



NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting (“AGM”) of the Members of Quadrant Future Tek Limited (“QFTL / Company”) will be held on Thursday 25th Day of September at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) (“hereinafter referred to as electronic mode”) to transact the following businesses.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon;**
- 2. To appoint a director in place of Mr. Rajbir Singh Randhawa (DIN: 01201025), who retires by rotation and being eligible, offers himself for re-appointment. In this regard to consider and if thought fit, to pass the following resolution with or without modifications.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Rajbir Singh Randhawa (DIN: 01201025), as a “Director”, whose office shall be liable to retire by rotation.”

- 3. To appoint a director in place of Mr. Vivek Abrol (Din: 01381395), who retires by rotation and being eligible, offers himself for re-appointment. In this regard to consider and if thought fit, to pass the following resolution with or without modifications.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company, be and is hereby accorded for the re-appointment of Mr. Vivek Abrol (DIN: 01381395), as a “Director”, whose office shall be liable to retire by rotation.”

SPECIAL BUSINESS:

- 4. To ratify the remuneration of the Cost Auditor for the Financial Year 2025-26.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the companies act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the shareholders hereby ratify the

remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses payable to M/s. SDM & Associates, Cost Accountants, (Firm Registration No. 000281) , who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the company for the financial year 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 5. Appointment of M/s Girish Madan & Associates, Practising Company Secretary as Secretarial Auditor and fix their remuneration**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. Girish Madan & Associates, Company Secretary in Practice (Firm Registration No. S2001HR035100), who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the Secretarial Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 15th Annual General Meeting to be held in the year 2030, covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, at such remuneration as may be determined by the Board of Directors of the Company, from time to time, in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 6. Ratification and Amendment of “Quadrant Future Tek Limited Stock Incentive Plan, 2024”, To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in continuation and in furtherance of the Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on March 1, 2024, and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the Memorandum and Articles of Association of the Company and such other applicable rules, regulations, circulars, clarifications, notifications and guidelines issued by the Securities and Exchange Board of India (“SEBI”) and any other statutory authority, as amended or reenacted from time to time (collectively referred to as “Applicable Laws”), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), the consent of the shareholders of the Company be and is hereby accorded to ratify and approve the “Quadrant Future Tek Limited Stock Incentive Plan, 2024” (hereinafter referred to as the “Plan”), prior to the Initial Public Offer (“IPO”) of the Company as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the shareholders do hereby ratify and approve the authority of the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to create, grant, offer and issue of such number of options to eligible employees of the Company and such other persons as permitted under applicable laws, which shall be exercisable into not more than 5,0,000 (Five Lakhs) Equity Shares of the Company (or such adjusted number in case of corporate actions such as bonus issue, stock split, consolidation, etc.), in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with Applicable Laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares arising from the exercise of options granted under the Plan shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make such modifications, alterations, amendments, suspensions or terminations of the Plan from time to time as it may deem fit in accordance with the provisions of the Act, the SEBI (Share Based Employee benefits and Sweat Equity) Regulations, 2021 and any other applicable law, provided that such changes are not detrimental to the interests of the eligible employees.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

**By order of Board of Directors
For Quadrant Future Tek Limited**

Sd/-

**Satish Kumar Gupta
Chairman**

DIN: 06574539

Date: - 29th July, 2025

Place: - SAS Nagar, Punjab

Notes:

1. The explanatory statements as required under Section 102(1) of the Companies Act, 2013 (“the Act”) setting out the material facts concerning the businesses under Item No. 4 to 6 of the Notice of the Annual General Meeting (“AGM”) is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 & 3 of the Notice are also annexed to the notice.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 21/2021 dated



December 14, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020) (the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), which allows the companies to inter-alia conduct of AGMs through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility on or before September 30, 2025.

In compliance with the MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 10th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue.

The deemed venue of the meeting shall be the Registered Office of the Company at Village Basma, Tehsil Banur, Distt. Mohali, Punjab (India)-140417. The detailed procedure for participating in the meeting through VC / OAVM is given in the notice.

3. Pursuant to the Circulars, SEBI Circular Nos. SEBI/ HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/PoD-2/P/ CIR/ 2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/ CIR/ 2022/0063 dated May 13, 2022, SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, the financial statements (including Board’s Report, Auditor’s Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited (“RTA”) or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request the same. Members may note that the Notice of the AGM and Annual Report for the FY 2024-25 will also be available on the Company’s website www.quadrantfuturetek.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation

44 of the SEBI Listing Regulations, revised Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India 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 AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.

For this purpose, the Company has engaged MUFG Intime India Private Limited (MUFG) for facilitating voting through electronic means, as the authorized agency. MUFG will be providing facility for voting through remote e-Voting, for participation in the 10th AGM through VC/ OAVM facility and e-Voting during the 10th AGM. Members of the Company holding shares as on the cutoff date i.e. Thursday, September 18, 2025 may cast their vote either by remote e-voting or e-voting system as on date of AGM.

A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person who becomes a member of the Company after the dispatch of Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at "rnt.helpdesk@in.mpms.mufg.com or may contact at Mob. No: 810 811 6767, Tel. No.: (022) 49186270. The instructions and other information relating to e-Voting are given in the Notice under Note No. 12.

5. The Company has appointed M/s Girish Madan & Associates, Company Secretary in Practice, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges and will also be displayed on the Company’s website www.quadrantfuturetek.com.

6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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.

7. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through the remote e-Voting and e-Voting during AGM, to the Scrutinizer by email through its registered email address to gmadan1959@yahoo.co.in with a copy marked to cs_qftl@quadrantfuturetek.com.
8. The quorum for the AGM, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and Members present in the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum pursuant to MCA Circulars and other applicable circulars.

9. Nomination Facilities:-

Section 72 of the Act read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, provides for the facility of nomination to security holders of the Company. This facility is mainly useful in the case of those holders who hold their shares in their own name. Investors are advised to avail of this facility to avoid any complication in the process of transmission, in case of death of the holders. Where more than one person holds the securities of a company jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company RTA's Website <https://in.mpms.muvg.com/>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form

10. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs.
12. Conduct of AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility and remote e—voting.

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The Members are requested to join the 10th AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting i.e. 11:00 A.M. (IST) by following the instructions given below.
- (ii) Members who would like to express their views or ask questions during the 10th AGM of the Company will be required to register themselves as a speaker by sending their request on e-mail in advance at least 7 days prior to the meeting to the Company Secretary & Compliance Officer at cs_qftl@quadrantfuturetek.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered as speakers will be able to speak at the meeting.

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 cs_qftl@quadrantfuturetek.com. These queries will be replied to by the company suitably by email

- (iii) When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc 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
- (iv) Members desiring any information or having any queries relating to the company (including its business, operations, financial statements or any item to be discussed at the AGM) are requested to write to the Company at least 7 days in advance through email on cfo@quadrantfuturetek.com with a copy marked to cs_qftl@quadrantfuturetek.com, so as to enable the management to keep the information readily available at the meeting Subject to such information being permissible to be provided.
- (v) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM. In addition, the facility for voting through electronic



voting system shall also be made available during the AGM.

- (vi) Members attending the AGM who have not casted their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have casted their votes, the e-voting will be closed with the formal announcement of the closure of the 10th AGM of the Company.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company as defined in Note No. 12 Part A.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

HELPDESK:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

B. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM ARE AS UNDER:

- (i) The remote E-voting period begins on Monday 22nd, September, 2025 at 09:00 A.M (IST) and ends on Wednesday 24th September, 2025 at 05:00 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 i.e 18th September, 2025 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

REMOTE EVOTING INSTRUCTIONS

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

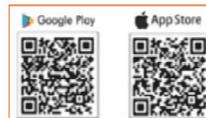
- a) Visit URL: <https://eservices.nSDL.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

- d) Click on "MUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.



- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Loginorwww.cdslindia.com> & click on NewSystem Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode/ Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

Shareholders not registered for INSTAVOTE facility:

- e) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab& follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote."Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' –Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button.(The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity).The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.



- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOl etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and

Forget Password option available at abovementioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**By order of Board of Directors
For Quadrant Future Tek Limited**

**Sd/-
Satish Kumar Gupta
Chairman
DIN: 06574539**

**Date: - 29th July, 2025
Place: - SAS Nagar, Punjab**



EXPLANATORY STATEMENT

As required Under section 102 of the companies act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, 5 & 6 of the accompanying Notice:

ITEM NO. 4: Ratification of Remuneration to Cost Auditors for FY 2025–26

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. SDM & Associates, Cost Accountants (Firm Registration No. 000281), as the Cost Auditors of the Company for the financial year 2025–26 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in its meeting held on 29th July, 2025..

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. SDM & Associates, Cost Accountants (Firm Registration No. 000281) as recommended by the Board is required to be ratified by the shareholders of the Company.

Accordingly, the Board recommends the resolution for ratification of the remuneration payable to the Cost Auditors for approval of members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5: Appointment of Secretarial Auditors and Fixing of Remuneration

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations), every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity and the company can appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting

The Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Girish Madan & Associates, Practicing Company Secretaries (Firm Registration No. S2001HR035100) as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from FY 2025–26 to FY 2029–30, under Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI LODR Regulations, 2015 (including latest amendments).

M/s. Girish Madan & Associates is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI). The firm has experience of more than 24 years in dealing with carrying out the various activities pertaining to the Secretarial Audit and other allied matters.

The firm has accorded its consent to the aforesaid proposed appointment, and confirmed that their appointment, if made, shall be within the limits laid down by/under the Listing Regulations and guidelines issued by ICSI in this regard. They have also confirmed that they hold a valid peer review certificate issued by the ICSI and are eligible for appointment as Secretarial Auditor and not disqualified for the proposed appointment, under the Act read with the rules made thereunder, Listing Regulations and applicable SEBI circulars.

The Board seeks the approval of the shareholders for the appointment and also authorisation to fix their remuneration and reimbursement of applicable taxes and out-of-pocket expenses, in accordance with law.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5

ITEM No. 6: Ratification and Amendment of “Quadrant Future Tek Limited Stock Incentive Plan, 2024”, To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

The Board of directors of the company at their meeting held on 20th January, 2024 approved the adoption of the “Quadrant Future Tek Limited Stock Incentive Plan, 2024” (“Plan”) for the benefit of the eligible employees, Directors (including Whole-time Directors but excluding Independent Directors), and other eligible participants as defined under the Plan.

The Plan aims to attract, retain, and motivate employees by aligning their interests with those of the Company and its shareholders through equity participation. It is intended to reward and incentivize eligible employees for their contribution to the growth and success of the Company.

The Nomination and Remuneration Committee shall administer the Quadrant Future Tek Limited SIP 2024 in accordance with the applicable laws.

Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB & SE) Regulations are given below:

(a) Brief description of the Quadrant Future Tek Limited SIP 2024:

The Quadrant Future Tek Limited SIP 2024 contemplates grant of stock options to the employees / directors of the Company in or outside India that are eligible under the Quadrant Future Tek Limited SIP 2024 (“Eligible Employees”).

After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to equity shares of the Company subject to compliance with the requirements of the Quadrant Future Tek Limited SIP 2024, including payment of exercise price and satisfaction of any tax obligation arising thereon.

(b) Total number of stock options to be granted

The total number of 5,00,000 (Five Lakhs) options available for grant under the Quadrant Future Tek Limited SIP 2024. Each option when exercised would be converted into one Equity Share of ₹ 5/- each fully paid-up. The NRC / Board decide the number of options / equity shares subject to the approval of members by passing separate ordinary resolution, that may be granted / issued to any specific employee / director of the Company under the Quadrant Future Tek Limited SIP 2024, during any one year, equal to or exceeding 1 % of the issued capital of the company at the time of grant of option.

All Options that have lapsed (including those having lapsed by way of forfeiture) or cancelled due to termination or surrendered by employee(s) shall be added back to the number of Options that are pending to be granted or allotted. The Company may grant such Options within the overall limits.

Details of grants, exercise and lapsing of options as on date of this notice on a cumulative basis are as follows:

Options Granted	4,55,000
Options Lapsed/Expired	NIL
Options Exercised	NIL
Options Outstanding	45,000

(c) Implementation and administration of the Quadrant Future Tek Limited SIP 2024

The Plan is proposed to be implemented under the authority of the Board or through a Nomination and Remuneration Committee ("NRC"), and NRC shall act as Compensation Committee for the administration and implementation of Quadrant Future Tek Limited SIP 2024.

All questions of interpretation of the Quadrant Future Tek Limited SIP 2024 or any option under the Scheme shall be determined by the Board or NRC and such determination shall be final and binding upon all persons having an interest in the Quadrant Future Tek Limited SIP 2024 or in any option issued thereunder.

(d) Identification of classes of employees entitled to participate and be beneficiaries in Quadrant Future Tek Limited SIP 2024

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion. For the purpose of Quadrant Future Tek Limited SIP 2024, "Eligible Employee" mean the following employees:

- (a) all permanent employees, present and / or future of Quadrant Future Tek Limited, working in or out of India; who have completed min 1 years in service and selected by Board of Directors for ESOP Policy owing to the contribution they can make to the company in future & the criticality of their role/ position.
- (a) all Directors, whether whole time or not of Quadrant Future Tek Limited, but does not include independent director.

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

(e) Requirements of vesting and period of vesting

There should be a minimum period of two year between the grant of options and vesting of options and such maximum period as may be determined by the Board, but not exceeding five years.

For a valid vesting, a Participant is required to be in service on the Vesting Date and not be serving his notice upon resignation / termination of service on the Vesting Date. If on the date of vesting, any disciplinary proceeding is pending against the Participant for a Cause, the vesting shall be kept in abeyance till the completion of such proceedings. If the outcome of the proceedings proves that an act of Cause has been committed by the Participant, all such outstanding options, vesting of which was kept in abeyance, shall lapse.

Further, if the Committee may decide, Options shall vest with the Participant over such period and in such a manner, provided the Employee meets the additional vesting conditions pertaining to the KPIs set by the Committee at the time of grant of respective option. The vesting schedule may be varied by the Committee for the benefit of the Employees. Special provisions would apply in case of the death, permanent incapacitation, termination or resignation, retirement of the Employee.

(f) Maximum period within which the options shall be vested

All the options granted on any date shall vest not later than the maximum period of 5 (five) years from the date of grant



(g) Exercise price or pricing Formula

The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be equivalent to the market price or at such discount to the Market Price of the Shares of the Company as may be determined by the Committee at the time of grant of options. However, in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

In case of a fall in market value of Shares between the Offer Date and the date of Exercise, the Board may re-price the Options that have not been vested while ensuring such re-pricing is not detrimental to the interest of the Grantees.

Any such re-pricing of Options shall be communicated by the Board to the Participant in writing.

(h) Exercise period and exercise Process

The Exercise period will commence from the date of vesting and extend up to not later than five years from the date of the vesting of the Options or such lesser period as may be decided by the Committee, from time to time.

The vested option shall be exercisable by the option grantees by submitting a written exercise notice specifying the number of options to be exercised to the Company in such format as may be prescribed by the Board from time to time. Exercise of options shall be considered only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

The conditions under which Option vested in Employees may lapse are as under

Sr. No.	Vested Options	Details
1.	Resignation / Termination (other than for a Cause)	All Vested Options can be exercised by the Participant immediately after, but in no event later than 3 (three) months from the date of such resignation / termination, or such higher period as may be determined by the Board or NRC
2.	Termination due to Cause	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination
3.	Retirement / Early Retirement / Term coming to an end	All Vested Options can be exercised by the Participant immediately after, but in no event later than 3 (three) months from the date of such retirement / early retirement or such higher period as may be determined by the Board or NRC
4.	Death	All Vested Options can be exercised by the legal heirs immediately after, but in no event later than 12 (twelve) months from the date of death of the Participant or such higher period as may be determined by the Board or NRC
5.	Permanent Disability	All Vested Options can be exercised by the Participant immediately after, but in no event later than 12 (twelve) months from the date of permanent disability or such higher period as may be determined by the Board or NRC.

Sr. No.	Unvested Options	Details
1.	Resignation / Termination (other than for a Cause)	All Unvested Options outstanding on the date of resignation shall lapse and stand cancelled with effect from the date of such resignation.
2.	Death	All the unvested options as on the date of death shall deemed to be vested with the Participant's nominee or legal heirs immediately. Such Options can be exercised by the legal heirs immediately after, but in no event later than 12 (twelve) months from the date of death of the Participant or such higher period as may be determined by the Board or NRC
3.	Permanent Disability	All the Unvested Options as on the date of termination of Participant due to Permanent Disability shall vest with the Participant immediately. Such Options can be exercised by the Participant or, in case of his death, the nominee or legal heirs immediately after, but in no event later than 12 (twelve) months from the date of permanent disability or such higher period as may be determined by the Board or NRC.

Sr. No.	Unvested Options	Details
4.	Retirement / Early Retirement / Term coming to an end	All the Unvested Options as on the date of termination of Participant due to retirement / early retirement / term coming to an end shall continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with the company's policies and the applicable law. Such Options can be exercised by the Participant or, in case of his death, the nominee or legal heirs immediately after, but in no event later than 3 (three) months from the date of vesting or such higher period as may be determined by the Board or NRC.

In all other cases, the unvested options held by the Participant shall stand lapsed on the last date of employment

(i) Appraisal process for determining the eligibility of employees for the Quadrant Future Tek Limited SIP 2024

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion, including, but not limited to the date of joining of the Eligible Employee with the Company, performance evaluation, current compensation, criticality or any other criteria, future potential, such Eligible Employees, as determined by the Board, may participate in the Plan. Employees joining the Company after the date of implementation of the Plan will be entitled to participate in the plan, on a case to case basis and subject to such criteria as may be decided solely by the Board.

(j) Maximum number of options to be issued per employee and in aggregate

The NRC shall decide the number of options /equity shares that may be granted / issued to any specific employee / director of the Company under the Quadrant Future Tek Limited SIP 2024, in any financial year and in aggregate, but the same shall not exceed 1% of the issued capital in any one financial year.

(k) Maximum quantum of benefits to be provided per employee under the Quadrant Future Tek Limited SIP 2024

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the equity shares as on the date of sale of equity shares arising out of exercise of options.

(l) Method of option valuation

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

(m) the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and

Please refer the details given in point (h) above.

(n) The Company shall comply with the applicable accounting standards:

The Company shall comply with all the applicable disclosure and Accounting Policies in respect of options granted as required under Act or regulations.

The Company shall follow and conform to the applicable accounting policies issued by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI.

(o) Whether the Quadrant Future Tek Limited SIP 2024 is to be implemented and administered directly or through a trust

The Quadrant Future Tek Limited SIP 2024 shall be implemented and administered directly by the Company, under the superintendence of the Board or the NRC.

(p) Whether the Quadrant Future Tek Limited SIP 2024 involves new issue of equity shares or secondary acquisition of equity shares or both

The Quadrant Future Tek Limited SIP 2024 contemplates issue of fresh equity shares by the Company.

(q) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the present Quadrant Future Tek Limited SIP 2024.

(r) Maximum percentage of secondary acquisition that can be made by the trust for purposes of the Quadrant Future Tek Limited SIP 2024

Not applicable



(s) Lock-in Period

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of allotment of such equity shares under the Quadrant Future Tek Limited SIP 2024.

(t) Transferability of Stock Options

The options granted to an employee shall not be transferable to any person and shall not be assigned, alienated, pledged, attached, hypothecated, sold, or otherwise transferred or encumbered or otherwise alienated in any manner.

However, in the event of the death of the employee while in employment, all the stock options granted to him/her till such date shall forthwith vest in his/her designated nominee or nominees (who may be named contingently or successively), or such employee's legal heir, and can be exercisable by them within the time period as may be prescribed under the Quadrant Future Tek Limited SIP 2024.

(u) Variation of terms of Scheme

Subject to compliance with the applicable laws, the Company may, from time to time, amend or vary the Scheme or any terms and conditions in the Scheme or alter any options granted in such respects as the Board may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in a general meeting for effecting such change, if such approval is required under applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements

(v) Declaration

In case the Company opts for expensing of share based employee benefits using the intrinsic value, if permitted by applicable regulations, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been

recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

(w) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not Applicable

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

The approval of the Members is being sought for Item No. 6 for ratifying the Plan and the issue of stock options/shares thereunder to eligible employees and Directors in accordance with the terms of the Plan and applicable laws.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding and stock options that may be granted, are concerned or interested financially or otherwise in the resolution.

The Board recommends the resolution set out at Item No. 6 to be passed as a **Special Resolution**.

**By order of Board of Directors
For Quadrant Future Tek Limited**

Sd/-

Satish Kumar Gupta

Chairman

DIN: 06574539

Date: - 29th July, 2025

Place: - SAS Nagar, Punjab

Details of Director Seeking Appointment/Re-Appointment at this Annual General Meeting vide Item No. 2 & 3 is as follows:

(Pursuant to Secretarial Standard-2 issued by Institute of Company Secretaries of India)

NAME OF THE DIRECTOR	MR. RAJBIR SINGH RANDHAWA	MR. VIVEK ABROL
DIN	01201025	01381395
Category/Designation	Non -Executive Director	Whole - Time Director
Date of Birth (Age in Years)	26/01/1981 (44 Years)	11/10/1963 (61 Years)
Date of First Appointment on Board	18/09/2015	18/09/2015
Relationship with Directors and KMP	He is son of Mr. Amrit Singh Randhawa, Whole Time Director of the Company.	He is brother of Mr. Vishesh Abrol, Whole-Time Director of the Company.
Qualification	Bachelor of Engineering / Technology (Electrical Engineering) from Punjab Technical University, Jalandhar	Bachelor of Engineering (Electrical), Punjab University.
Experience (including expertise in specific functional area) / Brief Resume	He is associated with family business and was appointed as Director in International Switchgears Private Limited in 2006. He has an experience in the field of manufacture of L.T. (Low Tension) Control Panel having application in multiple industries including railways. He is a Director of our Company since incorporation. He oversees new business development opportunities in our Company.	Since April 1996, he is associated with his family business under the name of Abrol Engineering Company Private Limited. He has experience in the field of railways in handling manufacturing operations for Low Tension Switchgear, Miniature Circuit Breakers (MCB's) and Distribution Equipment's and other corporate level functions. He is a Director of our Company since incorporation and designated as Whole Time Director w.e.f. March 01, 2024. He oversees production and human resource functions of our Company.
Terms & Conditions of Appointment/ re-Appointment including remuneration	As per Company Policy on appointment of Board Members	As per Company Policy on appointment of BoardMembers
Remuneration last drawn as Director (Including Sitting Fee)	He did not receive any form of remuneration, including sitting fees, during the financial year 2024-25.	Last Net Drawn Remuneration is Rs. 60,00,000 (Rs. Sixty Lakhs Only) during the financial year 2024-25.
Number of meetings of the Board attended during the financial year 2024-25	4 Meetings attended	4 Meetings Attended
Number of Shares held in the Company as on March 31, 2025 including shareholding as a beneficial owner	1640000	2543515
Relationship with Director/ Manager/ KMP	Mr. Rajbir Singh, Director is son of Mr. Amrit Singh Randhawa, Whole - Time Director of the Company. Mr. Vivek Abrol and Mr. Vishesh Abrol, both directors of company are brother.	
Board Membership in other companies as on March 31, 2025	International Switchgears Private Limited	Abrol Engineering Company Private Limited
Chairmanships/Memberships of the Committees in other listed companies as on March 31, 2025	None	None
Listed entities from which the person has resigned in the past three years	None	None