

EXTRACT OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS Q-LINE BIOTECH LIMITED (FORMERLY KNOWN AS Q-LINE BIOTECH PRIVATE LIMITED) ON SATURDAY, THE 27TH DAY OF SEPTEMBER 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT 298-281, TRANSPORT NAGAR, KANPUR ROAD ADJACENT TRANSPORT NAGAR METRO STATION, LUCKNOW-226012, UTTAR PRADESH, INDIA AT 03:00 P.M.

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

“RESOLVED THAT in pursuant to the provisions of Sections 62(1)(c), 23(1)(a) other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and the consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Individual Investors, 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 upto **70,53,200 (Seventy Lakhs Fifty Three Thousand Two Hundred)** Equity Shares and to enlist the Equity share capital of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with 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 SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statute.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and other Applicable Laws, the consent and approval of the shareholders of the Company is hereby accorded, to complete a Private Placement at the discretion of the Board of upto **8,00,000 (Eight Lakhs)** equity shares of the Company through private placement or preferential issue or any other method as may be permitted under the Applicable Laws, to certain investors as permitted under Applicable Laws on or prior to the date of the Red Herring Prospectus ("**Pre-IPO Placement**"), at such other price as may be decided by the Board, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the

Q-LINE BIOTECH LIMITED

(Formerly known as "Q-Line Biotech Private Limited")

Regd. Office: 298-281, Transport Nagar, Kanpur Road, Adjacent Transport Nagar Metro Station, Lucknow-226012 (U.P.), INDIA. Tel.: 0522-2433023

Delhi Office: C-108, Naraina Industrial Area Phase -1, New Delhi, Delhi, 110028. Tel.: 011-45577407

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foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, if considered, would be post filing of the Draft Red Herring Prospectus with Stock Exchange and prior to filing of the Red Herring Prospectus with the ROC and the number of equity shares issued pursuant to the Pre-IPO Placement shall be reduced to such extent, from the Issue, subject to compliance with Applicable Laws.”

RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the existing 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), Registrar and Transfer Agent (RTA) and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares.

RESOLVED FURTHER THAT a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities.”

// Certified True Copy //

**For Q-Line Biotech Limited
(Formerly Known As Q-Line Biotech Private Limited)**

Q-LINE BIOTECH LIMITED

Saurabh Garg

Director

Saurabh Garg
Chairman & Managing Director
DIN: 02891621
Address: 280/9, Kha Blunt Square,
Durgapuri, Lucknow - 226004

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

The Board of Directors were of the view that in the present era, the market is blooming up so every Company want to take opportunity to earn more from the same market and want to get maximum benefits. In order to get the benefits from the market, the Board has decided to list the equity shares of your Company on SME Platform of Stock Exchange. In view of the proposed public issue, the Paid-up Capital of the Company will be enhanced by allotting shares from whom application money will be received. Accordingly, shares will be allotted to persons other than existing shareholders and employees of the Company pursuant to provisions of Section 62(1)(c) of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014. It is hereby required to authorize it by passing of Special Resolution in Extra Ordinary General Meeting.

In view of the funding requirement of the Company it is proposed to sought approval of the shareholders of the Company for the Initial Public offering of the Equity Shares of the Company by way of fresh issue with an aim to have a long-term fund infusion in the company and listing of its equity shares on the stock Exchanges.

Further, the proposal to undertake a Private Placement of upto 8,00,000 (Eight Lakhs) equity shares of the Company through private placement or preferential issue or any other method as may be permitted under the Applicable Laws to certain investors was also approved.

Further, the Issue Structure, will be finalized at the absolute discretion of the Board. Further, the Company may undertake a Private Placement of upto 8,00,000 (Eight Lakhs) equity shares to selected investors as permitted under applicable laws (the "Pre-IPO Placement"). In the event of a Pre-IPO Placement, if considered, the size of the Issue would be reduced to such extent, from the Issue, subject to compliance with Applicable Laws.

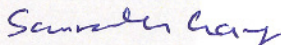
The Board recommends the resolution for your approval as Special Resolution.

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.

// Certified True Copy //

**For Q-Line Biotech Limited
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Q-LINE BIOTECH LIMITED


Director

Saurabh Garg
Chairman & Managing Director
DIN: 02891621
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