QUALIANCE International Limited
(Formerly known as Qualiance International Private Limited)
QUALITY MEETS RELIANCE

406 - B Wing, Knox Plaza,
Mindspace, Malad West,
Mumbai 400064, INDIA.
Tel: +91 22 42666003
Email: info@qualiance.com
Website: www.qualiance.com
CIN: U17299MH2006PLC164026

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF F.Y. 2025-26 OF QUALIANCE INTERNATIONAL LIMITED HELD AT SHORT NOTICE ON MONDAY, 2ND DAY OF MARCH, 2026 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 406, B WING, KNOX PLAZA, MIND SPACE, MALAD (WEST), MUMBAI – 400 064 AND CONCLUDED AT 2.30 P.M.

SPECIAL RESOLUTION:

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)

"**RESOLVED THAT** in terms of Sections 23(1)(a), 62(1)(c) & other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and the consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Individual Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs. 10.00 each at such premium, as the Board of Directors may deem fit and proper, within the overall limit of 38,00,000 Equity Shares and to enlist the Equity share capital of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statue.

RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Advisor(s) Syndicate Member(s), Underwriter(s), Market Maker(s), Depository(ies), Registrar and Transfer Agent (RTA) and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares."

//Certified true Copy//

For Qualiance International Limited

QUALIANCE INTERNATIONAL LIMITED ★ MUMBAI

(Vipul Badani)
Managing Director
DIN: 00773202
Address: 803, A - Wing, Orion, Vasant Galaxy C.H.S.L.
M. G. Road, Goregaon (West)
Mumbai – 400 090

Place: Mumbai
Date: 2nd March, 2026

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

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)

The Board of Directors are of the view that in the present era, the market is booming, so every company wants to take the opportunity to earn more from the same market and wants to get maximum benefits. In order to get the benefits from the market, the Company has decided to list the equity shares of your Company on the SME Platform of the Stock Exchange. Accordingly, the Board of Directors of the Company in its meeting held on 27th February, 2026, approved the proposal to list equity shares on the SME platform of the Stock Exchange.

The Company proposes to create, offer, issue and fresh upto 38,00,000 Equity shares in the course of an initial public offering ("IPO") at Stock exchange including SME platform on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to various categories of investors including qualified institutional investors, individual investors, non- institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The equity shares allotted shall rank in all respects pari passu with the existing equity shares of the Company.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the said IPO, the Board will make necessary amendments.

The Board recommends the resolution as set out at notice for the members' consideration and approval by way of passing of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of the other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

//Certified true Copy//

For Qualiance International Limited

QUALIANCE INTERNATIONAL LIMITED MUMBAI

(Vipul Badani)
Managing Director
DIN: 00773202
Address: 803, A - Wing, Orion, Vasant Galaxy C.H.S.L.
M. G. Road, Goregaon (West)
Mumbai – 400 090

Place: Mumbai
Date: 2nd March, 2026

Factory:
D. No: 5/491-R, Vengamedu,
Angeripalayam Road,
Tiruppur 641603,
Tamil Nadu, INDIA
Tel: +91 8098001128