, Strategic investments, Acquisitions etc.	150.00	December, 2025
3.	General Corporate Purposes	50.28	December, 2025
4.	Issue Related Expenses	0.50	December, 2025
Total		215.78	

*considering 100% conversion of Warrants into Equity Shares within the stipulated time.

in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by December, 2025.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

Monitoring of Utilization of Funds

Since the proceeds from the Issue are more than ₹100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 a SEBI registered external credit rating agency shall be appointed as Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

III. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is November 15, 2023 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on December 15, 2023)

IV. Basis on which the price has been arrived at and justification for the price (including premium, if any);

The Equity Shares of the Company are listed on SME Platform of National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. Also, the allotment to the proposed allottees belonging to "Promoter/ Promoter Group and Non-Promoter, Public Category" would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with the Regulation 166A of the SEBI (ICDR) Regulations, 2015 as the preferential issue to the proposed allottees is more than 5% of the post issue fully diluted share capital of the Company, the minimum issue price per warrant is higher of the price determined through following methods was considered:

a) The Equity Shares of the Company are listed on NSE and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 196.17/- each.

b) The price determined through Valuation report of Mr. Manish Manwani, Registered valuer (IBBI/RV/03/2021/14113) i.e., Rs. 196.17/- per warrant. The said report is available on the website of the Company at www.quicktouch.co.in

c) Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis

After considering the above, management of the company decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 196.17/- (Rupees One Ninety-Six and Seventeen Paise Only) each.

V. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to 215,78,70,000 (Rupees Two Hundred Fifteen Crores Seventy-Eight Lakhs Seventy Thousand Only)

VI. Name and address of valuer who performed valuation;

Mr. Manish Manwani, Unit No. 125, Tower B-3, Spazeltch Park, Sohna Road, Sector-49, Gurugram, Haryana-122018, Registered valuer (IBBI/RV/03/2021/14113)

VII. Principal terms of Assets charged as securities: Not Applicable

VIII. Material terms of raising such securities

The same has been disclosed in the respective resolution.

IX. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

X. Valuation for consideration other than cash: Not Applicable

XI. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Promoter/ Promoter Group of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S.No.	Proposed Allottees	Category	No of Warrants
1	Ram Gopal Jindal	Promoter Group	10,00,000
2.	Madhu	Promoter	10,00,000
3.	Gaurav Jindal	Promoter	10,00,000

Except these warrants, promoters are not subscribing any other securities in the proposed issue. All other proposed allottees belongs to Non-Promoter and Public Category.

XII. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

XIII. The Shareholding Pattern of the issuer before and after the preferential issue

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	% *
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	38,00,000	65.74	30,00,000	68,00,000	40.52
b) Body Corporates	-	0.00	-	-	0.00
c) Any Other (specify)	-	0.00	-	-	0.00
Sub Total (A) (1)	38,00,000	65.74	30,00,000	68,00,000	40.52
2) Foreign Promoters	-	0.00	-	-	0.00
Total Promoter Shareholding A=A1 +A2	38,00,000	65.74	30,00,000	68,00,000	40.52
B) Public Shareholding					
B1) Institutional Investors	-	0.00	32,00,000	32,00,000	19.07
B2) Central Govt./Stat Govt./POI	-	0.00	-	-	0.00

B3 Others					
a) Individuals	16,46,000	28.48	20,00,000	36,46,000	21.73
b) Body Corporate	76,000	1.31	18,00,000	18,76,000	11.18
c) Others (Including NRI, Clearing Members, HUF, LLP)	2,58,000	4.46	10,00,000	12,58,000	7.50
Total Public Shareholding B=B1+B2+ B3	19,80,000	34.25	80,00,000	99,80,000	59.48
C) Non-Promoter - Non-Public	-	0.00	-	-	0.00
Grand Total (A+B+C)	57,80,000	100.00	1,10,00,000	1,67,80,000	100.00

*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 16,78,00,000/- (Rupees Sixteen Crores and Seventy Eights Lacs Only) divided into 1,67,80,000 (One Crore and Sixty Seven Lacs and Eighty Thousand Only) Equity Shares of Rs. 10/- (Rupee One Only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest shareholding pattern quarter ended September 30, 2023
- (2) Post shareholding structure may change depending upon any other corporate action in between.

XIV. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. December 15, 2023 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

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

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

XVI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the proposed allottee	Category	Type of securities	Name of Ultimate Beneficial Owner
1	Ram Gopal Jindal	Promoter Group	Warrants	Not Applicable* CIN: IN00DL2013PLC329536
2	Madhu	Promoter	Warrants	Not Applicable*
3	Gaurav Jindal	Promoter	Warrants	Not Applicable*
4	Aryadeep Tie Up Private Limited	Non Promoter-Public	Warrants	Ajoy Saha
5	Kiwi Dealcom Private Limited	Non Promoter-Public	Warrants	Gopal Dey
6	Ayodhya Vincom Private Limited	Non Promoter-Public	Warrants	Avijit Mallick
7	Pearl Dealers Private Limited	Non Promoter-Public	Warrants	Suraj Rajak
8	AG Dynamic Funds Limited	Non Promoter-Public	Warrants	Mr. Paul Boskma
9	Forbes EMF	Non Promoter-Public	Warrants	Miss Li Hoy Choo Li Kim For
10	Minerva Ventures Fund	Non Promoter-Public	Warrants	Mr. Nitin Kakaria
11	Nextpack Limited	Non Promoter-Public	Warrants	Mr. Milko Sinkok Mr. Saleem Azib Habib Al Balushi
12	Gaurav Agarwal HUF	Non Promoter-Public	Warrants	Gaurav Agarwal
13	Pooja Agarwal	Non Promoter-Public	Warrants	Not Applicable*
14	Sandeep Dhanuka	Non Promoter-Public	Warrants	Not Applicable*

*Being allottee a natural Person

XVII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Name	Pre-Issue Shareholding Structure		No. of Warrants to be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	%*
Ram Gopal Jindal	17,10,000	29.58	10,00,000	27,10,000	16.15
Madhu	7,98,000	13.81	10,00,000	17,98,000	10.72
Gaurav Jindal	7,60,000	13.15	10,00,000	17,60,000	10.49
Aryadeep Tie Up Private Limited	Nil	Nil	4,50,000	4,50,000	2.68
Kiwi Dealcom Private Limited	Nil	Nil	4,50,000	4,50,000	2.68
Ayodhya Vincom Private Limited	Nil	Nil	4,50,000	4,50,000	2.68
Pearl Dealers Private Limited	Nil	Nil	4,50,000	4,50,000	2.68
AG Dynamic Funds Limited	Nil	Nil	8,00,000	8,00,000	4.77
Forbes EMF	Nil	Nil	8,00,000	8,00,000	4.77

Minerva Ventures Fund	Nil	Nil	8,00,000	8,00,000	4.77
Nextpack Limited	Nil	Nil	8,00,000	8,00,000	4.77
Gaurav Agarwal HUF	40,000	0.69	10,00,000	10,40,000	6.20
Pooja Agarwal	20,000	0.35	10,00,000	10,20,000	6.08
Sandeep Dhanuka	Nil	Nil	10,00,000	10,00,000	5.96

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 16,78,00,000/- (Rupees Sixteen Crores and Seventy Eight Lacs Only) divided into 1,67,80,000 (One Crore and Sixty Seven Lacs and Eighty Thousand Only) Equity Shares of Rs. 10/- (Rupee One Only) each.*

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

XVIII. Lock-in Period:

- The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIX. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

XXI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of the Allottees	Current Status	Post Status
Ram Gopal Jindal	Promoter Group	Promoter Group

Madhu	Promoter	Promoter
Gaurav Jindal	Promoter	Promoter
Aryadeep Tie Up Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Kiwi Dealcom Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Ayodhya Vincom Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Pearl Dealers Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
AG Dynamic Funds Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Forbes EMF	Non-Promoter, Public Category	Non-Promoter, Public Category
Minerva Ventures Fund	Non-Promoter, Public Category	Non-Promoter, Public Category
Nextpack Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Gaurav Agarwal HUF	Non-Promoter, Public Category	Non-Promoter, Public Category
Pooja Agarwal	Non-Promoter, Public Category	Non-Promoter, Public Category
Sandeep Dhanuka	Non-Promoter, Public Category	Non-Promoter, Public Category

XXII. Practicing Company Secretary's Certificate:

The certificate from Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.quicktouch.co.in

XXIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No.:2:

The Board of Directors of the Company at its meeting held on October 27, 2023, appointed Ms. Divya Kwatra as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from October 27, 2023, subject to the approval of the Members of

the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Divya Kwatra as an Independent Director pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013.

The Company has received a declaration from Ms. Divya Kwatra confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received Ms. Divya Kwatra's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Divya Kwatra's fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Divya Kwatra's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from October 27, 2023.

Copy of letter of appointment of Ms. Divya Kwatra's setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Divya Kwatra's, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Ms. Divya Kwatra's, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3

Grant of Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under QT - Employee Stock Option Plan 2023.

At present no identified employee in this category where employee stock options ("Options") to be granted to any identified employee which is in excess of 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.

In future board may want to hire a leader with a record of strong entrepreneurial quality considering the 360 degree growth of Quicktouch. However, given the popularity of employee stockoptions in industry and company, we may have to pay a market based compensation for this position.

Such grant of Options in excess of 1% of this issued capital will be subject to approval of share holders via Special resolution for such identified employees before Grant of such options. This resolution is proposed with a view to allow board to identify member for this category subject to specific approval by special resolution for identified employees.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 3 of the notice.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2023.

Item No. 4

To modify the 'QT - Employees Stock Option Plan 2023' ("ESOP 2023"/ "Plan") to grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees.

The modification encompasses the proposal to grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the identified employees under the QT - Employee Stock Option Plan 2023 ("ESOP 2023" / "Plan").

This modification aims to align with the evolving business strategy, retain and incentivize key talent, and further the Company's growth objectives. It is intended to provide a suitable mechanism to attract, reward, and retain high-performing employees, thereby enhancing the overall value and competitiveness of the Company.

Such grant of Options in excess of 1% of this issued capital will be subject to approval of shareholders via Special resolution for such identified employees before Grant of such options. This resolution is proposed with a view to allow board to identify member for this category subject to specific approval by special resolution for identified employees.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. of the notice.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2023.

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Details of the Director seeking appointment at the General Meeting

Name of the Director	Ms. Divya Kwatra
Age	33 years
Qualifications	Company Secretary and a Commerce Graduate
Brief Profile of Director/ Experience	Mrs. Divya Kwatra, a seasoned professional, a member of the Institute of Company Secretaries of India (ICSI), she earned her qualification in December 2015. With over Five years of rich experience, Divya has demonstrated profound expertise in company secretarial practices and corporate governance. Her exceptional skills and deep understanding of regulatory compliance make her a valuable addition to our leadership team.
Nature of his Experience in specific functional areas	Corporate Governance and Business planning
Terms and conditions of appointment or reappointment / revision in remuneration	The terms of appointment will be same as decided by the Board at time of appointment.
Proposed remuneration	Sitting Fee
Last drawn remuneration	Nil
Date of First Appointment on Board	27.10.2023
Shareholding of Director	Nil
Disclosure of relationships with other directors, Manager and KMP of the Company	Not related to any managerial personnel's of the Company
Number of the Meetings of Board of Directors Attended	Not Applicable
Directorships of other listed entities	Mrs. Divya Kwatra is Independent Director in Standard capital Markets limited and
Chairmanships/Memberships of Committees of listed entities	She is member of the following Committees: Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee Risk Management Committee

by order of the board of
Quicktouch Technologies Limited

KAJAL GOEL
Digitally signed by KAJAL GOEL
Date: 2023.11.21 16:33:43 +05'30'
Kajal Goel
Company Secretary
M.No.: 66838

Date: November 16, 2023

Place: Delhi