



# QUICKTOUCH TECHNOLOGIES LIMITED

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting ("Meeting") of the Member(s) of Quicktouch Technologies Limited ("Company") will be held on Wednesday, 04th day of September 2024 at 01:00 P.M. IST through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.
3. To appoint a director in place of Ms. Madhu (DIN: 07581193), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

4. To approve the change in terms of appointment of Mr. Gaurav Jindal as the Managing Director of the Company

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

**"RESOLVED THAT** in continuation of resolution passed by the shareholders on June 04, 2022 relating to appointment and remuneration of Mr. Gaurav Jindal, Managing Director (DIN: 06583133) as Managing Director of the Company and pursuant to the provisions of Section 152 read with Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, upon the recommendation of Board of Directors of the Company, with effect from the

date of passing of this resolution, the office of Mr. Gaurav Jindal, Managing Director for the remaining period of his tenure (i.e., till May 23, 2027) changed to "liable to retire by rotation".

**RESOLVED FURTHER THAT** the other terms and conditions, as approved by the Members with respect to the appointment of Mr. Gaurav Jindal, Managing Director on May 24, 2022 shall remain the same.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.

5. Issuance of Equity shares to the persons belonging to the "Promoter and Promoter Group" and "Non-Promoter Group" Category on Preferential Basis.

To consider and, if thought fit, to pass 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 uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange 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 Listing 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 Ministry of Corporate Affairs, SEBI, RBI 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, Stock Exchange(s), 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), the 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 34,72,200 (Thirty Four Lakh Seventy Two Thousand Two Hundred) Equity shares of Face Value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) for cash, at an Issue Price of Rs. 144/- (Rupees One Hundred and Forty-Four Only) per equity share (including a premium of Rs. 134/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements).

Regulations, 2018, for an aggregate amount of up to Rs. 49,99,96,800/- (Rupees Forty-NineCrore Ninety-Nine Lakh Ninety-Six Thousand and Eight Hundred Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the “Promoter and Promoter Group” and “Non-Promoter” category (“Proposed Allottees”) in the manner as follows:

Sr.	Name of the Proposed Allottee	Category	No. of Equity Shares to be allotted (Up to)
1.	BIR Foods & Restaurants Private Limited	Promoter Group	10,00,000
2.	Genius Townships Private Limited	Promoter Group	4,72,200
3.	Hilum Commodities Private Limited	Non-Promoter	2,00,000
4.	Shark Suppliers Private Limited	Non-Promoter	2,00,000
5.	Sunil Sales and Services Private Limited	Non-Promoter	2,00,000
6.	Dolphin Merchants Private Limited	Non-Promoter	2,00,000
7.	Flash Merchandise Private Limited	Non-Promoter	2,00,000
8.	Umesh Ketan	Non-Promoter	1,00,000
9.	Umesh Ketan HUF	Non-Promoter	1,00,000
10.	Aditya Khetan	Non-Promoter	1,00,000
11.	Julie Khetan	Non-Promoter	1,00,000
12.	Tanisha Khetan	Non-Promoter	1,00,000
13.	Vedant Manglunia	Non-Promoter	1,00,000
14.	Bharat Bhushan Chawla	Non-Promoter	1,00,000
15.	Mansi Singhal	Non-Promoter	1,00,000
16.	Aryan Singhal	Non-Promoter	1,00,000
17.	Dimple Agarwal	Non-Promoter	1,00,000
<b>Total</b>			<b>34,72,200</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Monday, August 05, 2024, being the date, which is 30 days prior to the date of Annual General Meeting of the Shareholders of the Company scheduled to be held on Wednesday, September 04, 2024.

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

- a. 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 and 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.
- b. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d. The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- e. The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- f. The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g. The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- h. The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an

amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

- i. The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of

proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

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

**By order of the Board of Directors  
For Quicktouch Technologies Limited**

**Sd/-  
Kajal Goel**

**Company Secretary & Compliance Officer  
Membership No. 66838**

**Date: August 06, 2024**

**Place: Delhi**

**IMPORTANT NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and September 25, 2023 respectively ('MCA Circulars'), had permitted to hold AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars, 29th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 11th AGM shall be the Registered office of the Company.

2. In compliance with the aforesaid MCA Circulars, the 11th Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with, accordingly the facility for appointment of proxy(ies) by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed.

4. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Friday, August 9, 2024.
5. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at D-Mall, 203, Second Floor, Netaji Subhash Place, Delhi-110034 which shall be the deemed venue of the AGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Pursuant to Section 112 and 113 of the Companies Act 2013, Corporate members and other non-individual (Institutional members) intending to participate in the AGM can authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

The said Resolution/Authorisation shall be sent to the Scrutinizer and the Company by email through its registered email address to [csanumalhotra282@gmail.com](mailto:csanumalhotra282@gmail.com) and [compliance@quicktouch.co.in](mailto:compliance@quicktouch.co.in)

Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter

10. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
11. The attendance of the members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. In terms of the provisions of Section 152 of the Act, Ms. Madhu, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
13. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
14. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and stakeholders' Relationship Committee, Auditors, etc.
15. Members may join the 11th AGM through VC/OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for 30 minutes before the time scheduled to start the 11th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.
16. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
17. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. SEBI has also mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
18. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
  - a. The change in the residential status on return to India for permanent settlement;
  - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

19. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

Commencement of E-voting	10: 00 AM, Friday 30th day of August, 2024
End of E-voting	5:00 PM, Tuesday 03rd day of September, 2024

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed from the Company's website.
21. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e Tuesday, August 27, 2024.
22. The Company had appointed Ms. Anu Malhotra (CP No. 16221), Proprietor, of M/s. Anu Malhotra and Associates, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.
23. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.
24. The Chairman or a director authorised by him in writing shall declare the result of remote e-voting on or before closing business hours on September 06, 2024. After the result declared by the Chairman or any other director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.quicktouch.co.in](http://www.quicktouch.co.in) and shall also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
26. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@quicktouch.co.in](mailto:investors@quicktouch.co.in)
27. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, August 23, 2024 through email on [investors@quicktouch.co.in](mailto:investors@quicktouch.co.in). The same will be replied by the Company suitably.

28. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2023-24 including Audited Financial Statements (Standalone and Consolidated) for the year 2023-2024 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered through your respective Depository Participant/s.
29. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.quicktouch.co.in](http://www.quicktouch.co.in), websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-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 physical mode and non-individual shareholders in demat mode.

- i. The remote e-voting period begins on 10:00 AM, Friday 30th day of August, 2024 and ends on 5:00 PM, Tuesday 03rd day of September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday 27th August, 2024 may cast their vote electronically. The Company announce Book Closure date for the purpose of Annual General Meeting from Wednesday 28th day of August, 2024 to Wednesday 04th day of September, 2024. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have cast their vote by remote e-voting may also attend and participate in the proceeding of the meeting through VC/OAVM but shall not be entitled to cast their vote again.
- iii. A Shareholder who is not member as on cut off date should treat this notice only for the purpose of information.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. 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.



- vi. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

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

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” modul
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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)  • 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 OR Date of Birth (DOB)	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.  • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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.

x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. 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.

xviii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xix. 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](http://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](mailto: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; [csanumalhotra282@gmail.com](mailto:csanumalhotra282@gmail.com) and [compliance@quicktouch.co.in](mailto:compliance@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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@quicktouch.co.in](mailto:compliance@quicktouch.co.in). The shareholders who do not wish to speak during the AGM 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 [compliance@quicktouch.co.in](mailto:compliance@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 AGM/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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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 Company/RTA email id.
  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.
30. Members who have not yet registered their e-mail addresses are requested to register the same with their DepositoryParticipants (“DP”) in case the shares are held by them in electronic form. For temporary registration of email for the purpose of receiving of this notice along with annual report for 2023-24 members may write to HYPERLINK "mailto:compliance@quicktouch.co.in" compliance@quicktouch.co.in along with requisite proof of his/her membership
  31. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 22 55 33 contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542/43).
  32. 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](mailto:helpdesk.evoting@cdslindia.com) or or call toll free no. 1800 22 55 33
  33. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
  34. The relevant details of directors seeking appointment/reappointment above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard- 2 is also given at the end of the Notice.
  35. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 3,4 and 5.

### **Item No. 4- Change in term of appointment of Mr. Gaurav Jindal the Managing Director of the Company**

The shareholders of Quicktouch Technologies Limited had approved the appointment and remuneration of Mr. Gaurav Jindal as the Managing Director of the Company in their meeting held on June 04, 2022. Mr. Jindal's leadership has been instrumental in driving the growth and success of the Company. His current term is set to continue until May 23, 2027.

The Board of Directors has proposed a change in the terms of his appointment to include a provision that Mr. Gaurav Jindal, Managing Director, shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013. This change aligns the Company's governance practices with statutory requirements and enhances the overall accountability of the Board.

The proposed change does not alter the remuneration or other terms and conditions of Mr. Jindal's appointment as approved by the shareholders on May 24, 2022. All other terms, including responsibilities and powers, remain unchanged.

The Board believes that this change will strengthen the governance structure and ensure compliance with applicable laws. Therefore, the Board recommends passing the resolution as a Special Resolution.

Additional information in respect of Mr. Gaurav Jindal, 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 Mr. Gaurav Jindal and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. Mr. Gaurav Jindal is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No. 04 of the Notice.

### **Item No. 5: Issuance of Equity Shares on a Preferential Basis**

The Special Resolution contained in Item No. 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot up to 34,72,200 (Thirty-Four Lakh Seventy-Two Thousand Two Hundred) Equity Shares of Face Value of Rs. 10/- each of the Company, at an Issue Price of Rs. 144/- (Rupees One Hundred and Forty-Four Only) per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 49,99,96,800 /- (Rupees Forty-Nine Crore Ninety-Nine Lakh Ninety-Six Thousand and Eight Hundred Only), to certain persons belonging to "Promoter and Promoter Group" and "Non-Promoter" category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, August 06, 2024.

The approval of the members of the Company is accordingly being sought by way of 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, 2018.

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 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

### I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue of Equity Shares ("Issue Proceeds") towards the following objects:

1. For development of our payment aggregator application named ("Quickpay");
  2. For strengthening our technological infrastructure to support our edutech and fintech operations;
  3. For conducting research and development into domains of Payment Aggregation software;
  4. For Investment in present subsidiaries of the Company; and
  5. For General Corporate Purpose
- (Hereinafter collectively referred as "Objects")

### Utilization of Proceeds

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	For development of our payment aggregator application named ("Quickpay");	800.00	By September 30, 2025
2.	For strengthening our technological infrastructure to support our edutech and fintech operations;	489.97	By September 30, 2025
3.	For conducting research and development into domains of Payment Aggregation software;	1,000.00	By September 30, 2025
4.	For Investment in present subsidiaries of the Company	1,500.00	By September 30, 2025
5.	For General Corporate Purpose	1,210.00	By September 30, 2025
<b>Total</b>		<b>4,999.97</b>	

\*All decimals have been rounded off to two decimal points.

### Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by September 30, 2025.

## Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, 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.

## II. Monitoring of Utilization of Funds

Since the issue size for the issue of Equity Shares does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Tuesday, August 06, 2024, had, subject to approval of the members of the Company (“members”) and such other approvals as may be required, approved the issue of up to 34,72,200 (Thirty Four Lakh Seventy Two Thousand Two Hundred) Equity Shares having Face Value of Rs.10/- each to the certain persons belonging to the “Promoter & Promoter Group” & “Non-Promoter” category, at an Issue Price of Rs. 144/- (Rupees One Hundred and Forty-Four Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

## IV. The intent of the promoters, directors, key management personnel or senior management of the issuer to subscribe to the offer.

Except as follows, none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer under Item No. 2:

Sr. No.	Name of the Proposed Allottee	Category	Type of Security	No. of Security
1.	BIR Foods & Restaurants Private Limited	Promoter Group	Equity Shares	10,00,000
2.	Genius Townships Private Limited	Promoter Group	Equity Shares	4,72,200

## V. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre-issue Shareholding Structure (1)		Equity Shares to be allotted	Post Issue Shareholding Structure (2 & 3)	
	No. of Shares	%		No. of Shares	%
(1) Indian	0	0%	0	0	0%
(a) Individuals & HUF	38,00,000	60.09%	0	38,00,000	38.79%
(b) Bodies Corporate	0	0%	<b>14,72,200</b>	14,72,200	15.03%
<b>Sub Total (A)(1)</b>	<b>38,00,000</b>	<b>60.09%</b>	<b>14,72,200</b>	<b>52,72,200</b>	<b>53.82%</b>
(2) Foreign promoters	0	0%	0	0	0%
<b>Total Promoter shareholding A=A1 +A2</b>	<b>38,00,000</b>	<b>60.09%</b>	<b>14,72,200</b>	<b>52,72,200</b>	<b>53.82%</b>
B1) Institutional Investors	0	0%	0	0	0%
B2) Central Govt./Stat Govt./POI	0	0%	0	0	0%
B3) Non-Institutional Investors	0	0%	0	0	0%
Individuals	18,04,000	28.53%	9,00,000	27,04,000	27.6%
Body Corporate	6,13,796	9.71%	10,00,000	16,13,796	16.47%
Others (Including HUF, LLP & NRI)	1,06,000	1.68%	1,00,000	2,06,000	2.10%
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>25,23,796</b>	<b>39.91%</b>	<b>20,00,000</b>	<b>45,23,796</b>	<b>46.18%</b>
<b>C) Non-Promoter – Non-Public</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>	<b>0%</b>
<b>Grand Total (A+B+C)</b>	<b>63,23,796</b>	<b>100%</b>	<b>34,72,200</b>	<b>97,95,996</b>	<b>100%</b>

## Notes:

1. The pre-issue shareholding pattern is as on August 09, 2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Company has allotted 1,10,00,000 Fully Convertible Warrants on January 30, 2024 and February 01, 2024, out of which 1,04,56,204 Fully Convertible Warrants are outstanding, and post shareholding percentages may change on account of conversion of said Warrants into Equity by the Warrant holders.

## VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No.

1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

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

Not Applicable since the Company has not made preferential issue to the Proposed Allottee(s) of any Security during the financial year.

No new preferential issue was proposed during the financial year. However, pursuant to preferential issue approved by shareholder's approval dated December 15, 2023, the Board of Directors of the Company in its meeting held on January 30, 2024 and February 01, 2024, had allotted 1,10,00,000 Fully Convertible



Warrants, to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- each for cash at an issue price of Rs.196.17/- each.

Further, the Board of Directors in its Meeting held on June 13, 2024, June 18, 2024, June 20, 2024 and July 02, 2024 has allotted in total 5,43,796 fully paid up equity shares of Rs. 10/- each at a price of Rs.196.17/- each, against the conversion of 5,43,796 fully convertible warrants by 2 Warrant Holders, which were earlier issued on preferential basis.

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

Sr. No.	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1.	BIR Foods & Restaurants Private Limited	Promoter Group	Shyam Lal Dhanuka Lucky Singh Preiti Modi
2.	Genius Townships Private Limited	Promoter Group	Ram Gopal Jindal Gaurav Jindal Madhu Pooja Agarwal Gaurav Agarwal D.P. Agarwala
3.	Hilum Commodities Private Limited	Non-Promoter	Ankur Goutam Kiran Gautam
4.	Shark Suppliers Private Limited	Non-Promoter	Mohammad Abrar Kureshi Manjot Singh
5.	Sunil Sales and Services Private Limited	Non-Promoter	Mohammad Abrar Kureshi Manjot Singh
6.	Dolfin Merchants Private Limited	Non-Promoter	Jitesh Sharma Bhupesh
7.	Flash Merchandise Private Limited	Non-Promoter	Jitesh Sharma Bhupesh
8.	Umesh Ketan	Non-Promoter	Not Applicable, since allottee is a Natural Person
9.	Umesh Ketan HUF	Non-Promoter	Umesh Ketan
10.	Aditya Khetan	Non-Promoter	Not Applicable, since allottee is a Natural Person.
11.	Julie Khetan	Non-Promoter	Not Applicable, since allottee is a Natural Person.
12.	Tanisha Khetan	Non-Promoter	Not Applicable, since allottee is a Natural Person.
13.	Vedant Manglunia	Non-Promoter	Not Applicable, since allottee is a Natural Person.
14.	Bharat Bhushan Chawla	Non-Promoter	Not Applicable, since allottee is a Natural Person.
15.	Mansi Singhal	Non-Promoter	Not Applicable, since allottee is a Natural Person.
16.	Aryan Singhal	Non-Promoter	Not Applicable, since allottee is a Natural Person.
17.	Dimple Agarwal	Non-Promoter	Not Applicable, since allottee is a Natural Person.

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Sharehold- ing Structure		Equity Shares to be allotted	Post Issue Share- holding structure*	
		No. of Shares	%		No. of Shares	%
1.	BIR Foods & Restaurants Private Limited	-	-	10,00,000		10.21
2.	Genius Townships Private Limited	-	-	4,72,200	4,72,200	4.82
3.	<b>Hilum Commodities Private Limited</b>	-	-	<b>2,00,000</b>	<b>2,00,000</b>	<b>2.04</b>
4.	<b>Shark Suppliers Private Limited</b>	-	-	<b>2,00,000</b>	<b>2,00,000</b>	<b>2.04</b>
5.	Sunil Sales and Services Private Limited	-	-	2,00,000	2,00,000	2.04
6.	<b>Dolfin Merchants Private Limited</b>	-	-	<b>2,00,000</b>	<b>2,00,000</b>	<b>2.04</b>
7.	Flash Merchandise Private Limited	-	-	2,00,000	2,00,000	2.04
8.	Umesh Ketan	-	-	1,00,000	1,00,000	1.02
9.	Umesh Ketan HUF	-	-	1,00,000	1,00,000	1.02
10.	Aditya Khetan	-	-	1,00,000	1,00,000	1.02
11.	Julie Khetan	-	-	1,00,000	1,00,000	1.02
12.	Tanisha Khetan	-	-	1,00,000	1,00,000	1.02
13.	<b>Vedant Manglunia</b>	-	-	<b>1,00,000</b>	1,00,000	1.02
14.	<b>Bharat Bhushan Chawla</b>	-	-	<b>1,00,000</b>	<b>1,00,000</b>	<b>1.02</b>
15.	<b>Mansi Singhal</b>	-	-	<b>1,00,000</b>	<b>1,00,000</b>	<b>1.02</b>
16.	<b>Aryan Singhal</b>	-	-	<b>1,00,000</b>	<b>1,00,000</b>	<b>1.02</b>
17.	<b>Dimple Agarwal</b>	-	-	<b>1,00,000</b>	<b>1,00,000</b>	<b>1.02</b>

\*Post shareholding structure may change depending upon any other corporate action in between. Further, the Company has allotted 1,10,00,000 Fully Convertible Warrants on January 30, 2024 and February 01, 2024, out of which 1,04,56,204 Fully Convertible Warrants are outstanding, and post shareholding percentages may change on account of conversion of said Warrants into Equity by the Warrant holders.

**X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:.**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

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

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as August 05, 2024, for the purpose of computation of issue price.

In compliance with Regulation 166A of the ICDR Regulations the minimum issue price shall be the higher of the price determined through following methods:

- a. a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
  - i. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 143.53/- each; or
  - ii. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 140.83/- each.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 143.53/- each, being higher of the above two prices.

- b. The price determined through Valuation report of Mr. Manish Manwani, (Registration No.: IBBI/RV/03/2021/14113). i.e., Rs. 143.53/- per Equity Share. The said report is available on the website of the Company at [www.quicktouch.co.in](http://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.

**Accordingly, the minimum issue price Preferential basis shall be at a price of Rs. 143.53/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 144/- each.**

### **XIII. 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 on willful defaulters 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 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 proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

### **XIV. 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**, since none of the Promoter or Director is a Wilful Defaulter or Fraudulent Borrower.

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

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	BIR Foods & Restaurants Private Limited	Promoter Group	Promoter Group
2.	Genius Townships Private Limited	Promoter Group	Promoter Group
3.	Hilum Commodities Private Limited	Non-Promoter	Non-Promoter
4.	Shark Suppliers Private Limited	Non-Promoter	Non-Promoter
5.	Sunil Sales and Services Private Limited	Non-Promoter	Non-Promoter
6.	Dolphin Merchants Private Limited	Non-Promoter	Non-Promoter
7.	Flash Merchandise Private Limited	Non-Promoter	Non-Promoter
8.	Umesh Ketan	Non-Promoter	Non-Promoter
9.	Umesh Ketan HUF	Non-Promoter	Non-Promoter
10.	Aditya Khetan	Non-Promoter	Non-Promoter
11.	Julie Khetan	Non-Promoter	Non-Promoter
12.	Tanisha Khetan	Non-Promoter	Non-Promoter
13.	Vedant Manglunia	Non-Promoter	Non-Promoter
14.	Bharat Bhushan Chawla	Non-Promoter	Non-Promoter
15.	Mansi Singhal	Non-Promoter	Non-Promoter
16.	Aryan Singhal	Non-Promoter	Non-Promoter
17.	Dimple Agarwal	Non-Promoter	Non-Promoter

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

The certificate from Virender Kumar & Associates, (Virender Kumar, Membership No. A67835, CP No: 25458) Practicing Company Secretaries, certifying that the preferential issue of Equity Shares 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 shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.quicktouch.co.in](http://www.quicktouch.co.in).

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

Except Mr. Gaurav Jindal and Ms. Madhu being the Directors of one of the proposed allottee namely BIR Foods & Restaurants Private Limited, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item no.1 of this Notice.

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

**By order of the Board of Directors  
For Quicktouch Technologies Limited**

Sd/-  
Kajal Goel

**Company Secretary & Compliance Officer  
Membership No. 66838**

**Date: August 06, 2024**

**Place: Delhi**

**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 Directors seeking appointment/re-appointment/variation in terms of remuneration at the AGM

Name of the Director	Ms. Madhu	Mr. Gaurav Jindal
Age	61 years	33 years
Qualifications	Graduation or Equivalent	Chartered Accountant
Brief Profile of Director/ Experience	<p>Ms. Madhu is a Non Executive Non Independent Director of the Company. She adeptly oversees business operations. With a wealth of experience, they bring strategic insight and leadership to drive growth and innovation. Proficient in optimizing processes, Madhu's dynamic approach ensures the company's continued success in the ever-evolving tech landscape.</p>	<p>Mr. Gaurav Jindal is an accomplished professional who currently serves as the Managing Director of the company. With a proven track record of success, he has played a pivotal role in steering the company towards remarkable growth and success.</p> <p>Mr. Gaurav Jindal's leadership style is characterized by his active involvement in the day-to-day operations and strategic affairs of the company. His hands-on approach has allowed him to have a comprehensive understanding of the organization's challenges and opportunities, enabling him to make well-informed decisions that drive the company's progress.</p> <p>Under his visionary leadership, the company has achieved remarkable growth and expansion. His strategic insights and industry expertise have been instrumental in identifying avenues for growth and guiding the company towards capitalizing on them. The transparency and clarity with which he has communicated his vision have undoubtedly contributed to the alignment of the entire organization towards common goals.</p> <p>During his tenure as Managing Director, the company has experienced a substantial upswing in its operational performance. The results speak for themselves, as evidenced by the company's impressive financial figures and operational achievements. The growth trajectory the company has embarked upon during these years can be attributed in large part to Mr. Jindal's strategic acumen and leadership skills.</p>

Name of the Director	Ms. Madhu	Mr. Gaurav Jindal
Brief Profile of Director/ Experience		Mr. Gaurav Jindal's dedication to the company's success, his ability to leverage his expertise effectively, and his commitment to fostering a culture of excellence have been critical in driving the company's transformation and ensuring its sustained growth. Under his capable leadership, the company has solidified its position as a key player in its industry and continues to set new benchmarks for success.
Nature of his Experience in specific functional areas	Business Operations	Overall Business Operations and Financial 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.	The terms of appointment will be same as decided by the Board at time of appointment.
Proposed remuneration	Sitting Fee	60,00,000 per annum
Last drawn remuneration	Sitting Fee	60,00,000 per annum
Date of First Appointment on Board	23.01.2016	03.04.2021
Shareholding of Director	798,000 Equity Shares	760,000 Equity Shares
Disclosure of relationships with other directors, Manager and KMP of the Company	Ms. Madhu is related to the following managerial personnel's of the Company-  Mr. Gaurav Jindal - Managing Director	Mr. Gaurav Jindal is related to the following managerial personnel's of the Company-  Ms. Madhu - Director
Number of the Meetings of Board of Directors Attended	During the previous financial year 2023-2024, Ms. Madhu attended the 15 (Fifteen) Board meetings of the Company.	During the previous financial year 2023-2024, Mr. Gaurav Jindal attended the 15 (Fifteen) Board meetings of the Company.
Directorships of other listed entities	Ms. Madhu does not hold directorship in any other company	Mr. Gaurav Jindal does not hold directorship in any other company
Chairmanships/ Memberships of Committees of listed entities	Does not hold any Chairmanships/Memberships of Committees of other Companies	Does not hold any Chairmanships/ Memberships of Committees of other Companies