

Date: August 20, 2025

To,
The National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Dear Sir/ Madam,

Sub: Submission of Notice of 15th Annual General Meeting.

Ref.: Quadpro ITeS Limited (Security Id.: QUADPRO; ISIN: INE0GOJ01027)

We wish to inform you that the 15th Annual General Meeting of the Company will be held on Saturday, September 13th, 2025 at 10:00 A.M. IST through Video Conferencing (VC) or Other Audio-Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 15th Annual General Meeting.

We have attached herewith the Notice of 15th Annual General Meeting of our Company for kind perusal of Stakeholders.

The Integrated Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at <https://www.quadpro.co.in>

We would further like to inform that the Company has fixed Saturday, September 6, 2025 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

For, **Quadpro ITeS Limited**

Sandeepkumar Vishwanath Agrawal
Chairman & Managing Director
DIN: 02566480

Encl: Notice of AGM

NOTICE FOR 15th ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth (15th) Annual General Meeting (AGM) of the Members of Quadpro ITeS Limited ("the Company") will be held on Saturday, September 13, 2025 at 10.00 a.m. IST through two-way Video Conferencing ('VC') facility or other audio-visual means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To consider, receive, and adopt;

- (a) the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2025 and together with the Reports of the Board of Directors and Auditors thereon ;

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**;

"RESOLVED THAT the audited financial statement of the Company for the financial year ended on 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To Appoint a Director in Place of Mr. Abhishek Sandeepkumar Agrawal (DIN: 07613943), who retires by rotation and being eligible, offers himself for re-appointment:

Explanation: Based on the terms of appointment, executive directors and the non-executive directors (other than Independent Directors) are subject to retirement by rotation. Mr. Abhishek Sandeepkumar Agrawal (DIN: 07613943), being the longest-serving member and who is liable to retire, being eligible, seeks reappointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Abhishek Sandeepkumar Agrawal (DIN: 07613943) who retires by rotation, be and is hereby reappointed as a Non- Executive Director, who is liable to retire by rotation."

3. To consider and if thought fit, approve the appointment of M/s. Aditya Deora & Co, Chartered Accountants (FRN: 139144W) as Statutory Auditors of the Company for a period of five years and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, M/s. Aditya Deora & Co, Chartered Accountants (Firm Registration No. 139144W) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Deora Maheshwari & Co., Chartered Accountants (Firm Registration No. 123009W), the retiring Statutory Auditors who had shown their unwillingness for being appointed for second term, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the AGM of the Company to be held in the year 2030 on such remuneration as recommended by the Audit Committee and approved by the by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESSES:

4. To consider, and, if thought fit, approve the re-appointment of Mr. Siddharth Sampatji Dugar (DIN: 07703369) as an Independent Director (Non-Executive) of the Company to hold office for a second term of 5 (Five) years commencing from April 09, 2026 upto April 08, 2031 and to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions of the Act including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Siddharth Sampatji Dugar (DIN: 07703369) who was appointed as Non- Executive Independent Director of the Company to hold office for his first term of 5 (five) consecutive years w.e.f. April 09, 2021, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from April 09, 2026 and ending on April 08, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, issuance of the appointment letter to Mr. Siddharth Sampatji Dugar, and carrying out all other necessary actions in connection therewith."

5. **To consider, and, if thought fit, approve the re-appointment of Mrs. Bhoomika Aditya Gupta (DIN: 02630074) as an Independent Director (Non-Executive) of the Company to hold office for a second term of 5 (Five) years commencing from July 30, 2026 upto July 29, 2031 and to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions of the Act including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Bhoomika Aditya Gupta (DIN: 02630074) who was appointed as Non- Executive Independent Director of the Company to hold office for her first term of 5 (five) consecutive years w.e.f. July 30, 2021, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from July 30, 2026 and ending on July 29, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, issuance of the appointment letter to Mrs. Bhoomika Aditya Gupta, and carrying out all other necessary actions in connection therewith."

6. **To consider, and, if thought fit, approve amendment in Clause IV of Memorandum of Association ("MOA") of the company as per the provisions of the Companies Act, 2013 and to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, and 15 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other necessary statutory approvals, if any, the consent of the Members be and is hereby accorded for effecting the alteration and amendment in the Memorandum of Association (MoA) of the Company as follows:

1. **Existing Clause IV - Liability Clause** is substituted with the following clause:

Clause IV: "The liability of the members is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Executive Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs and submitting documents with any other relevant authority, to give effect to this Resolution and for matters connected therewith or incidental thereto."

7. **To consider, and, if thought fit, approve advancement of any loan / financial assistance /give guarantee/provide security/ letter of comfort/letter of support under Section 185 of the Act and to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members be and is hereby accorded to the Board of directors (which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) and/or letter of support/letter of comfort in connection with any Loan or financial assistance taken/to be taken/availed/to be availed by any entity, which is a subsidiary or associate or joint venture or group entity of the Company or any other entity/person in which any of the Directors of the company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 10 Crores (Rupees Ten crores Only) during any financial year, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, of the Company be and are hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Registered Office :

S-3, Second Floor 53 to 58,
Sri Chakravarthy Complex, V V Puram,
Sajjan Rao Circle, Bangalore. Karnataka 560004 IN.

For and on behalf of Board of Directors

Quadpro ITeS Limited

CIN: L67190KA2010PLC055750

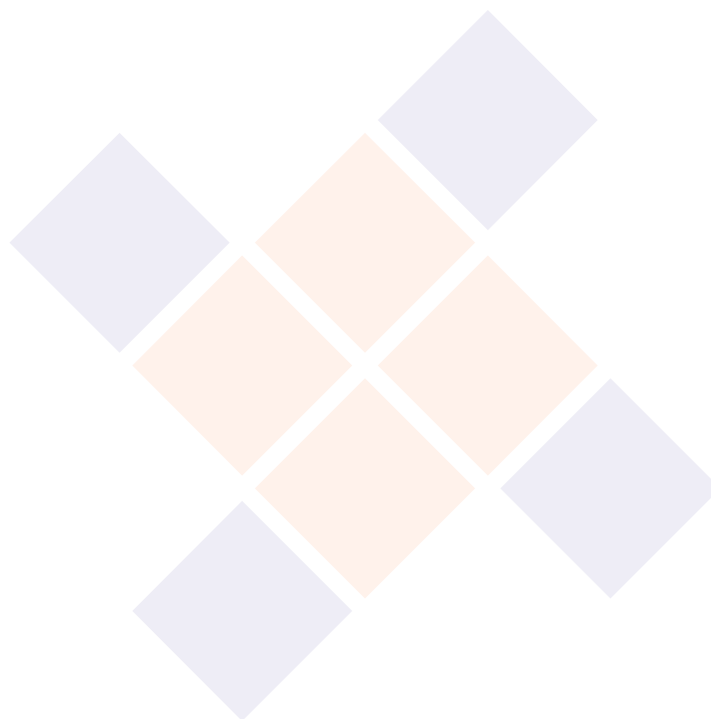
Date : August 14, 2025

Place : Bangalore

Sandeepkumar Vishwanath Agrawal

Chairman and Managing Director

DIN 02566480



IMPORTANT NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and latest being 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 15th Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 14 and available at the Company's website: <https://www.quadpro.co.in/>.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
3. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification / Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
8. Pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate members intending for their authorised representatives to attend the meeting are requested to send to the Company, on quadpro.cs@gmail.com. with a copy marked to scsandcollp@gmail.com and evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorising their representative to attend and vote on their behalf at the meeting.
9. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.quadpro.co.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.
13. Process and manner for Members opting for voting through Electronic means:
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 06, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 06, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Wednesday, September 10, 2025 at 9.00 a.m. and will end on Friday, September 12, 2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Saturday, September 06, 2025 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 06, 2025.
 - vii. The Company has appointed M/s. SCS & Co LLP, Practising Company Secretaries (Membership No. ACS:41942 ; CP No:23630), to act as the Scrutiniser for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.
14. The procedure and instructions for remote e-voting are, as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

The remote e-voting period begins on Wednesday, September 10, 2025 at 09.00A.M. and ends Friday, September 12, 2025 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 6th 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 6th 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request on evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to quadpro.cs@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to quadpro.cs@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at quadpro.cs@gmail.com The same will be replied by the company suitably.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Company	QUADPRO ITES LIMITED S-3, Second Floor 53 to 58, Sri Chakravarthy Complex, V V Puram, Sajjan Rao Circle, Bangalore. Karnataka 560004 IN. Web: www.quadpro.co.in; E-mail: quadpro.cs@gmail.com
Registrar and Transfer Agent	Kfin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032. Tel No.: +91-22-2265 5565
e-Voting Agency & VC/OAVM	Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	M/s. SCS and Co. LLP Email: scsandcollp@gmail.com; TelNo.: +91 79-4005 1702

EXPLANATORY STATEMENT

(pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

For Item No: 3

Statement Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had appointed M/s. Deora Maheshwari and Co. (FRN: 123009W), Chartered Accountant as Statutory Auditors of the Company for a period of 4 years starting from 2021-2022 to 2024-25 at the Annual General Meeting held on July 19, 2021. Accordingly, the present term of M/s. Deora Maheshwari and Co. gets completed on conclusion of the ensuing AGM and they have shown their unwillingness for being appointed for second term.

In this regard, the Board, at its meeting held on August 14, 2025, on the recommendation of the Audit Committee, approved the appointment of M/s. Aditya Deora & Co, Chartered Accountants (Firm Registration No: 139144W) as Statutory Auditors of the Company subject to the approval of the members of the Company, to hold office from the conclusion of the this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in the year 2030 at a remuneration plus applicable taxes and out-of-pocket expenses as recommended and approved by the board of directors of the Company.

The Committee considered various parameters like capability to serve a complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Aditya Deora & Co, Chartered Accountants to be best suited to handle the complexity associated with the audit of the financial statements of the Company.

M/s. Aditya Deora & Co., Chartered Accountants, was established on 1st July 2014 by CA Aditya Pradip Deora (FCA). With a robust foundation of over 11 years of professional excellence, the firm has become a trusted name in audit, tax, and advisory services having an registered office at 301, Videocon Arizona, Near Nav Gujarat College, Usmanpura, Ahmedabad – 380013, Gujarat, India.

Aditya Deora & Co, Chartered Accountants provides services relate to Accounting & Bookkeeping: Maintain accurate financial records, Auditing: Statutory, Internal, and Tax Audits, Taxation: GST, Income Tax, and Compliance Services, Business Advisory: Financial consulting, business planning, and risk assessment, Wealth Management: Investment planning, portfolio management, and financial growth strategies, Regulatory Compliance: Ensuring adherence to all tax and corporate laws.

The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Companies Act, 2013. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Aditya Deora & Co, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI, as required under Regulation 33(1)(d) of LODR.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of this Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of members.

For Item No: 4

The Members at Extra Ordinary general Meeting of the Company held on April 09, 2021, approved the appointment of Mr. Siddharth Sampatji Dugar (DIN: 07703369) as Independent Director (Non-Executive) of the Company to hold office for a period of 5 (five) consecutive years w.e.f. April 09, 2021.

Accordingly, the first term of Mr. Siddharth as Independent Director of the Company is set to expire on April 08, 2026.

Therefore, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on August 14, 2025 had appointed Mr. Siddharth Sampatji Dugar (DIN: 07703369) as Independent Director (Non-Executive) of the Company for the second term of 5 (five) years effective from April 09, 2026, not liable to retire by rotation, which shall be subject to approval of the shareholders of the Company.

The Company has received from Mr. Siddharth: (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Siddharth Sampatji Dugar for the office of Director of the Company.

Brief profile of Mr. Siddharth Sampatji Dugar is as under:

Mr. Siddharth Sampatji Dugar aged 41 years is an Independent Director of the Company. He holds degree of Chartered Accountant from Institute of Chartered Accountants of India. He is having an experience of more than 8 years in Banking. He has almost a decade of working experience in ICICI Bank working across the verticals like Treasury, Global Markets, Strategic and Corporate Risk Management.

The terms and conditions for re-appointment of Mr. Siddharth as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mr. Siddharth are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item no. 4 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. He also possess requisite skills, expertise and competencies in the business restructuring, risk management, regulatory matters and business leadership.

Mr. Siddharth is deemed to be interested in the resolution relating to his re-appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 4 of this Notice.

For Item No: 5

Mrs. Bhoomika Aditya Gupta (DIN: 02630074) was appointed as an Independent Director of the Company by the Members at the 12th Annual General Meeting of the Company held on September 24, 2022, with effect from July 30, 2021 to hold office upto July 29, 2026 and is eligible for re-appointment for a second term of 5 years on the Board of the Company as an Independent Director.

Accordingly, the first term of Mrs. Bhoomika Aditya Gupta as Independent Director of the Company is set to expire on July 29, 2026.

Therefore, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on August 14, 2025 had appointed Mrs. Bhoomika Aditya Gupta (DIN: 02630074) as Independent Director (Non-Executive) of the Company for the second term of 5 (five) years effective from July 30, 2026, not liable to retire by rotation, which shall be subject to approval of the shareholders of the Company.

The Company has received from Mrs. Bhoomika: (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Bhoomika Aditya Gupta for the office of Director of the Company.

Brief profile of Mrs. Bhoomika Aditya Gupta is as under:

Mrs. Bhoomika Aditya Gupta aged 45 years is a Non-Executive Director of the Company. She holds degree of Bachelor of Commerce from Gujarat University. She is having expertise in the field of accountancy and has an experience of more than 5 years, being an Independent Director in professional capacity.

The terms and conditions for re-appointment of Mrs. Bhoomika Aditya Gupta as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mrs. Bhoomika are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. She also possess requisite skills, expertise and competencies in the business restructuring, risk management, regulatory matters and business leadership.

Mrs. Bhoomika is deemed to be interested in the resolution relating to her re-appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 5 of this Notice.

For Item No: 6

The Board of Directors at its meeting held on August 14, 2025 approved the alteration of the Memorandum of Association (MOA) of the Company by amending Clause IV, as mentioned in Item No. 06 of the Notice. The existing Clause IV, which currently states, "The liability of the members is limited," does not fully align with the requirements set forth under the Companies Act, 2013.

Therefore, it is necessary to amend Clause IV to the following:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

The purpose of this amendment is to simplify and clarify the language of the liability clause in accordance with the provisions of the Companies Act, 2013, ensuring compliance with the legal framework.

This alteration requires the approval of the shareholders by way of a Special Resolution, as per Sections 4, 13, and 15 of the Companies Act, 2013. Upon obtaining approval, the necessary filings will be made with the Registrar of Companies to give effect to this change.

None of the Directors or Key Managerial Personnel of the Company, nor their respective relatives, are, in any way, concerned or interested (financially or otherwise) in this resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of the Special Resolution set out in Item No. 06 of the Notice for the alteration of Clause IV of the Memorandum of Association, as it is in the best interests of the Company.

For ITEM No-7

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/ or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in above Resolution.

The Members may note that the Board of Directors thereof would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/ accruals and/ or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest not lower than prevailing yield of Government security of similar tenor by the parties in the best interest of the company and shall be used by the borrowing Company for its principal business activities only.

The above proposal is in the interest of the Company and the Board recommends this Special Resolution as set forth in Item No. 7 of the Notice for approval by the Members of the Company.

Save and except as provided above, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said Resolution except to the extent of their shareholding in the Company, if any.

Registered Office :

S-3, Second Floor 53 to 58,
Sri Chakravarthy Complex, V V Puram,
Sajjan Rao Circle, Bangalore. Karnataka 560004 IN.

For and on behalf of Board of Directors

Quadpro ITeS Limited

CIN: L67190KA2010PLC055750

Date : August 14, 2025

Place : Bangalore

Sandeepkumar Vishwanath Agrawal

Chairman and Managing Director

DIN 02566480

**Annexure to the Notice Details of Director Retiring by Rotation/ Seeking Appointment/
Re-Appointment at the ensuing Annual General Meeting**

**{Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015; Secretarial Standards on General Meetings}**

Name	Abhishek Sandeepkumar Agrawal	Bhoomika Aditya Gupta	Siddharth Sampatji Dugar
Date of Birth	March 6, 1997	September 19, 1980	October 10, 1983
Qualification	Msc in Accounting and Finance	B.COM	CA, B.com
Nationality	Indian	Indian	Indian
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Abhishek Agrawal aged 26 years holds a Master's Degree-MSc in Accounting and Finance from Queen Mary University of London. He has also completed his BSc in Business Management from Queen Mary University as well. While he has four years of experience of studies in London, he has also served various kinds of employment in the United Kingdom. Along with a year long experience as a bookkeeper at KayPlus Ltd in London. His domestic and international network of people in several fields helps him to venture new start-ups into fields like web development outsourcing and other international process outsourcing.	She is having More than 10 years in the field of accountancy and office administration	He is having experience of more than 15 years in multi facet Corporate Finance for varied organizations across Sector.
No. of Shares held as on March 31, 2025	1351500 Equity Shares	NIL	NIL
Terms & Conditions	NA	Re-appointment as an Independent Director for a period commencing from July 30, 2026 to July 29, 2031	Re-appointment as an Independent Director for a period commencing from April 09, 2026 to April 08, 2031
Remuneration Last Drawn (In Lacs)	Rs.00/- p.a.	0.28	0.28
Number of Board Meetings attended during the Financial Year 2024-25	4 out of 4	4 out of 4	4 out of 4
Date of Original Appointment	March 10, 2021	July 30, 2021	April 9, 2021
Date of Appointment in current terms	May 11, 2023	July 30, 2021	April 9, 2021
Directorships held in public companies including deemed public companies	Airan Limited Indifra Limited	Airan Limited Beacon Trusteeship Limited	Airan Limited Indifra Limited Airan Global Private Limited CQUB Infosystems Private Limited
Memberships / Chairmanships of committees of public companies**	Chairmanship : 1 Membership: 4	Chairmanship-1 Membership-5	Chairmanship-2 Membership-5
Inter-se Relationship with other Directors.	Son of Mr. Sandeepkumar Vishwanath Agrawal	None	None
Listed entities from which the person has resigned in the past three years;	NIL	Indifra Limited	None
Information as required pursuant to NSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018	Mr. Abhishek Sandeepkumar Agrawal is not debarred from holding the office of director pursuant to any SEBI order	Mrs. Bhoomika Aditya Gupta is not debarred from holding the office of director pursuant to any SEBI order	Mr. Siddharth Sampatji Dugar is not debarred from holding the office of director pursuant to any SEBI order

Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether Listed or not)