26 September 2026

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

NSE Symbol: QPOWER

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

BSE Scrip Code: 544367

ISIN: INE0SII01026

Dear Sir/ Ma'am,

Subject: Notice of 1st Extra Ordinary General Meeting of the Company for FY 2026-27.

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the **1st Extra Ordinary General Meeting of the Company for FY 2026-27**, to be held on **Monday, 19th October 2026 at 04.00 p.m**. IST through Video Conferencing / Other Audio-Visual Means.

The Notice along with the Explanatory Statement, has been dispatched to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution set out in the EGM Notice. The e-voting shall commence on Friday, October 16, 2026 at 09:00 a.m. and will end on Sunday, October 18, 2026 at 05:00 p.m. The copy of the said EGM Notice is being made available on the website of the Company, at the weblink https://qualitypower.com/wp-content/uploads/2026/09/Notice-of-Extra-Ordinary-General-Meeting-to-be-held-on-19.10.2026.pdf

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations.

For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

DEEPAK RAMCHANDRA SURYAVANSHI

Digitally signed by DEEPAK RAMCHANDRA SURYAVANSHI
Date: 2026.09.26 21:37:49 +05'30'

Deepak Ramchandra Suryavanshi
Company Secretary and Compliance Officer
ICSI Membership No.: A27641
Place: Sangli

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the Extra-Ordinary General Meeting (**"EGM"** or **"Meeting"**) of the members of **Quality Power Electrical Equipments Limited ("Company")** will be held on **Monday, October 19, 2026 at 04.00 P.M. (IST)** through video conferencing or other audio-visual means **("VC/OAVM")** to transact the following special business:

SPECIAL BUSINESS:

Item No. 1 – Issuance of equity shares to certain selling shareholders of Winwin Speciality Insulators Limited by way of preferential issue (for consideration other than cash / share swap):

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

"**RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62, Section 186 to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) **("Act")**, enabling provisions of the Memorandum of Association and Articles of Association of Quality Power Electrical Equipments Limited **("Company")** and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **("SEBI Takeover Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India **("SEBI")**, the Reserve Bank of India **("RBI")** and other competent authorities including the National Stock Exchange of India Limited **("NSE")** and BSE Limited **("BSE")** (NSE and BSE together, the **"Stock Exchanges"**) and in terms of the Share Purchase Agreement dated September 23, 2026 **("SPA")** entered amongst the Company, Winwin Speciality Insulators Limited (**"Win Win"** or **"Target"**) and the certain selling shareholders of Win Win (**"Selling Shareholders"** or **"Proposed Allottees"**) and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to **10,17,123 (Ten Lakhs Seventeen Thousand One Hundred Twenty-Three)** fully paid-up equity shares of the Company having face value of **₹10 (Indian Rupees Ten)** each **("Swap Shares")**, at an issue price of **₹1,460.00 (Indian Rupees One Thousand Four Hundred Sixty only)** per equity share **("Issue Price")**, which is not less than the floor price of ₹1,456.40 per equity share determined in accordance with Chapter V of the SEBI ICDR Regulations, for consideration other than cash, to the certain Selling Shareholders, towards discharge of part of the consideration payable by the Company for the acquisition of equity shares of Win Win in terms of the SPA, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws **("Preferential Issue")**.

Details of the Swap Shares proposed to be issued and allotted by the Company to the Selling Shareholders are as under:

Sr. No.	Name of the Selling Shareholder of Win Win # $ ^	No. of equity shares of Win Win to be acquired through swap	Maximum No. of Swap Shares to be issued	Post-preferential shareholding %
1.	Kamesh Yalamarty	64,14,448	6,23,347	0.79%
2.	Aaditya Yalamarty	16,57,114	1,61,036	0.21%
3.	Runa Yalamarty	14,09,592	1,36,982	0.17%
4.	Sridhar Gogula	3,98,010	38,678	0.05%
5.	Yadavalli Vaishnavi Sahithy	49,761	4,836	0.01%
6.	Y Lalitha Ratnam *	2,43,222	23,636	0.03%
7.	Kakulamarri Venkata Sharmila Rao *	1,32,677	12,893	0.02%
8.	Kakulamarri Navya Rao *	66,355	6,448	0.01%
9.	Y L K Gomathy *	62,187	6,043	0.01%
10.	Kakulamarri Nitya Vasudha *	33,178	3,224	0.00%

Sr. No.	Name of the Selling Shareholder of Win Win # $ ^	No. of equity shares of Win Win to be acquired through swap	Maximum No. of Swap Shares to be issued	Post-preferential shareholding %
	Total	**1,04,66,544**	**10,17,123**	**1.30%**

 # Allotment to the Selling Shareholders / Proposed Allottee is subject to completion of conditions precedent as specified in the SPA.

** Allotment to the Selling Shareholders / Proposed Allottee is subject to valid accession to the SPA in accordance with the terms therein under.*

$ Since all the proposed allottees are individual hence the requirement for disclosing ultimate beneficiary owner is not required.

^ The Company has obtained copy of PAN cards of all the proposed allottees.

RESOLVED FURTHER THAT the aggregate consideration of up to ₹272.34 Crores **("Total Consideration")** payable by the Company for the acquisition of up to 1,91,95,007 fully paid-up equity shares of Win Win, representing up to 100.00% of the total paid-up equity share capital of Win Win, at an acquisition price of up to ₹141.88 per equity share, shall be discharged by a combination of (i) issue and allotment of the Swap Shares for consideration other than cash, aggregating to approximately ₹148.50 Crores; and (ii) the balance consideration of up to ₹123.84 Crores by way of cash, subject to customary adjustment in terms of the SPA.

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Swap Shares under the Preferential Issue, as per the provisions of Regulation 161 read with the explanation thereto of Chapter V of the SEBI ICDR Regulations and other applicable laws, is **Friday, September 18, 2026 ("Relevant Date")**, being the date preceding Saturday, September 19, 2026 (which is a weekend/holiday), and being the date 30 (Thirty) days prior to the date on which the Meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Swap Shares under the Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

a) The Swap 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 the provisions of the memorandum of association and articles of association of the Company;

b)

The Issue Price is not less than the floor price of ₹1,456.40 per equity share determined in accordance with Chapter V of the SEBI ICDR Regulations. The valuation of the equity shares of the Company and of Win Win, for determination of the swap ratio and the consideration other than cash, has been undertaken by CA Aman Bansal, an independent registered valuer (IBBI Registration No. IBBI/RV/06/2025/15829) vide valuation report dated September 23, 2026 in terms of Regulation 163(3) of the SEBI ICDR Regulations. A copy of the valuation report is available for inspection by the Members and hosted on the website of the Company at https://qualitypower.com/wp-content/uploads/2026/09/Signed_Report_Quality_Power.pdf

c) The Swap Shares shall be allotted by the Company to the Selling Shareholders in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by the members of the Company, provided that, where the issue and allotment of the said Swap Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchanges), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;

d) The Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

e) The Swap Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

f) The entire pre-preferential shareholding, if any, of the Selling Shareholders shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

g) The Swap Shares to be allotted to the Selling Shareholders shall be listed on the Stock Exchanges 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;

h) The requirement of receiving the cash consideration from the own bank account of the Selling Shareholders is not applicable since the consideration is settled by way of swap of shares;

i) The Company has appointed Brickwork Ratings India Private Limited, SEBI registration number IN/CRA/004/1999, as a monitoring agency in compliance with application regulations of SEBI ICDR Regulations, to the extent applicable, if any.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of the SEBI ICDR Regulations, a certificate dated September 23, 2026 issued by CS Shreyansh M Jain, Practicing Company Secretary, M D Baid & Associates, Practicing Company Secretaries, (M No F7105), CP No 7690, certifying, inter alia, that the Preferential Issue is being made in accordance with Chapter V of the SEBI ICDR Regulations, is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Selling Shareholders in Form PAS-5 and the Company be and is hereby authorised to make an offer to the Selling Shareholders through a Letter of Offer / Private Placement Offer cum Application Letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions of the Preferential Issue **("Offer Document")**, after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) in the terms of issue of the Swap Shares under the Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions attached to the Swap Shares for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Swap Shares, (b) making applications to the Stock Exchanges for obtaining in-principle approval and filing other requisite documents with the Stock Exchanges, (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) issue and allotment of the Swap Shares, (f) listing of the Swap Shares, (g) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing, without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorised signatory(ies) or Company Secretary including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the authorized persons 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 officer of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby deemed to approved, ratified and confirmed in all respects by the members of the Company.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors or the Company Secretary of the Company, may be furnished to any person(s) as may be required.***"***

Item No. 2 – Approval of Raising of Capital Through Qualified Institutions Placement (QIP):

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), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**ICDR Regulations**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 10 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or reenactment thereof ("**FEMA**"), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Maharashtra at Pune ("**ROC**") and/ or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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 any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by any resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares and/ or other securities including securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable law, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in such manner in consultation with the lead managers / book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount up to INR 700 crore (Rupees Seven Hundred only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of Qualified Institution Placement(s) ("**QIP**") in accordance with the provisions of ICDR Regulations, to eligible qualified institutional buyers ("**QIBs**") (as defined in the ICDR Regulations), and/ or multilateral/ bilateral financial institutions, and/ or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an placement document as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "**Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT the relevant date for the purpose of determining the floor price / issue price shall be as prescribed under Chapter VI of ICDR Regulations ("Relevant Date"). Accordingly, the Relevant Date will be the date of the meeting in which the Board or the committee of Directors authorised by the Board decides to open the Issue or as may be permitted under ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares / Securities being offered, issued and allotted to the investors by way of the QIP shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law.

a. The Equity Shares to be issued and allotted pursuant to the QIP shall be listed on the Stock Exchanges, subject to receipt of necessary permissions, approvals etc.

b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof.

c. Each of the proposed investors shall be required to bring in 100% of the consideration in cash for the relevant Equity Shares on or before the date of allotment and the consideration shall be paid to the Company from the bank accounts of the respective investors.

d. The Equity Shares / Securities to be allotted shall not be eligible for sale for a period of one year from the date of allotment, except on recognized stock exchanges or as may be permitted under the ICDR Regulations.

e. The Equity Shares / Securities shall be allotted in dematerialised form only within the time as prescribed under applicable laws.

f. The allotment to be made pursuant to the Issue shall be subject to the conditions and in accordance with the provisions of Chapter VI of the ICDR Regulations.

g. The offer, issue and allotment under the Issue shall be subject to the provisions of the Memorandum and the Articles of Association of the Company.

h. Issue and allotment of the Equity Shares / Securities under the Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Regulation 176 of Chapter VI of the ICDR Regulations and the price shall be subject to appropriate adjustments as per the provisions of the applicable laws. The Board may, at its absolute discretion, offer such discount of not more than five percent to the issue price or such other discount or exclusion as may be permitted under applicable law.

i. No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crore and five, where the issue size is greater than ₹ 250 crore, in accordance with Chapter VI of the ICDR Regulations. QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.

j. the Board or any committee authorized by the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations

k. Issue and allotment of the Equity Shares / Securities shall only be made to QIBs, and no allotment shall be made, either directly or indirectly, to Promoters, or any person related to the Promoters of the Company.

l. Monitoring agency, as may be appointed by the Board, will monitor the use of the Issue proceeds and submit its report, as per the ICDR Regulations.

m. The terms, price payable at the time of application, allotment and conversion, tenure, conversion terms, redemption and other conditions for the convertible Securities shall be decided by the Board and/or as may be mentioned in the offer document.

n. The tenure of the convertible Securities shall not exceed sixty months from the date of allotment or such tenure as may be permitted and determined by the Board.

o. The convertible Securities will be listed on Stock Exchanges as may be necessary as per the applicable laws or as per the terms.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following.

a. to negotiate, finalize, approve and execute preliminary and final placement documents, agreements, documents, offer documents, engagement letters, contracts, lockup letter, power of attorney, undertakings, confirmation, certificates, forms, applications etc to give effect to this resolution, including making applications to the Stock Exchanges for obtaining in-principle, listing and trading approval in relation to the Issue.

b. to finalize, vary, modify or alter any of the terms and conditions of the Issue including objects, investors, issue price, floor price, premium, discount in price, issue opening and closing date etc as may be necessary to meet the compliance or as the Board may think relevant and to give effect any modifications or changes, additions and/or deletions to the Issue, withdraw the Issue, as may be necessary for the interest of the Company or as may be required by any authority or stock exchanges involved in the Issue or as the Board may think necessary.

c. to resolve and settle any matter, question or doubt that may arise or to issue clarification regarding the terms of the Issue, offer, issue and allotment etc as may be necessary and incidental thereto as the Board in its absolute discretion decide.

d. to execute the necessary documents and enter into arrangements, agreements, engagement letters in relation to the appointment of merchant bankers, lead managers, agencies, intermediaries, monitoring agency, credit rating agencies, valuers, bankers, underwriters, guarantors, depositories, custodians, escrow agents, legal counsel, lawyers, professionals, trustees, advisors, registrar and other agencies as may be necessary.

e. to undertake all such actions as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be consequential, relevant or ancillary to the Issue and to give effect to any modification to the foregoing.

f. to file the documents, applications, forms, letters etc with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, SEBI, Stock Exchanges and/or other authorities, intermediaries or agencies as may be necessary, and to take all such steps as may be necessary for the admission of the Equity Shares / Securities with the depositories, viz NSDL and CDSL and for the credit of the same to the respective demat accounts of the Investors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion to the extent permissible, to any Director, committee, executive, chief financial officer, company secretary, intermediaries, lead manager, merchant banker or authorized signatory to give effect to this resolution, including execution of any documents on behalf of the Company or the Board and to represent the Company before authorities, regulators, intermediaries, lead managers, Investors and others as may be necessary.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matters referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

Item No. 3 – To consider and approve Related Party Transaction(s) between (a) the Company and (b) the Promoters and the members of the Promoter Group of the Company.

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

"RESOLVED THAT pursuant to pursuant to Section 177(4)(iv) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), the Related Party Transaction Policy of the Company and pursuant to recommendations/approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the Company for entering into and / or continuing to enter into contract(s) / transaction(s) / arrangement(s) for availing borrowings by way of unsecured loan from Mr. Bharanidharan Pandyan, Promoter of the Company, being related party being related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, for an aggregate amount not exceeding Rs. 175,00,00,000 (Rupees One Hundred Seventy – Five Crores only) for a tenure of 11 (Eleven) years, including a moratorium period of 1 (One) year together with repayment thereof and payment of interest at 9 % per annum, the material terms and particulars of which are set out in the disclosures forming part of the Notice in accordance with the Industry Standards on 'Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Date: 23rd September 2026
Place: Sangli

Registered Office:

Plot No L-61, M.I.D.C. Kupwad Block,
Sangli, Maharashtra 416 436
CIN: L31102PN2001PLC016455
Website: www.qualitypower.com

By Order of the Board of Directors
For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Sd/-
Deepak Ramchandra Suryavanshi
Company Secretary & Compliance Officer
ACS: 27641

NOTES:

1. Pursuant to various circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, and other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (together referred to as "applicable provisions"), companies are allowed to hold EGM through Video Conference (VC) or Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be the deemed venue for the EGM.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Ordinary/ Special Business(es) to be transacted at the Extra Ordinary General Meeting of the Company (the "Meeting" or "EGM") is annexed hereto.

3. Since the EGM is being held in accordance with the Circulars through VC / OAVM, the facility for the appointment of proxies by the members will not be available. However, pursuant to Section 112 and Section 113 of the Act, representatives of the shareholders such as the President of India or the Governor of a State or body corporate can attend the EGM through VC / OAVM and cast their votes through e-voting.

4. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

5. Members are informed that in case of joint holders attending the EGM, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from Depositories in respect of such joint holding will be entitled to vote, provided the votes are not already cast by remote e-voting.

6. The Members can join the EGM through VC/OAVM thirty (30) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Members (2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors of the Company etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Members of the Company under the category of 'Institutional Investor' are encouraged to attend the Meeting and to exercise their vote.

7. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / Authorization letter etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EGM. The said resolution / authorization shall be sent by e-mail to cs@qualitypower.co.in. and RTA at arati.bhoga@in.mpms.mufg.com

8. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the

EGM as per Section 103 of the Act.

9. In compliance with the Circulars, the Notice of the EGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the MUFG Intime India Private Limited. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Abhay R. Gulavani, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

11. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect such documents can send an email to cs@qualitypower.co.in mentioning their name, Demat account number/folio number, e-mail id and mobile number.

12. Members holding shares either in physical or dematerialised mode, as on cut-off date, i.e., October 12, 2026, may cast their votes electronically. The e-voting period commences on Friday, October 16, 2026, (9:00 a.m. IST) and ends on Sunday, October 18, 2026 (5:00 p.m. IST). The e-voting module will be disabled by MUFG Intime thereafter. Members will not be allowed to vote again on any resolution on which a vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. October 12, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

13. The facility for voting during the EGM will also be made available. Members present in the EGM through VC / OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com . Members may follow the process detailed below for registration of email ID to obtain the report.

15. Members may also note that the Notice of the EGM will also be available on the Company's website at, www.qualitypower.com websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively and RTA at www.instavote.linkintime.co.in.

16. Members who would like to express their views/ ask questions during the EGM may register themselves as a speaker by sending their request, mentioning the name, Demat account number/folio number, email id, mobile number, at cs@qualitypower.co.in latest by October 12, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EGM for a maximum time of 3 (three) minutes each, once the floor is open for members' queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the EGM.

17. Members who do not wish to speak during the EGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number, to cs@qualitypower.co.in. These queries will be suitably replied to by the Company by e-mail.

18. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the Scrutinizer's Report will be submitted to BSE Limited and National Stock Exchange of India Limited,and will be placed on the Company's website at www.qualitypower.com and on the website of RTA at www.instavote.linkintime.co.in, as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, within the prescribed time.

19. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, October 19, 2026.

20. In terms of the Listing Regulations, transfer of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, has also mandated that listed companies shall, while processing investor service requests pertaining to issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of share certificate, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition etc. issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get inherent benefits of dematerialization, members holding shares in physical form are advised to avail the facility of dematerialization.

21. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - 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) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
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 "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 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.
e) 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.

Google Play | App Store

METHOD 3 - 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
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/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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 on 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:

   A. User ID: Enter User ID
   B. Password: Enter existing Password
   C. Enter Image Verification (CAPTCHA) Code
   D. 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:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

   A. User ID: Enter User ID
   B. 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

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   D. 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 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   E. 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).
   F. Enter Image Verification (CAPTCHA) Code.
   G. 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.mufg.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:

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

Individual 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.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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
- Further Click on **“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/DOI 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 above mentioned 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”.

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

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

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

b) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

c) Select the "Company Name" and register with your following details:

d) 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 Email Id with the DP shall enter the Email Id.

e) 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 at company's registered email address.
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 link "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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 **("Act")**, the following Explanatory Statement sets out the material facts relating to the special business mentioned under Item No. 1 of the accompanying Notice.

Item No. 1: Issuance of equity shares to certain selling shareholders of Winwin Speciality Insulators Limited by way of preferential issue (for consideration other than cash / share swap):

The Company and certain selling shareholders of Winwin Speciality Insulators Limited (**"Win Win"** or **"Target"**) have entered into a Share Purchase Agreement dated September 23, 2026 **("SPA")** in relation to, inter alia, the acquisition by the Company of up to 1,91,95,007 fully paid-up equity shares of Win Win, having a face value of ₹10 each, representing up to 100.00% of the total paid-up equity share capital of Win Win, at an acquisition price of up to ₹141.88 per equity share, for an aggregate consideration of up to ₹272.34 Crores **("Total Consideration")**. The Total Consideration shall be discharged by a combination of issue of equity shares of the Company and cash.

Towards discharge of part of the Total Consideration, the Company proposes to issue and allot up to 10,17,123 fully paid-up equity shares of the Company **("Swap Shares")** to the Selling Shareholders, for consideration other than cash, at an issue price of ₹1,460.00 per equity share, which constitutes a preferential issue of equity shares by the Company in accordance with Chapter V of the SEBI ICDR Regulations **("Preferential Issue")**. The balance consideration of up to ₹123.84 Crores shall be discharged by way of cash and shall be subject to customary adjustment in terms of the SPA.

This resolution is recommended to the members for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosures required in terms of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board of Directors, at its meeting held on September 23, 2026, approved the proposal for the creation, offer, issuance and allotment of up to 10,17,123 fully paid-up equity shares of the Company having face value of ₹10 each **("Swap Shares")**, at an issue price of ₹1,460.00 per equity share, which is not less than the floor price of ₹1,456.40 per equity share determined in accordance with Chapter V of the SEBI ICDR Regulations, for consideration other than cash, to the Selling Shareholders, towards discharge of part of the Total Consideration for the acquisition of equity shares of Win Win in terms of the SPA. The other significant details of the offer are contained in the disclosures below.

Details of the Swap Shares proposed to be issued to the Selling Shareholders are as under:

Sr. No.	Name of the Selling Shareholder of Win Win # $ ^	PAN	No. of equity shares of Win Win to be acquired through swap	Maximum No. of Swap Shares to be issued	Post-preferential shareholding %
1.	Kamesh Yalamarty	AAFPY8626B	64,14,448	6,23,347	0.79%
2.	Aaditya Yalamarty	ABTPY7238C	16,57,114	1,61,036	0.21%
3.	Runa Yalamarty	ABTPY7237P	14,09,592	1,36,982	0.17%
4.	Sridhar Gogula	ANSPG7025J	3,98,010	38,678	0.05%
5.	Yadavalli Vaishnavi Sahithy	AHZPY3955G	49,761	4,836	0.01%
6.	Y Lalitha Ratnam *	AAXPY0529R	2,43,222	23,636	0.03%
7.	Kakulamarri Venkata Sharmila Rao *	BBUPS2786K	1,32,677	12,893	0.02%
8.	Kakulamarri Navya Rao *	CFDPK8355Q	66,355	6,448	0.01%
9.	Y L K Gomathy *	BEEPG3832F	62,187	6,043	0.01%
10.	Kakulamarri Nitya Vasudha *	EFYPK1320G	33,178	3,224	0.00%

Sr. No.	Name of the Selling Shareholder of Win Win # $ ^	PAN	No. of equity shares of Win Win to be acquired through swap	Maximum No. of Swap Shares to be issued	Post-preferential shareholding %
		Total	1,04,66,544	10,17,123	1.30%

 # Allotment to the Selling Shareholders / Proposed Allottee is subject to completion of conditions precedent as specified in the SPA.

** Allotment to the Selling Shareholders / Proposed Allottee is subject to valid accession to the SPA in accordance with the terms therein under.*

$ Since all the proposed allottees are individual hence the requirement for disclosing ultimate beneficiary owner is not required.

^ The Company has obtained copy of PAN cards of all the proposed allottees.

b. The objects of the issue:

To discharge, by way of consideration other than cash, part of the Company's obligation in relation to the acquisition of up to 1,04,66,544 equity shares of Win Win (out of a total of up to 1,91,95,007 equity shares of Win Win being acquired, representing up to 100.00% of its paid-up equity share capital), at an acquisition price of up to ₹141.88 per equity share, in terms of the SPA. The acquisition is proposed to enhance the competitiveness and integrated business model of the Company.

c. Kinds of securities offered, the total number of shares to be issued, the price at which the security is being offered and the amount the Company intends to raise:

The Company proposes to issue and allot, in one or more tranches, up to 10,17,123 fully paid-up equity shares of the Company having face value of ₹10 each, at an issue price of ₹1,460.00 per equity share (comprising a premium of ₹1,450.00 per equity share), which is not less than the floor price of ₹1,456.40 per equity share determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to approximately ₹148.50 Crores. As the Swap Shares are being issued for consideration other than cash (by way of a share swap towards discharge of part of the Total Consideration), the Company will not receive any cash proceeds from the Preferential Issue.

d. Basis on which the price has been arrived at along with report of the registered valuer:

The following provisions of the Act read with the Rules notified thereunder and Chapter V of the SEBI ICDR Regulations prescribe the requirements for determination of the issue price:

i. In terms of Regulation 164(1) of the SEBI ICDR Regulations, the equity shares of the Company have been listed on the Stock Exchanges for a period of more than 90 (ninety) trading days as on the Relevant Date and are frequently traded. In terms of Regulation 164(5) of the SEBI ICDR Regulations, National Stock Exchange of India Limited (being the Stock Exchange having the highest trading volume in the equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date) has been considered for the purpose of pricing. Accordingly, the floor price of ₹1,456.40 per equity share has been determined, being the higher of (i) the 90 trading days' volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date, i.e. ₹1,060.33 per equity share; and (ii) the 10 trading days' VWAP of the equity shares of the Company preceding the Relevant Date, i.e. ₹1,456.40 per equity share.

ii. As the Swap Shares are proposed to be issued for consideration other than cash, a valuation has been undertaken by an independent registered valuer in terms of Regulation 163(3) of the SEBI ICDR Regulations and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, to determine the value of the equity shares of the Company and Win Win for the purpose of the proposed transaction. Based on such valuation, the fair value of the equity shares of Win Win has been determined at up to ₹141.88 per equity share, while the Equity Shares of the Company have been valued for the purpose of determining the applicable issue price and the maximum number of Equity Shares that may be issued as consideration. The floor price of the Equity Shares of the Company has been determined at ₹1,456.40 per Equity Share in accordance with the applicable provisions of the SEBI ICDR Regulations. Accordingly, based on the share-funded portion of the consideration of ₹148.50 crores and the aforesaid floor price, the maximum number of Equity Shares of the Company issuable towards such share-funded consideration is 10,19,635 Equity Shares, calculated by dividing the share-funded portion of the consideration by the applicable floor price and rounding up to the nearest whole share. Accordingly, up to 10,19,635 Equity Shares may be issued and allotted to the Proposed Allottee(s), subject to the terms of the transaction documents and applicable statutory and regulatory approvals..

iii. Regulation 166A(1) of the SEBI ICDR Regulations requires a valuation report from an independent registered valuer where a preferential issue results in a change in control or allotment of more than 5% of the post-issue fully diluted share capital of the issuer to an allottee or to allottees acting in concert. The Preferential Issue does not result in a change in control of the Company, and the aggregate allotment under the Preferential Issue is up to 1.30% of the post-issue capital, i.e. not more than 5% of the post-issue fully diluted share capital to any allottee or to allottees acting in concert. Accordingly, the requirement of a valuation report under Regulation 166A(1), and consequently the requirement of a reasoned recommendation from a committee of independent directors under Regulation 166A(2), of the SEBI ICDR Regulations is not applicable.

iv. As per Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis shall not be less than the price determined on the basis of the valuation report of a registered valuer.

The valuation has been performed by CA Aman Bansal, an independent registered valuer (IBBI Registration No. IBBI/RV/06/2025/15829 vide valuation report dated September 23, 2026. A copy of the valuation report is/shall be available for inspection by the Members and hosted on the Company's website at https://qualitypower.com/wp-content/uploads/2026/09/Signed_Report_Quality_Power.pdf

e. Name and address of the valuer who performed the valuation:

The valuation has been performed by CA Aman Bansal, an independent registered valuer having IBBI Registration No. IBBI/RV/06/2025/15829 . Address: A-23, Sector -16, Noida - 201301.

f. The price or price band at/within which the allotment is proposed:

The Swap Shares are proposed to be issued and allotted at an issue price of ₹1,460.00 per equity share.

g. Relevant Date with reference to which the price has been arrived at:

The Relevant Date for the purpose of determination of the floor price for the Preferential Issue, in terms of Regulation 161 read with the explanation thereto of Chapter V of the SEBI ICDR Regulations and other applicable laws, is Friday, September 18, 2026, being the date preceding Saturday, September 19, 2026 (which is a weekend/holiday) and being the date 30 (Thirty) days prior to the date on which this Extra-Ordinary General Meeting is proposed to be held to consider and approve the Preferential Issue.

h. The class or classes of persons to whom the allotment is proposed to be made:

The Swap Shares are proposed to be issued and allotted to the Selling Shareholders of Win Win, being the persons named in the table under disclosure (a) above, who shall hold the Swap Shares in the Company under the 'public shareholders' category.

i. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

The promoters, directors, key managerial personnel and senior management of the Company do not intend to subscribe to the Preferential Issue. The Swap Shares are proposed to be issued and allotted only to the Selling Shareholders of Win Win named herein.

j. The proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Swap Shares shall be allotted by the Company to the Selling Shareholders in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by the members of the Company, provided that, where the issue and allotment of the said Swap Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchanges), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

k. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, and the percentage of post-preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Allottee # $ ^	Ultimate Beneficial Owner (UBO)	Max. No. of Swap Shares	Pre-issue holding %	Post-issue holding %
1.	Kamesh Yalamarty	Not applicable	6,23,347	Nil	0.79%
2.	Aaditya Yalamarty	Not applicable	1,61,036	Nil	0.21%
3.	Runa Yalamarty	Not applicable	1,36,982	Nil	0.17%
4.	Sridhar Gogula	Not applicable	38,678	Nil	0.05%
5.	Yadavalli Vaishnavi Sahithy	Not applicable	4,836	Nil	0.01%
6.	Y Lalitha Ratnam *	Not applicable	23,636	Nil	0.03%
7.	Kakulamarri Venkata Sharmila Rao *	Not applicable	12,893	Nil	0.02%
8.	Kakulamarri Navya Rao *	Not applicable	6,448	Nil	0.01%

Sr. No.	Name of the Proposed Allottee # $ ^	Ultimate Beneficial Owner (UBO)	Max. No. of Swap Shares	Pre-issue holding %	Post-issue holding %
9.	Y L K Gomathy *	Not applicable	6,043	Nil	0.01%
10.	Kakulamarri Nitya Vasudha *	Not applicable	3,224	Nil	0.00%
		Total	**10,17,123**	**Nil**	**1.30%**

 # Allotment to the Selling Shareholders / Proposed Allottee is subject to completion of conditions precedent as specified in the SPA.

** Allotment to the Selling Shareholders / Proposed Allottee is subject to valid accession to the SPA in accordance with the terms therein under.*

$ Since all the proposed allottees are individual hence the requirement for disclosing ultimate beneficiary owner is not required.

^ The Company has obtained copy of PAN cards of all the proposed allottees.

l. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The Preferential Issue will not result in any change in control of the Company. The Selling Shareholders shall be classified under the 'public shareholders' category post-allotment.

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

The Company has not made any allotment of securities on a preferential basis during the current financial year 2026-2027 prior to the date of this Notice.

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

The Swap Shares are proposed to be allotted to the Selling Shareholders for consideration other than cash, in discharge of part of the Company's obligation towards the acquisition of up to 1,04,66,544 equity shares of Win Win in terms of the SPA. As required under Regulation 163(3) of the SEBI ICDR Regulations, a valuation for the purpose of the said allotment for consideration other than cash has been undertaken by CA Aman Bansal, an independent registered valuer (IBBI Registration No. IBBI/RV/06/2025/15829) vide valuation report dated September 23, 2026, a copy of which is/shall be available for inspection by the Members and hosted on the Company's website at https://qualitypower.com/wp-content/uploads/2026/09/Signed_Report_Quality_Power.pdf

o. The pre-issue and post-issue shareholding pattern of the Company:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of the Swap Shares to be issued on a preferential basis) is set out below:

*(Data as on Friday, September 18, 2026)**

Category of Shareholders	Pre-issue		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
(A)Promoter & Promoter Group				
1. Indian				
a. Individuals / HUF	**3,84,80,460**	**49.69**	**3,84,80,460**	**49.04**
b. Central / State Government	-	-	-	-
c. Financial Institutions / Banks	-	-	-	-
d. Bodies Corporate	-	-	-	-
e. Promoters Trusts	**1,87,59,000**	**24.22**	**1,87,59,000**	**23.91**
f. Person Acting in Concert	-	-	-	-
2. Foreign	-	-	-	-
Total Promoter/ Promoter Group (A)	**5,72,39,460**	**73.91**	**5,72,39,460**	**72.95**
(B)Public Shareholders				
1. Institutions	91,44,572	11.81	91,44,572	11.65
2. Central / State Government	-	-	-	-
3. Non-Institutions	1,10,60,068	14.28	1,20,77,191	15.40
Total Public Shareholding (B)	**2,02,04,640**	**26.09**	**2,12,21,763**	**27.05**
TOTAL (A+B)	**7,74,44,100**	**100.00**	**7,84,61,223**	**100.00**

*Since BENPOS was Saturday, September 19, 2026 is not applicable/available being a weekend, the BENPOS for Friday, September 18, 2026 is relied upon.

The above post issue shareholding pattern is presented, assuming completion of allotment of Swap Shares.

p. The current and proposed status of the allottees post the preferential issue, namely, promoter or non-promoter:

Currently, the Selling Shareholders do not hold any equity shares in the Company and do not form part of the promoters or promoter group of the Company. Post-allotment of the Swap Shares under the Preferential Issue, the Selling Shareholders shall be classified under the 'public shareholders' category.

q. Lock-in period:

The Swap Shares proposed to be issued shall be subject to lock-in in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential shareholding of the Selling Shareholders, if any, shall be locked-in in accordance with Regulation 167(6) of the SEBI ICDR Regulations, from the Relevant Date until the expiry of 90 trading days from the date of trading approval.

r. Listing:

The Swap Shares proposed to be allotted under the Preferential Issue shall be listed and admitted for trading on the Stock Exchanges viz. NSE and BSE, where the existing equity shares of the Company are listed, subject to the receipt of requisite approvals. Such Swap Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including voting rights and dividend.

s. Practicing Company Secretary's Certificate:

As required under Regulation 163(2) of the SEBI ICDR Regulations, a certificate dated September 23, 2026 issued by CS Shreyansh M Jain, Practicing Company Secretary, (M No F7105), CP No 7690, M D Baid & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with Chapter V of the SEBI ICDR Regulations, shall be placed before the meeting of the members and is/shall be hosted on the Company's website at https://qualitypower.com/wp-content/uploads/2026/09/COMPLIANCE-CERTIFICATE.pdf

t. Undertakings / Confirmations:

1. The Company is eligible to undertake the Preferential Issue in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

2. The Company undertakes that it is listed on the Stock Exchanges viz. NSE and BSE, and the equity shares of the Company are frequently traded in accordance with the SEBI ICDR Regulations.

3. None of the promoters and/or directors of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

4. None of the Selling Shareholders is a fugitive economic offender as defined under the SEBI ICDR Regulations.

5. Neither the Company nor any of its promoters and/or directors has been declared as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

6. The Selling Shareholders have confirmed that none of them has sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

7. As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the securities to be allotted under the Preferential Issue in terms of the SEBI ICDR Regulations if it is required to do so; and if the amount payable on account of such re-computation is not paid within the time stipulated in the SEBI ICDR Regulations, the securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

8. Principal terms of assets charged as securities: Not applicable.

9. Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects: None

10. None of the Company, its Directors or Promoter have been declared as wilful defaulter by any bank or financial institutions or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

11. There are no dues payable by the Company to SEBI, the Stock Exchanges or the depositories.

12. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement / SEBI Listing Regulations with the Stock Exchanges where the equity shares of the Company are listed.

13. The Company has obtained the Permanent Account Numbers of the Selling Shareholders.

14. The Company shall make application seeking in-principle approval to the Stock Exchanges in compliance with the SEBI ICDR Regulations and the Stock Exchange approval checklist.

15. The Preferential Issue is in compliance with the Act, Chapter V of the SEBI ICDR Regulations and any other applicable rules/regulations/guidelines prescribed by any regulatory authority.

16. The Selling Shareholder have not sold equity shares of the Company in the 90 trading days preceding the Relevant Date.

17. The Board has appointed CS Abhay R Gulavani (CP: 10741), Practicing Company Secretary, Sangli as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

18. All documents referred to in the resolution shall be posted on the website of the Company at www.qualitypower.com and will be available for inspection in accordance with the applicable laws.

The approval of the members is being sought to enable the Board to issue and allot the Swap Shares on a preferential basis, to the extent and in the manner set out in the resolution and this Explanatory Statement. In terms of Section 42 and Section 62(1)(c) of the Act read with the rules made thereunder, Regulation 160(b) of the SEBI ICDR Regulations and Chapter V of the SEBI ICDR Regulations, the Preferential Issue requires the prior approval of the members of the Company by way of a special resolution. The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its members.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, all related parties shall not vote to approve resolutions for material related party transactions, irrespective of whether the entity is a related party to the particular transaction or not. However, Regulation 2(1)(zc) of the SEBI Listing Regulations, which defines related party transactions, excludes the issuance of specified securities on a preferential basis. Accordingly, the issuance of the Swap Shares through the Preferential Issue does not constitute a related party transaction, and therefore all members, including related parties, are permitted to vote on the resolution for such issuance.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any. The Selling Shareholders are deemed to be interested in the resolution to the extent of the Swap Shares proposed to be allotted to them.

The Board of Directors recommends passing of the special resolution set out at Item No. 1 of the accompanying Notice for the approval of the members of the Company.

Item No. 2: Raising funds by issue of Equity Shares through Qualified Institutions Placement:

The Company has been pursuing opportunities for its growth. This would require additional resources including funds to be available and to be allocated, from time to time. It would be therefore prudent for the Company to have the requisite approvals in place for meeting the fund requirements of the Company towards the growth opportunities in its existing area of business or to leverage synergies. This would also help the Company to take quick and effective action to capitalize on the opportunities.

The Board of Directors at its meeting held on [•] [Note: Company to include the date.] has approved and recommended to the shareholders of the Company to give their consent through special resolution to the Board of Directors or Committee of the Board to raise funds through issuance of shares / securities by way of qualified institutions placement as mentioned in the resolution, to eligible qualified institutional buyers, at a price to be determined in accordance with the ICDR Regulations or as per applicable rules and regulations, for raising of the funds aggregating up to Rs. 700 Crores (Rupees Seven Hundred Crores)

The Company shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue) ("Net Proceeds") at various stages, towards one or more, or a combination of the following:

1. Prepayment / repayment, of certain or all existing and/or future borrowings / financial and debt obligations, including any interest accrued thereon, of Company and/or its subsidiaries, in part of in full;
2. Capital expenditure requirements of our Company;
3. Working capital requirements of our Company;
4. Supporting growth opportunities, including through organic and inorganic acquisitions, and for exploring and achieving various avenues for expansion directly or through subsidiaries, and/or
5. Funding inorganic growth through unidentified acquisitions and general corporate purpose, provided that not more than 25%, or such other portion as may be permissible, of the proceeds of the Issue shall be utilized towards general corporate purposes

The aforementioned objects are dependent on a variety of factors such as timing of completion of the Issue, budgets, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations, market conditions and other external factors etc., which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The issue price, timing and detailed terms and conditions of the Issue shall be finalized by the Board, in consultation with lead manager, advisor and such other authorities and intermediary, as may be required to be consulted and in due considerations of prevailing market conditions and relevant factors and in the interest of the Company.

In terms of applicable circulars of the BSE Limited, the National Stock Exchange of India Limited in this regard as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), (a) the details for deployment of the net proceeds, as approved by the Board thereof, will be specifically mentioned in the preliminary placement document and placement document and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such issue. If the size of the Issue exceeds ₹ 100 Crore (Rupees One Hundred

Crore only) or such other amount as may be prescribed under applicable law, a monitoring agency registered with the Securities and Exchange Board of India will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized, in accordance with the ICDR Regulations.

In terms of the relevant circular issued by BSE and NSE, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue proceeds are not utilized (in full or in part) for the Objects and during the period stated above due to any such factors, the remaining Issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose or adjustment inter se of the objects as mentioned above and from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments, creditworthy instruments, money market mutual funds, liquid fund, deposits in scheduled commercial banks, securities issued by government of India, or any other investments as permitted under applicable laws.

Maximum number of securities to be issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares / Securities through QIPs as mentioned in the resolution would be aggregating up to Rs. 700 Crores .

The management is in the process of identifying the quantum and type of securities to be issued and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, post Issue shareholding, shareholding pattern etc are not provided. The proposal, therefore, seeks to confer upon the Board, the discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the investors number and types of securities to be issued and allotted to each such investor, in accordance with the provisions of the ICDR Regulations / applicable laws.

As and when the Board decides on relevant material information or terms of the Issue / matter referred to in the resolution and explanatory statement, same will be disclosed in placement document / Offer Document or disclosed to the Stock Exchanges or on website of the Company, as may be necessary as per the Act, ICDR Regulations or Listing Regulations. Stakeholders may refer to such material information, disclosures and details to the extent relevant or read the same along with the details mentioned herein. Documents referred to in this explanatory statement / resolution including placement documents shall be made available on website of the Company, as may be necessary under applicable laws.

As the pricing of the Issue cannot be decided except at a later stage, it is not possible to state upfront price of the Securities to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

For the issuance of the Securities undertaken by way of qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the ICDR Regulations or other applicable law from time to time; (b) the pricing of the

Securities that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations, the Act and other applicable law, provided that the Company may offer a discount of not more than 5% (five per cent) on such floor price or such other discount as may be permitted under the ICDR Regulations and other applicable law; (c) the 'relevant date' for the purpose of pricing the Securities shall be: (i) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the Issue; and/ or (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board; (d) the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company; (e) no partly paid-up Securities will be issued/allotted; (f) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations; (g) no single allottee shall be allotted more than 50% of the total Issue size or such other limits as may be prescribed under applicable law and the minimum number of allottees shall be in accordance with ICDR Regulations and other applicable law; (h) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; (i) the Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s) or except as may be permitted under the ICDR Regulations and other applicable law from time to time; (j) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; (k) the tenure of the convertible or exchangeable Securities issued through the Issue shall not exceed such period as permissible under applicable law and (l) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis.

Issue Price:

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the ICDR Regulations or other applicable laws. In the event of a QIP, pricing shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the ICDR Regulations, provided that the Board or a Committee thereof may offer a discount of not more than five per cent on the price so calculated in accordance with the ICDR Regulations or such other permissible limit. As per the current statutory provisions, the price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date.

The Issue may be consummated through single or multiple offer documents, in one or more tranches, at such price, at a discount or premium in such manner as the Board may decide taking into consideration prevailing market conditions, relevant factors and wherever necessary in consultation with the Lead manager and other agencies in accordance with applicable law.

Relevant Date:

As per the ICDR Regulations, the relevant date shall mean the date of the meeting in which the Board or committee decides to open the proposed Issue.

Intention of the promoters, directors, key managerial personnel to subscribe to the Issue:

None of the Directors, Promoters / Promoter Group, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Issue.

Class of persons to whom the offer will be made:

The Equity shares / Securities will be offered and allotted to such investors, being QIBs as defined under the SEBI ICDR Regulations, who are eligible to acquire / subscribe to the same in accordance with the applicable laws, rules, regulations and guidelines.

Change in control:

There will be no change in the composition of the Board, and no change in the control and management of the Company consequent to the proposed Issue.

Listing:

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board takes a decision on matters which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other Disclosures:

The Company complies with the requirements of Chapter VI of the ICDR Regulations regarding the Issue.

As explained hereabove, further terms for the Issue will be determined by the Board in consultation with the advisors or lead managers, as may be necessary considering the prevailing market conditions, in accordance with the applicable law and other relevant factors. Pursuant to applicable provisions including section 62 of the Companies Act 2013, SEBI Listing Regulations and applicable laws, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members unless the members decide otherwise by passing resolution.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares / Securities to the investors, who may or may not be the existing members of the Company. Accordingly, approval of the members of the Company is being sought pursuant to the provisions of the ICDR Regulations, SEBI Listing Regulations, and applicable provisions of the Act, by way of passing special resolution.

The Board of Directors believe that the proposed Issue is in the best interest of the Company and its Members and, therefore, recommend the resolution set out in the Notice for approval by the Members of the Company as a Special Resolution.

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

Item No. 3: To consider and approve Related Party Transaction(s) between (a) the Company and (b) the Promoters and the members of the Promoter Group of the Company:

The Company proposes to enter into and/or continue to enter into contract(s) / transaction(s) / arrangement(s) for availing borrowings by way of unsecured loans, together with repayment thereof and payment of interest thereon, with Mr. Bharanidharan Pandyan, Joint Managing Director and Promoter of the Company. The proposed unsecured loans are intended to support the Company's proposed expansion and business activities and provide financial flexibility for its funding requirement.

As the aggregate value of the proposed transaction(s) exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations, prior approval of the Members is being sought for availing unsecured loan(s) from the aforesaid related parties for an aggregate principal amount not exceeding Rs. 175,00,00,000/- (Rupees One Hundred Seventy-Five Crore only), for a tenure of 11 (Eleven) years from the date of the respective disbursement(s), including a moratorium period of 1 (One) year, on the terms and conditions set out herein.

Accordingly, approval of the Members is being sought for the proposed Related Party Transactions, as set out in the Resolution forming part of this Notice.

The proposed transactions have been considered and approved by the Audit Committee and the Board of Directors of the Company, in accordance with the applicable provisions of law and the Company's Related Party Transaction Policy.

The requisite information and disclosures in relation to the proposed Related Party Transactions, in accordance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are set out below.

Mr. Pandyan being the proposed Related Party, and the respective relatives of the said individual Related Parties, are concerned or interested, financially or otherwise, in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

In terms of Regulation 23(4) of the SEBI LODR Regulations, the votes cast by the related parties of the Company, whether or not such related parties are parties to the particular transaction, shall not be counted for the purpose of approving the aforesaid Resolution.

Therefore, the Board accordingly recommends the Resolution as set out in Item No. 19 of this Notice as an Ordinary Resolution.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 ("SEBI Master Circular") dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

Sr. No.	**Particulars of the information**	**Information provided by the Management**
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	As given in Annexure A
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	As given in Annexure A
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the	The proposed material Related Party Transaction has been approved by the Audit Committee and the Board of Directors

	proposed transaction to the shareholders for approval.	recommends the proposed transaction to the Members of the Company for their approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not applicable
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.	Not applicable. No information has been redacted from the disclosures provided to the Members.
7.	Any other information that may be relevant	No other information is considered relevant for the proposed transaction

Annexure A

Minimum Information to be provided to the Audit Committee for approval (including ratification) of RPTs.

Sr. No	Particulars of the information	Information provided by the management
	Name of the Company / Subsidiary entering into transaction	Quality Power Electrical Equipments Limited
A	Details of related party transactions	Unsecured borrowing
A(1)	**Basic details of the related party**	
1	Name of the related party	Mr Bharanidharan Pandyan, Joint Managing Director and Promoter of the Company
2	Country of incorporation of the related party	Country of residence is India
3	Nature of business of the related party	Not Applicable
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Pandyan is a Joint Managing Director and Promoter of the Company
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable

	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	36.96% of equity shareholding in Quality Power Electrical Equipments Limited
A(3)	**Details of previous transactions with the related party**	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Rs. 2,24,30,000/- (Rupees Two Crore Twenty – Four Lakhs Thirty Thousand Only) with Company. Rs. 30,50,000/- (Rupees Thirty Lakh Fifty Thousand Only) with subsidiary Company.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 54,80,000/- (Fifty-Four Lakhs Eighty Thousand Only)
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Borrowings of Rs. 175,00,00,000 (Rupees One Hundred Seventy - Five Crore only) by way of unsecured loans for a tenure of 11 (Eleven) years, including a moratorium period of 1 (One) year together with repayment thereof and payment of interest at 9 % per annum.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render	Yes. Since the annual consolidated turnover of the listed entity is less than Rs. 2,00,00,00,00,000 (Rupees Twenty Thousand Crore Only), the applicable materiality threshold is 10% of the annual consolidated turnover. Accordingly, 10% of the annual consolidated turnover works out to approximately Rs. 94,72,74,000/- (Rupees Ninety-Four Crore Seventy-Two Lakhs Seventy – Four Thousand Only). Since the proposed transaction

	the proposed transaction a material RPT?	value is Rs.175,00,00,000 (Rupees One Hundred Seventy-Five Crore Only), the proposed transaction independently exceeds the applicable materiality threshold and is therefore a material related party transaction.	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 184.74% of the Annual Turnover for the immediately preceding financial year i.e., FY 2025- 26.	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable	
6	Financial performance of the related party for the immediately preceding financial year Explanations: The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Not Applicable	
	Financial Year	Not Applicable	**FY 2025-26 (Last Audited Financial Statements) (Amt in INR Lakhs)**
	• Turnover	Not Applicable	Not Applicable
	• Profit After Tax	Not Applicable	Not Applicable

	• Net worth	Not Applicable	Not Applicable
A(5)	**Basic details of the proposed transaction**		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings by way of unsecured loans for a tenure of 11 (Eleven) years, including a moratorium period of 1 (One) year together with repayment thereof and payment of interest at 9 % per annum – Rs. 175,00,00,000 (Rupees One Hundred Seventy - Five Crore only)	
2	Details of each type of the proposed transaction	The Company proposes to avail unsecured loan(s) from Promoter of the Company, being related parties, for an aggregate principal amount not exceeding Rs. 175,00,00,000 (Rupees One Hundred Seventy-Five Crore only). The loan(s) shall have a tenure of 11 (Eleven) years from the date of the respective disbursement, including a moratorium period of 1 (One) year, and shall carry interest at the rate of 9% (Nine per cent) per annum. Repayment of the principal amount together with the applicable interest shall commence upon expiry of the moratorium period and shall thereafter be made in such instalments and on such dates as may be mutually agreed in writing between the Company and the Lender, subject to the overall tenure, maturity, interest rate and other material terms approved by the Audit Committee and the shareholders, as applicable. The funds are proposed to be utilised towards the Company's funding requirements, including business expansion and diversification, capital expenditure, working capital requirements and other general corporate purposes.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	11 (Eleven) years, including a moratorium period of 1 (One) year	
4	Whether omnibus approval is being sought?	No	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The entire loan amount of up to Rs. 175,00,00,000 Rupees One Hundred Seventy-Five Crore only) is proposed to be disbursed in one tranche during FY 2026-27. Accordingly, the value of the proposed transaction for FY 2026-27 shall be up to Rs. 175,00,00,000 Rupees One Hundred Seventy-Five Crore only). No further disbursement of the principal amount is presently proposed in subsequent financial years. Repayment of the principal together with applicable interest shall be made in accordance with the agreed terms and repayment schedule.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to Para A(5)(2) above.	
7	Details of the promoter(s)/ director(s) / key managerial personnel	All the Promoters of the Company are interested in the proposed transactions, directly and / or indirectly, as applicable.	

	of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	No
B	**Details for specific transactions**	**Borrowings by the listed entity or its subsidiary**
B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
1	Material covenants of the proposed transaction	The proposed borrowings shall be unsecured and shall be availed from Mr. Bharanidharan Pandyan the Promoter of the Company. The aggregate principal amount of such borrowings shall not exceed Rs. 175,00,00,000 (Rupees One Hundred Seventy-Five Crore only). The loan(s) shall have a tenure of 11 (Eleven) years from the date of the respective disbursement(s), including a moratorium period of 1 (One) year, and shall carry interest at the rate of 9% (Nine per cent) per annum. The loan(s) shall be availed, serviced and repaid on an arm's length basis and in accordance with the agreed repayment schedule and other commercial terms, as may be mutually agreed between the Company and the respective lender(s), subject to applicable laws and the approvals obtained by the Company.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	9% per annum.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	The cost of borrowing shall comprise interest at the rate of 9% (Nine per cent) per annum on the outstanding principal amount of the unsecured loan(s), together with any other incidental costs, charges or expenses, if any, directly attributable to the borrowing, in accordance with the terms of the respective loan arrangement and applicable laws.
4	Maturity / due date	The unsecured loan shall have a tenure of 11 (Eleven) years from the date of disbursement, including a moratorium period of 1 (One) year, and shall be repayable in accordance with the

		repayment schedule mutually agreed between the Company and the respective lender.
5	Repayment schedule & terms	Repayment of the principal amount together with the applicable interest shall commence upon expiry of the moratorium period and shall thereafter be made in such instalments and on such dates as may be mutually agreed in writing between the Company and the Lender, subject to the overall tenure, maturity, interest rate and other material terms approved by the Audit Committee and the shareholders, as applicable.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Please refer to Para A(5)(2) above.
C	**Details for specific transactions**	**Borrowings by the listed entity or its subsidiary**
C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	
	a. Before transaction	0.03
	b. After transaction	0.48
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	
	a. Before transaction	58.71
	b. After transaction	3.50

Date: 23rd September 2026
Place: Sangli

By Order of the Board of Directors
For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

Registered Office:

Plot No L-61, M.I.D.C. Kupwad Block,
Sangli, Maharashtra 416 436
CIN: L31102PN2001PLC016455
Website: www.qualitypower.com

Sd/-
Deepak Ramchandra Suryavanshi
Company Secretary & Compliance Officer
ACS: 27641