

QUALITEK LABS LIMITED

CIN.U74999DL2018PLC334105

Regd. Office : 73, National Park, Lajpat Nagar IV, New Delhi – 110024

Telephone : 011-41729056/57

Email : info@qualiteklab.com, web : www.qualiteklab.com

Date: June 03, 2025

**The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai 400 001**

Scrip Code: QLL|544091

Subject: Intimation of Extraordinary General Meeting of Qualitek Labs Limited under Regulation 30 of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, This is to inform you that an **Extraordinary General Meeting ("EGM")** of the members of **Qualitek Labs Limited** is scheduled to be held on **Wednesday, June 25, 2025 at 11:30 A.M. (IST)** at **C-40, Near Nexa Showroom, Block C, Sector 57, Noida, Uttar Pradesh – 201301.**

The Notice convening the EGM, setting out the business to be transacted thereat, is enclosed herewith for your information and records. The same is also being sent to the eligible shareholders of the Company in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The **cut-off date** for determining the eligibility of members to vote through remote e-voting or at the meeting is **Wednesday, June 18, 2025.**

The Company has engaged the services of **Central Depository Services (India) Limited (CDSL)** for providing remote e-voting facility to its shareholders. The remote e-voting facility shall commence on **Sunday, June 22, 2025 at 9:00 A.M. (IST)** and shall end on **Tuesday, June 24, 2025 at 5:00 P.M. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically.

The above information is also available on the Company's website at:

<https://www.qualiteklab.com/compliances/>

You are requested to take the above on record.

Thanking you,

Yours faithfully,

**For Qualitek Labs Limited
Mayank Garg**

Company Secretary and Compliance Officer

Encl.: Notice of Extraordinary General Meeting

Corporate Office : C-40, Sector 57, Noida (U.P)201301

Email : company.secretary@qualiteklab.com

Telephone : 0120-4336939

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Qualitek Labs Limited ("the Company") will be held on Wednesday, June 25, 2025 at 11:30 A.M. ("IST") at C-40, Near Nexa Showroom, Block C, Sector 57, Noida, Uttar Pradesh, India - 201301, to transact the following business:

SPECIAL BUSINESS

Item No. 1

TO CONSIDER AND ISSUE OF EQUITY SHARES TO THE SHAREHOLDERS OF INTERSTELLAR TESTING CENTRE PRIVATE LIMITED BY VIRTUE OF SHARE SWAP

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 (3) (j) 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 continuation of the resolution passed in Annual General Meeting of the Company held on 20th August 2024, 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 approval of members of the Company be and is hereby accorded to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 16,72,531 (Sixteen Lakh Seventy-Two Thousand Five Hundred Thirty-One) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 310.89/- per Equity Share (including a premium of Rs. 300.89/-) per share, aggregating to Rs. 51,99,73,162/- (Rupees Fifty-One Crore Ninety-Nine Lakh Seventy-Three Thousand One Hundred Sixty-Two Only), to the shareholders of Interstellar Testing Centre Private Limited pursuant to swap of shares, as mentioned below on preferential basis for consideration other than cash and on such terms and conditions as the Board may, in its absolute discretion think fit:

S.No.	Name of the proposed Allottees	Category	Pre-holding	Pre-holding %	No. of shares issued in lieu of swapping	Post issue %
1	TIC Services Private Limited	Promoter	5407494	54.19%	1170881	56.46%
2	Sanjiv Khullar	Non Promoter	---	---	501650	4.30%

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:

- 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;

- b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu 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;
- c. 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;
- d. 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;
- e. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the proposed allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer through Private Placement Offer Letter cum application letter in Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

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 the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation: (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted for effecting any modifications, changes, variations, alterations, additions and/ or deletions to the Preferential Issue as may be required by any Applicable Regulatory Authorities; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of equity shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other Applicable Regulatory Authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Issue; (vii) issue and allotment of the Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing 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)/Chief Financial Officer/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."

Item No. 2

TO APPROVE GRANTING OF LOAN, OR PROVISION OF GUARANTEE OR SECURITY IN CONNECTION WITH ANY LOAN AVAILED BY THE COMPANY'S SUBSIDIARIES OR ANY OTHER PERSON, AS SPECIFIED UNDER SECTION 185 AND/OR SECTION 186 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185 and 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof

for the time being in force), and in supersession of all the earlier resolutions passed in this regard and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 100 Crores [Rupees One Hundred Crores Only] at any point in time, as the Board may in its absolute discretion deem beneficial and in the best interest of the Company, 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 this resolution is passed in continuation and reaffirmation of the earlier resolution passed by the Board of Directors of the Company at its meeting held on 11th February 2022 for the same purpose, and all actions taken or to be taken pursuant to such Board resolution(s) and the shareholders' approval passed at the meeting held on 7th March 2022 shall remain valid, binding and in full force and effect.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters, and things as may be deemed necessary, desirable or expedient, including execution of requisite documents and filings with the Registrar of Companies or any other authorities, to give effect to this resolution."

By Order of the Board
For **Qualitek Labs Limited**
Sd/-

Mayank Garg
Company Secretary & Compliance Officer

Date: - 29.05.2025

Place: - Noida

Registered Office:

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

Email: compnay.secretary@qualiteklab.com

Website: www.qualiteklab.com

Notes:

- 1. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed hereto and forms part of the Notice.
3. 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.
4. The instrument appointing the proxy, duly completed, must be deposited at the Corporate Office of the Company at C-40, Near Nexa Showroom, Block C, Sector 57, Noida, Uttar Pradesh, India – 201301, not less than 48 hours before the commencement of the meeting. A proxy form for the EGM is enclosed.
5. 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.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.qualiteklab.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. the Bombay stock Exchange at www.bseindia.com and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
8. Procedure for obtaining EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios: On account of threat posed by COVID-19 and in terms of the MCA Circulars and SEBI Circular, the Company has sent, Notice of EGM and remote e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - a. Those shareholders who have registered an incorrect email address /contact detail, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s Skyline financial services Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.
 - b. Shareholders who have not registered their e-mail address/ contact details and in consequence Notice of EGM and remote e-voting notice could not be serviced, may also temporarily get their email address / contact details by writing to Company's R&T Agent for sending the same.
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit

their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

- 10.** Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Act by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the R&T Agents of the Company.
- 11.** Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- 12.** 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 EGM hall.
- 13.** The instructions for shareholders for remote e-voting are as under: -

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, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-voting system will be provided by Central Depository Services Limited (CSDL). Members who have voted through remote e-Voting will be eligible to attend the EGM but will not be eligible to vote thereat.

- a) The remote e-voting period shall commence on **Sunday, 22nd June 2025 at 9:00 a.m. (IST)** and shall end on **Tuesday, 24th June 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, 18th June 2025**, may cast their vote electronically. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date. The e-voting module shall be disabled by CDSL thereafter.
- b) Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently
- c) A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
- d) Only those persons whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **cut-off date i.e., Wednesday, 18th June 2025**, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- e) The Board of Directors has appointed **CS Ronak Jhuthawat**, Company Secretary in Practice, of **M/s. Ronak Jhuthawat & Co.**, as the Scrutinizer to scrutinize the remote e-voting process and voting conducted at the EGM in a fair and transparent manner. After the conclusion of voting at the EGM, the Scrutinizer shall count the votes cast at the meeting and through remote e-voting and shall prepare a consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting or any other person authorized by him, who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.qualiteklab.com>, and on the website of CDSL www.evotingindia.com, and shall also be submitted to the Stock Exchange(s) where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The results of voting shall be declared on or before **Friday, 27th June 2025**.

- f) Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM, i.e., **Wednesday, 25th June 2025**. The detailed steps on the process and manner for remote e-voting are as follows:

The way to vote electronically on CDSL e-Voting system consists of "Two Steps":


Step 1: Access to CDSL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at - https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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/IdeasDirectReq.jsp 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 held with NSDL), Password/OTP and a Verification Code as shown on the

	<p>screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL 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 CDSL/NSDL 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022-23058738 or 022-23058542-43
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

The Company is providing e-voting facility to its Members through Central Depository Services (India) Limited (CDSL) to enable them to cast their votes electronically. Members may please follow the steps below to cast their vote:

- I. Visit the e-voting website of CDSL at <https://www.evotingindia.com> using a computer or mobile device.
- II. On the home page, click on “**Shareholder / Member**” under the login section.
- III. A new screen will open where you will be required to enter:
 - o Your **User ID** (i.e., your 16-digit Demat Account Number with CDSL),
 - o Your **Password** (if not registered, use the ‘Forgot Password’ or ‘Register’ options),

- And the **Verification Code** as displayed on the screen.
- IV. Alternatively, if you are registered with CDSL's **Easi / Easiest** facility, you can log in at <https://web.cdslindia.com/myeasi/home/login> using your existing credentials. After login, click on the **e-Voting** menu option and select the Company name to cast your vote.
- V. Follow the instructions as prompted to complete the voting process.
- VI. Your User ID Details are given below

Manner of Holding shares i.e. Demat (CDSL or NSDL) or Physical	Your User ID is:
a) Members who hold shares in demat account with CDSL.	<i>16 Digits Beneficiary ID.</i> For example, if your Beneficiary ID is 12***** then your user ID is 12*****
b) Members who hold shares in demat account with NSDL	<i>8 Character DP ID followed by 8 Digit Client ID</i> For example, if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
c) Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- VII. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting on the CDSL platform, you can use your existing password to log in and cast your vote.
 - b) If you are using the CDSL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the same, and the system will mandatorily prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' has been sent to your registered email ID. Look for an email from CDSL and open the attachment therein (a PDF file).
The password to open the PDF file is the last 8 digits of your CDSL Client ID or folio number in case of physical holdings.
The PDF file contains your User ID and your initial password.
 - ii. If your email ID is not registered, please refer to the process mentioned for shareholders whose email IDs are not registered.
- VIII. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot Password" available on www.evotingindia.com , applicable for both demat and physical shareholders.
 - b) You may also use the OTP (One Time Password) sent to your registered mobile/email ID to log in and cast your vote.

- c) If you are still unable to access your password, please send a request at helpdesk.evoting@cdslindia.com mentioning your **demat account number / folio number, PAN, name and registered address**.
- IX. After entering your password, tick on "I agree" to the Terms and Conditions by checking the respective box.
- X. Click on the "Login" button.
- XI. Upon successful login, you will be directed to the Home page of the CDSL e-Voting portal.

Step 2: Cast your vote electronically on CDSL e-Voting system

- i. After logging in as per Step 1, click on "**e-Voting**", and then click on "**Active Voting Cycles**".
- ii. A list of companies with active voting events (EVEN) will be visible.
- iii. Select the **EVEN** of "**Qualitek Labs Limited**".
- iv. You will be taken to the Voting page.
- v. Cast your vote by selecting the appropriate option i.e. "Assent" or "Dissent", verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and then "Confirm" when prompted.
- vi. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- vii. You can also print the confirmation by clicking on the "Print" option.
- viii. Once your vote is confirmed, it cannot be modified.

14. Process for those shareholders whose email IDs are not registered with the depositories:

- a. **For physical shareholders:** Please send **Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested), AADHAR (self-attested)** to company.secretary@qualiteklab.com .
- b. **For demat shareholders (CDSL):** Please send **16-digit Beneficiary ID, Name, client master or Consolidated Account Statement, PAN (self-attested), AADHAR (self-attested)** to company.secretary@qualiteklab.com.
- c. If you are an individual shareholder holding shares in demat mode, please refer to Step 1(A) for login.
- d. Alternatively, shareholders may also send a request to helpdesk.evoting@cdslindia.com along with the above documents for procuring user ID and password.

15. The instructions for Members for voting at the EGM:

- a. Shareholders who have voted through remote e-voting can attend the EGM and shall be counted for quorum. However, they cannot vote again at the EGM.
- b. Only those shareholders whose names appear in the register of members/beneficial owners as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the EGM.
- c. The Chairman will allow voting at the EGM through ballot paper for those members who are present but have not cast their votes via remote e-voting.

16. General Guidelines for Shareholders:

- a. Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy of Board Resolution/Authority Letter with attested specimen signatures of the authorized

signatories to the Scrutinizer at compliancerjac@gmail.com and also to helpdesk.evoting@cdslindia.com.

- b. It is strictly advised not to share your password with anyone and maintain its confidentiality. CDSL system disables login after five unsuccessful attempts. Use the "Forgot Password" option to reset if needed.
- c. For assistance, refer to FAQs and user manual at www.evotingindia.com, or call the CDSL toll-free helpline: 1800 22 55 33 or send a request at helpdesk.evoting@cdslindia.com.

By Order of the Board
For **Qualitek Labs Limited**
Sd/-

Mayank Garg
Company Secretary & Compliance Officer

Date: - 29.05.2025

Place: - Noida

Registered Office:

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

Email: compnay.secretary@qualiteklab.com

Website: www.qualiteklab.com

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to Items mentioned in the accompanying Notice.

Item No. 1

TO CONSIDER AND ISSUE OF EQUITY SHARES TO THE SHAREHOLDERS OF INTERSTELLAR TESTING CENTRE PRIVATE LIMITED BY VIRTUE OF SHARE SWAP

The Board of Directors of the Company at their meeting held on Thursday, May 29, 2025 have proposed to issue Equity Shares through Preferential Allotment to Shareholders of Interstellar Testing Centre Private Limited 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 meet increased working capital requirements, lab utilization, business growth and future expansion plans.
- b) 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 of Directors of the Company, pursuant to its resolution passed at the meeting held on Thursday, May 29, 2025, has approved the proposed issuance of up to 16,72,531 (Sixteen Lakh Seventy-Two Thousand Five Hundred Thirty-One) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 310.89/- per Equity Share (including a premium of Rs. 300.89/-) per share, aggregating to Rs. 51,99,73,162/- (Rupees Fifty-One Crore Ninety-Nine Lakh Seventy-Three Thousand One Hundred Sixty-Two Only), on a preferential basis. This resolution is passed in continuation and reaffirmation of the approval accorded by the shareholders at the Extraordinary General Meeting of the Company held on 25th June 2025.

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

The issue price is Rs 310.89/- per Equity Share having face value of Rs. 10/-each, at a premium of Rs. 300.89/- per Equity Share.

iv. 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.

v. 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 Monday, May 26, 2025 being the 30 days prior to the date of General Meeting i.e. Wednesday, 25th June 2025.

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

S.No.	Name of the proposed Allottees	Category	Pre-holding	Pre-holding %	No. of shares issued in lieu of swapping	Post issue %
1	TIC Services Private Limited	Promoter	5407494	54.19%	1170881	56.46%
2	Sanjiv Khullar	Non - Promoter	---	---	501650	4.30%

vii. 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.

viii. 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 the proposed Allottees	Category	Pre-holding	Pre-holding %	No. of shares issued in lieu of swapping	Post issue %
1	TIC Services Private Limited	Promoter	5407494	54.19%	1170881	56.46%
2	Sanjiv Khullar	Non - Promoter	---	---	501650	4.30%

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.

ix. 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 current financial year.

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

The proposed preferential allotment of 16,72,531 equity shares is being made to the shareholders of Interstellar Testing Centre Private Limited as consideration other than cash, pursuant to a share swap arrangement, in continuation of the resolution passed in the AGM held on 20th August 2024.

The valuation for this transaction has been carried out in accordance with the provisions of the Companies Act, 2013, the applicable rules thereunder, Rule 11UA of the Income Tax Rules, 1962, and Regulation 164(3) of the SEBI ICDR Regulations.

The fair value of ₹310.89 per share (face value ₹10 + premium ₹300.89/-) has been determined based on the valuation report dated issued by CA Pawan Kumar Agrawal, FCA, Insolvency Professional, Registered Valuer (Securities or Financial Assets), having RV Registration No. IBBI/RV/03/2023/15263 and COP No. ICSIRVO/COP/SFA0620/277.

The valuation report is available for inspection at the Registered Office of the Company and will also be made available during the EGM.

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

Sr. No.	Category	Name / Sub-Category	Pre-Issue Shares	Pre-Issue %	Shares Allotted	Post-Issue Shares	Post-Issue %
A	Promoter Holding						
1	Indian Individuals / HUF		4	0.00%	–	4	0.00%
2	Bodies Corporate	TIC Services Pvt Ltd	54,07,494	54.18%	1170881	65,78,375	56.46%
	Sub Total (A)		54,07,498	54.18%	–	65,78,379	56.46%
B	Public Shareholding						
1	Private Corporate Bodies		22,31,200	22.36%	–	22,31,200	22.36%
2	Indian Public		20,30,802	20.35%	–	20,30,802	20.35%
3	Others (including NRIs)		3,10,000	3.11%	–	3,10,000	3.11%
4	New Allottee (Non-Promoter)	Sanjiv Khullar	–	–	5,01,650	5,01,650	4.30%
	Sub Total (B)		45,72,002	45.82%	–	50,73,652	43.54%
C	Shares held by Custodians (if any)		–	–	–	–	–
	Sub Total (C)		–	–	–	–	–
	Grand Total (A + B + C)		99,79,500	100.00%	16,72,531	1,16,52,031	100.00%

xii. 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.

xiii. 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.

xiv. 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.

xv. 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.

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

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

xvii. 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.

xviii. Practicing Company Secretary's Certificate:

Practicing Company Secretary of the Company, M/s. PRACHI BANSAL AND ASSOCIATES have issued a certificate dated May 29, 2025 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

xix. Principal terms of assets charged as securities:

Not applicable

xx. 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.
- d. 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. 1 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. 2

TO APPROVE GRANTING OF LOAN, OR PROVISION OF GUARANTEE OR SECURITY IN CONNECTION WITH ANY LOAN AVAILED BY THE COMPANY'S SUBSIDIARIES OR ANY OTHER PERSON, AS SPECIFIED UNDER SECTION 185 AND/OR SECTION 186 OF THE COMPANIES ACT, 2013

In terms of the provisions of Section 186 of the Companies Act, 2013 ("the Act"), a company is restricted from, directly or indirectly:

- giving any loan to any person or other body corporate,
- providing any guarantee or security in connection with a loan to any person or body corporate, or
- acquiring by way of subscription, purchase or otherwise, the 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 higher, without the prior approval of the Members by way of a Special Resolution.

As on 31st March 2025, the higher of the two thresholds for the Company amounts to ₹75.81 Crores.

In view of the proposed transactions, the Company may be required to make investments, provide loans, or extend guarantees, securities, letters of comfort, or support to its affiliates, joint ventures, associates, subsidiaries, or any other body corporate. Accordingly, the Company seeks the consent of the Members by way of a Special Resolution to authorize such transactions up to an aggregate limit of ₹100 Crores, which exceeds the limits prescribed under Section 186 of the Act.

This proposal is in the best interests of the Company and is essential for meeting its strategic and financial objectives. The Board, therefore, recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

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

This Explanatory Statement may also be considered as a disclosure pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended]

CIN: U74999DL2018PLC334105
Name of the company: QUALITEK LABS LIMITED
Registered office: 73, National Park, Lajpat Nagar-IV, Lajpat Nagar (South Delhi), South Delhi, New Delhi, Delhi, India, 110024

Name of Shareholder(s)	
Registered Address	
E-mail id	
Folio No. / Client ID	
DP ID	

I/We, being the member (s) of Qualitek Labs Limited, holding shares of the above-named Company, hereby appoint:

1. Name: _____
Address: _____
E-mail id: _____
Signature: _____, or failing him
2. Name: _____
Address: _____
E-mail id: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, the 25th day of June, 2025 at 11.30 a.m. at C-40, Near Nexa Showroom, Block C, Sector 57, Noida, Uttar Pradesh, India – 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1.	To Consider and Issue of Equity Shares to The Shareholders of Interstellar Testing Centre Private Limited by Virtue of Share Swap		
2.	To Approve Granting of Loan, Or Provision of Guarantee or Security in Connection With Any Loan Availed By The Company's Subsidiaries Or Any Other Person, As Specified Under Section 185 And/or Section 186 Of The Companies Act, 2013		

Signed this..... day of.....2025

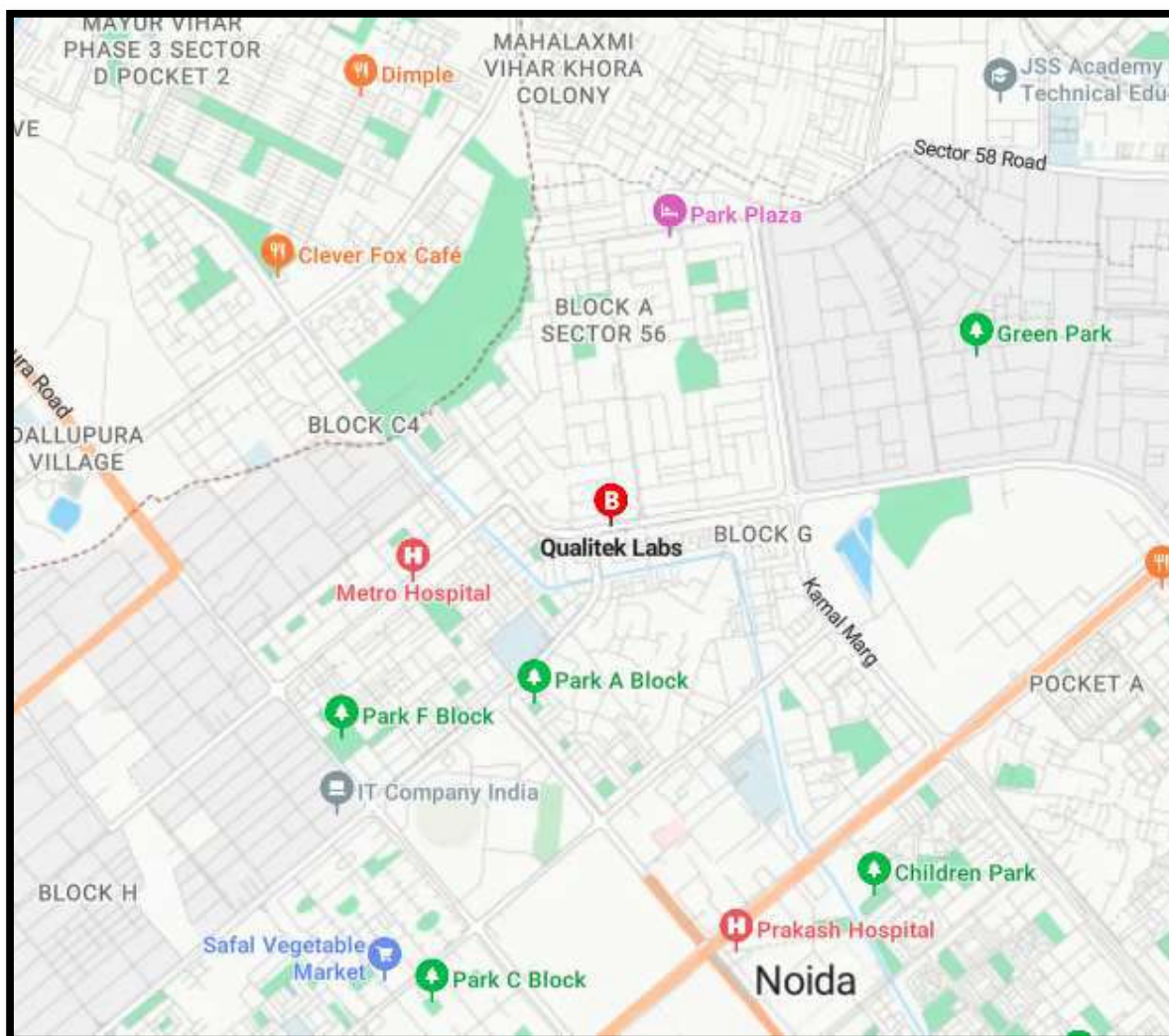
Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy holder(s)

Notes

1. The Proxy Form must be signed across the revenue stamp affixed thereto, and the signature should match the specimen signature registered with the Company.
2. To be valid, the duly completed Proxy Form must be deposited at the Registered Office of the Company not less than **48 (forty-eight) hours** before the commencement of the meeting.
3. The proxy need not be a Member of the Company.
4. A person can act as a proxy on behalf of Members not exceeding **fifty (50)** and holding in the aggregate not more than **10% of the total share capital** of the Company carrying voting rights. A Member holding more than **10% of the total share capital** of the Company carrying voting rights may appoint a **single person** as proxy. Such person shall not act as a proxy for any other Member.
5. Please mark an '**X**' in the appropriate box against each resolution as your vote (FOR or AGAINST). If no direction is given, the proxy may vote at their discretion.
6. An undated Proxy Form shall be deemed **invalid** and will not be acted upon.
7. In case multiple Proxy Forms are received for the same shareholding, the Proxy Form bearing the **latest date** shall be considered valid. If the forms are undated or bear the same date without a specified time, **all such proxies shall be treated as invalid**.

Venue of EGM



ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting hall)

Registered Folio No. / DP ID-Client ID	
Name of Shareholder	
Address	

I certify that I am a registered Shareholder of the Company and hold _____ shares.

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company, to be held on Wednesday, the 25th day of June, 2025 at 11:30 a.m. at C-40, Near Nexa Showroom, Block C, Sector 57, Noida, Uttar Pradesh, India – 201301, and at any adjournment thereof.

Member's/Proxy's Signature

NOTES:

1. A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
2. If you intend to appoint a proxy, please complete the proxy form and deposit it at the Company's Registered Office at least 48 hours before the meeting.
3. If you are attending the meeting in person or by proxy please bring copy of notice for reference at the meeting.

.....Cut Here.....

E-Voting Particulars

EVEN (E Voting Event Number)	USER ID	PASSWORD

**To,
Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area,
Phase-In New Delhi-110020**

Dear Sirs,

UPDATION OF SHAREHOLDERS INFORMATION

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY. Please TICK whichever is applicable.

General Information

Folio No. / DP ID-Client ID	:	
Name of first named shareholder	:	
Address#	:	
PAN*	:	
CIN/Registration No.* (for corporate shareholders only)	:	
Telephone No. (with STD Code)	:	
Mobile No.	:	
Email Id	:	

* Self attested copy of the document is enclosed

Self certified copy of address proof (Voter Id/ Telephone Bill/ Electricity Bill/ Bank Statement. Telephone bill/Bank Statement/Electricity should be of a latest date and in any event must not be older than 3 months)

Bank Details

Bank Name	:	
Branch Address	:	
Branch Code	:	
Account type (Savings/Current/Cash Credit)	:	
Account No.@	:	
MICR Code (9 digit)	:	
IFSC (11 digit)	:	

@ Please enclose a blank cancelled cheque to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above/any other reason beyond the control of the Company/R & T Agent, Qualitek Labs Limited and/or Skyline Financial Services Pvt. Ltd. will not be held responsible. I/We undertake to inform any subsequent changes in the above particulars as and when changes take place.

Place:

Date: Signature of Sole/First shareholder