**QUESSENTIALS LIMITED**
**CIN: U15119AP2017PLC106046**
Registered Office: Plot No. 20, 4th Phase, KIADB Industrial Area,
Malur, Kolar Dist. 563130.
Email: krishnakanth@quinoaguru.com, Phone No: 98861 94544

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE THE MEMBERS OF QUESSENTIALS LIMITED (CIN: U15119AP2017PLC106046) IN THEIR THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON MONDAY, MAY 04, 2026 AT 10.00 AM HELD REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 20, 4TH PHASE, KIADB INDUSTRIAL AREA, MALUR, KOLAR DIST. 563130.**

**ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER) AND SALE OF EQUITY SHARES OF THE COMPANY BY WAY OF AN OFFER FOR SALE.**

"**RESOLVED THAT** in terms of Sections 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company as its sole discretion, the consent of the members be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retails Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each at such premium, as the Board of Directors may deem fit and proper, within the overall limit of 35,00,000 Equity Shares and to enlist the Equity Shares of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Book Running Lead Manager (BRLM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and any other applicable statue."

"**RESOLVED FURTHER THAT,** the Board also approves the Offer for sale of upto 2,00,000 Equity Shares (out of 35,00,000 Equity shares under the said offer) which may be offered for sale by selling shareholders of the Company namely, Mohan Reddy Chinthala and Krishna Kanth Muppalla, at a price to be determined by the Book Built method in terms of the SEBI (ICDR) Regulations, for cash at such premium per share as may be fixed and determined by the Company and the Selling Shareholders in consultation with the Book Running Lead Manager to such category of persons in accordance with the SEBI (ICDR) Regulations or other provisions of law as may be prevailing at that time (the "Offer"), subject to the consent of SEBI, Government of India ("GoI"), RBI, NHB, the RoC , shareholders and/or such other approvals, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI (ICDR) Regulations and other Applicable Laws, at a price to be determined by the Fixed price method in terms of the SEBI (ICDR) Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs and Selling Shareholders, to such category of persons as may be permitted or in accordance with the SEBI (ICDR) Regulations or other Applicable Law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and Selling Shareholders to the IPO and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the IPO on such terms as may be deemed appropriate by the Board."

"**RESOLVED FURTHER THAT** the Board may, in the offer made in furtherance to the aforesaid resolutions, make reservation out of the offer to such category(ies) of persons as permitted under the SEBI (ICDR) Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations."

"**RESOLVED FURTHER THAT** in terms of the Companies Act, 1956 and Companies Act, 2013 and all other applicable provisions of the Act, the SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to retain an over-subscription to the extent of 10% of the offer for the purpose of rounding off."

"**RESOLVED FURTHER THAT** the Equity Shares to be allotted in the offer shall continue to be subject to the Memorandum of Association and Articles of Associations of the Company and shall continue to rank pari passu in all respects with the existing Equity Shares that are not being offered for sale in the Offer, including rights in respect of dividend."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any transfer of Equity Shares, the Board or any committee thereof be and is hereby authorized to determine along with the Selling Shareholder as may be applicable the terms of the Offer including the class of investors to whom the securities are to be allotted, offer price, including discounts(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may , in its absolute discretion, deem necessary, proper, desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may , in its absolute discretions, deem fit and proper in the best interest of the Company."

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

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

***//CERTIFIED TRUE COPY//***

**For QUESSENTIALS PRIVATE LIMITED**

QUESSENTIALS LIMITED

**KRISHNA KANTH MUPPALLA**
WHOLE-TIME DIRECTOR (DIN: 07832767)
Address: #207, Sumadhura Anadam Apartment,
Borewell road, North Whitefield, Bangalore - 560066

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

**ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER) AND SALE OF EQUITY SHARES OF THE COMPANY BY WAY OF AN OFFER FOR SALE**

The Company intends to list its Equity Shares on SME Platform of Stock Exchange to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the equity shares of the Company (the "Issue"). The Company intends to undertake the Issue and list its equity shares at an opportune time in consultation with Merchant Banker and other advisor and subject to applicable regulatory approvals.

In order to further meet the funding requirements, so as to facilitate growth, the Board of Directors of your Company proposes to make a Public Issue of equity shares up to 35,00,000 Equity shares, by way of a fresh issuance of Equity Shares including offer for sale of upto 2,00,000 Equity shares by Mohan Reddy Chinthala and Krishna Kanth Muppalla, out of the authorized share capital of the Company ("Fresh Issue"), at such price and no. of shares as deemed fit by Board ("Issue Price") in consultation with Merchant Banker(s) or any advisor(s) and by following the procedures stated in the provisions of Section 23, 26, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules framed thereunder, the provisions of Securities Contracts Regulations Act, 1956 and the Rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The shares would be eligible for being listed on SME Platform of recognized Stock Exchange in India.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

The proposed issue is in the interest of the Company and your Directors recommends for passing this resolution as a Special Resolution.

None of the Directors, managers, Key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the company and to the extent of offer of sale of shares by them.

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**For QUESSENTIALS LIMITED**

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