

KWICK FORENSIC SOLUTIONS LIMITED
(Formerly Kwick Forensic Solutions Private Limited)
(Formerly Kwick Integrated Forensic And Investigation Solutions Private Limited)
(Formerly Kwick Soft Solutions Private Limited)

Regd Office: New No.12 Old No. 11, East Park Road, Shenoy Nagar,
Chennai – 600 030, Tamil Nadu

CIN: U72200TN2005PLC055566
Phone No.: 044 26440705

E-mail: shammershah@kwicksoft.co.in
Website: www.kwickforensic.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. KWICK FORENSIC SOLUTION LIMITED WILL BE HELD ON SUNDAY, THE 7TH DAY OF SEPTEMBER 2025 AT THE REGISTERED OFFICE OF COMPANY AT NEW NO.12 OLD NO. 11, EAST PARK ROAD, SHENOY NAGAR, CHENNAI 600030 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date and the reports of Directors and Auditors thereon.

To consider passing the following resolution as an ordinary resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31.03.2025, including the Balance Sheet as at that date, the Profit and Loss Account and Cash flow statement for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon, as laid before the meeting, be and are hereby received, considered, and adopted.”

“FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to file the necessary returns and documents with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary in this regard

2. Re-Appointment of Mrs. Sejal Shammer Shah (DIN: 02584078) as the director of the company who retires by rotation

To consider passing the following resolution as an Ordinary resolution:

“RESOLVED THAT subject to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sejal Shammer Shah (DIN: 02584078), director, who is liable to retire by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. Appointment of Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Audit and Auditors) Rules, 2014, A B C D & Co LLP, Chartered Accountants, Chennai (ICAI Membership Number:

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0164155/S000188) be and is hereby appointed as Statutory Auditor of the Company for a period of 5 (five) years, till the conclusion of Annual general Meeting to be held for financial year 2029-30, at a remuneration as may be mutually agreed between the Statutory Auditors and the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorised to take all necessary steps and do all acts, deeds, matters, and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

SPECIAL BUSINESS:

4. Appointment of Ms. Panchi Samuthrakani (DIN: 09205373) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mr. Panchi Samuthrakani (DIN: 09205373) who is qualified and eligible for appointment and who has signified his consent to act as a Non-Executive Independent Director and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 for appointment of Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from Sunday 07th September 2025 and whose office is not liable to retire by rotation. The terms and conditions for such appointment shall be as mentioned in the appointment letter. The Board may amend such terms and conditions upon agreement between the director and the Board.”

“**FURTHER RESOLVED THAT** Panchi Samuthirakani (DIN: 09205373) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and of Committee(s) thereof.”

“**FURTHER RESOLVED THAT** any one of the Directors of the Company be and are hereby a severally authorised, to do all acts, deeds, matters, and things as may be deemed necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

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5. Appointment of Mr. Sivaramakrishnan Vasudevan (DIN: 02345708) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to appoint Mr. Sivaramakrishnan Vasudevan (DIN: 02345708) who is qualified and eligible for appointment and who has signified his consent to act as a Non-Executive Independent Director and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 for appointment of Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from Sunday 07th September 2025 and whose office is not liable to retire by rotation. The terms and conditions for such appointment shall be as mentioned in the appointment letter. The Board may amend such terms and conditions upon agreement between the director and the Board.”

“FURTHER RESOLVED THAT Mr. Sivaramakrishnan Vasudevan (DIN: 02345708) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and of Committee(s) thereof.”

“FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby a severally authorised, to do all acts, deeds, matters, and things as may be deemed necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

6. Ratification of Appointment of Mr. Shammer Saralal Shah (DIN: 01929867) as Managing Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, the appointment of Mr. Shammer Saralal Shah (DIN: 01929867), who was appointed as the Managing Director of the

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Company by the Board of Directors at its meeting held on 26.07.2025, for a period of 3 years with effect from 01.08.2025, be and is hereby ratified and confirmed by the members of the Company.

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Mr. Shammer Saralal Shah, Managing Director of the Company, as approved by the Board of Directors, be and is hereby ratified and confirmed.”

Remuneration Details:

- a) Salary: Rs. 11,00,000 per month
- b) Encashment of Leave: Encashment of Leave as per the rules of the Company
- c) Payment of Gratuity: 15 days of last drawn basic salary for every completed year of services
- d) Other allowance: Reimbursement of Medical expenses and hospitalization expenses incurred on self and family, in India or abroad, including expenses incurred on travel and stay

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Regularization of Appointment of Mr. Neeraj Bakulesh Jhaveri as Non-Executive Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Neeraj Bakulesh Jhaveri (DIN: 11246788) who was appointed as an Additional Director of the Company by the Board w.e.f 19.08.2025 pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this AGM, be and is hereby appointed as director of the Company”.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to take all necessary steps and do all acts, deeds, matters, and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

8. Change in Designation of Mr. Neeraj Bakulesh Jhaveri as a Whole Time Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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RESOLVED THAT pursuant to Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of members be and is hereby accorded to change the designation of Mr. Neeraj Bakulesh Jhaveri (DIN: 11246788), as Whole Time Director, liable to retire by rotation of the Company, with effect from 07th September, 2025 for a term of three years commencing from 07th September, 2025 and on such terms and condition as mentioned below:

1. Salary: Rs.3,01,800/- per month
2. Variable Bonus: upto 0.54% of Turnover (subject to maximum limit of Rs.29 lakh per annum)
3. Encashment of Leave: Encashment of leave as per the rules of the Company.
4. Payment of Gratuity – 15 days of last drawn basic salary for every completed year of service.
5. Reimbursement of Medical expenses and hospitalization expenses incurred on self and family, in India or abroad, including expenses incurred on travel and stay.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to take all necessary steps and do all acts, deeds, matters, and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

9. Increase in Authorised Capital:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 13, 61 and other applicable provisions, if any, of the Companies Act 2013, and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,25,00,000/- (Rupees Two Crores and Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs and Fifty Thousand) Equity Shares of Rs.10/- each (Rupees Ten) to Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity shares of Rs.10/- each (Rupees Ten) and that the Clause V of the Memorandum of Association be altered accordingly to read as under:

- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity shares of Rs.10/- each (Rupees Ten) each.

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“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to take necessary steps to give effect to the above resolution.”

10. To Issuance of Bonus Shares by way of Capitalization of Free Reserves

To consider and, if thought fit, to pass with or without modification the following as an Ordinary resolution:

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and on the recommendation of the Board of Directors of the Company and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members on such date as may be fixed in this regard by the Board, in the proportion of 7(Seven) equity shares for every 1 (One) equity share held by the Members.

The detailed terms of the proposed bonus issue are as under:

Particulars	Details
Face Value per Share	Rs. 10/-
Bonus Ratio	7:1 (Seven Shares for every one existing share)
Type of Shares	Equity Shares
Amount to be utilized out of Free Reserves as per Audited Financial Statements ending as on March 31,2025	14,76,54,850 (Fourteen Crore Seventy-Six Lakh Fifty-Four Thousand Eight Hundred Fifty)
Cutoff Date	05.09.2025
Ranking	Pari passu with the existing shareholders

RESOLVED FURTHER THAT, in accordance with the applicable provisions of the Companies Act, 2013 and the relevant circulars and guidelines issued by the Securities and Exchange Board of India (SEBI), in respect of eligible shareholders holding equity shares in physical form as on cutoff date i.e September 05, 2025 who have not dematerialized their shareholdings, the bonus shares allotted to such shareholders shall be credited to separate demat account in the name of “Kwick Forensic Solutions Limited – Unclaimed Suspense Account” maintained by the Company, and shall be transferred to the respective demat accounts of such shareholders upon receipt of a valid

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dematerialization request along with all requisite KYC documents, in compliance with the applicable regulatory requirements.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company and shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto.”

11. To Approve Related Party Transactions:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment 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 enter into a transaction with the following related parties in the ordinary course of business and at arm's length basis, for a term of five years, with effect from 07th September 2025, at an interest rate of 12% per annum, on such terms and conditions as may be mutually agreed upon:

Name of the related party	Nature of relationship	Nature of transaction	Maximum value of the transactions
Shammer Saralal Shah	Promoter & KMP	Managerial Remuneration	1,40,00,000
		Loan Borrowed	5,00,00,000
Sejal Shammer Shah	Promoter	Managerial Remuneration	10,00,000
		Loan Borrowed	5,00,00,000
Ashok Hinduja	Promoter & KMP	Managerial Remuneration	1,01,00,000
Neeraj Bakulesh Jhaveri	Director	Managerial Remuneration	65,00,000
Punita Shah	Director's Relative	Commission	1,50,000

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Extreme Covet Private Limited	Director having significant Influence	Purchase of Goods	10,00,000
		Loan Borrowed	5,00,00,000
Gostocks Fintech Private Limited	Director having significant Influence	Purchase of Asset (Software)	50,00,000
		Software Programming & Integration Fees	
Shah Trading & Co.	Director having significant Influence	Purchase of Goods	20,00,000
Shah Electronics	A firm in which Director is partner	Purchase of Goods	20,00,000
The Style Salad	A firm in which Director's relative is partner	Purchase of Goods	20,00,000

“FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby a severally authorized, to do all acts, deeds, matters, and things as may be deemed necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

12. To authorize the board to borrow money pursuant to section 180(1)(c):

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or reenactment thereof) the consent of the members of the Company be and is hereby accorded to the Board of the Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores).

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RESOLVED FURTHER THAT any one of the Director(s) of the Company be and are hereby a severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

13. To authorize the board to sell, lease or otherwise dispose undertaking of company pursuant to section 180(1)(a).

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of the Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties and/ or whole or any part of the undertaking(s) of the Company, present and/or future, to take over the management of the business and concern of the Company and/ or sell/ dispose of the properties so charged , mortgaged or hypothecated in certain events, in favour of lenders, banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. Rs. 50,00,00,000/- (Rupees Fifty Crores).

RESOLVED FURTHER THAT any Director(s) of the Company be and are hereby a severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

14. Alteration of Articles of Association:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, the consent of the members of the Company, be and is hereby accorded to alter clause No. 123 sub point 4 of the Articles of Association of the Company and the same be read as follows:”

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4) Except Managing Director and Independent Directors all other Directors appointed shall be liable to retire by rotation. A Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Whole-time Director and such reappointment as such Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

15. Approval of Initial Public Offer:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 23 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed there under (“Act”), including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”) (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Reserve Bank of India or any other relevant statutory and other authorities from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required from such authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to accept on behalf of the Company, the consent of the members of the company be and are hereby accorded to authorize board to create, issue, offer and allot up to 46,00,000 equity shares of the face value of Rs. 10 (Rupees Ten each) (“Equity Shares”) and the Board of Directors of the Company be and is hereby authorized to create, issue, offer and allot up to 46,00,000 equity shares of the face value of Rs. 10 (Rupees Ten each) (“Equity Shares”) for cash either at par or premium (with an option to retain an over-subscription to the extent of 10% of the issue size for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) at a price to be determined in terms of the ICDR Regulations (“Issue”) or otherwise, out of the authorised capital of

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the Company through fresh issue of equity shares by way of Initial Public Offer to individuals, companies, banks, financial institutions, employees, foreign institutional investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, financial institutions, Indian mutual funds, qualified institutional buyers (as defined under the ICDR Regulations), NRIs, FII and other persons, whether resident in India or otherwise or other entities, authorities, and to such other persons in one or more combinations thereof, and whether they are members or promoters of the Company, as may be decided by the Board of Directors either on its own or in consultation with its merchant bankers to the Issue and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions including the number of shares to be issued, on such terms and conditions as may be finalised by the Board and that the Board may finalise all matters incidental thereto as it may in its absolute discretion think fit.

“RESOLVED THAT pursuant to the provisions of Section 23 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and subject to such approvals, consents, permissions and sanctions as may be required from SEBI, the Registrar of Companies, Stock Exchanges and/or any other statutory or regulatory authority, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, and based on the consent and request received from the Selling Shareholders of the Company, the consent of the Members be and is hereby accorded to permit an Offer for Sale of up to 10,80,000 equity shares of face value ₹10/- (Rupees Ten only) each held by the Selling Shareholders, namely Mrs. Sejal Shammer Shah, Mr. Shammer Saralal Shah and Mr. Ashok Hinduja, in connection with the proposed SME IPO of the Company, on such terms and conditions including price, timing, allocation, categories of investors and other related matters, as may be finalized by the Board in consultation with the book running lead manager(s), underwriters, advisors and the Selling Shareholders.

“RESOLVED FURTHER THAT the Board and the Selling Shareholders be and are hereby severally authorized to do all such acts, deeds, matters and things, including signing and execution of all necessary documents, papers, agreements, undertakings, and to take such steps as may be necessary or desirable to give effect to this resolution, including making any alterations, additions, variations or modifications as may be required by the regulatory authorities in relation to the Offer for Sale.”

“RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the then existing Equity Shares of the Company.”

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Chennai – 600 030, Tamil Nadu

CIN: U72200TN2005PLC055566

E-mail: shammershah@kwicksoft.co.in

Phone No.: 044 26440705

Website: www.kwickforensic.com

“RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, the Board be and is hereby authorised to appoint Lead Managers/Managers to the Issue, Registrars to the Issue, Bankers to the Issue, Depository Participant, custodians, Legal Advisors, Market Maker and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, enter into stand-by-arrangement with Brokers / Bankers / Merchant Bankers / Underwriters / Market Makers for the whole or the part of the issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including but without limitation to enter into underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed public issue, with one or more intermediaries and to remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on Indian Stock Exchanges with the power to act on behalf of the Company and to settle such questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.”

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“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/amount/size of the issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.”

Place: Chennai
Date: 02nd September 2025

On behalf of the Board
For KWICK FORENSIC SOLUTION LIMITED

For KWICK FORENSIC SOLUTIONS LIMITED



Managing Director
Shammer Saralal Shah
Managing Director
DIN: 01929867

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NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed and forms part of this notice.

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

FOR ITEM NO.4 & 5:

The Company planned to set standards of good Corporate Governance and to bring more transparency in the management and operations of the Company, the members of the Company have decided to appoint a Non-Executive Independent Director on the Board of the Company.

The Details of the Proposed appointees:

Particulars	Independent director 1	Independent director 2
Name	Panchi Samuthirakani	Sivaramakrishnan Vasudevan
DIN	09205373	02345708
Date of Birth	27.06.1976	15.06.1958
Qualification	B.E-ECE, DOEACC – C Level, MBA-Banking and Finance, M.Sc – Psychology	B.com, FCS
Sitting Fees and Commission	Rs. 8,000/- per meeting of Board Meeting	Rs. 8,000/- per meeting of Board Meeting

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Shareholding in Company	NIL	NIL
Declaration of Independence	Received	Received
Relationship with other Directors / KMP	NA	NA

Appointment of Mr. Panchi Samuthirakani and Mr. Sivaramakrishnan Vasudevan as a Non-Executive Independent Directors will be a great value addition to the Company and will guide the Company in the matters related to the business of our company and they will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid Directors has declared that they are not disqualified from being appointed as Director in terms of Section 164 of the Act and that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has given his consent for the proposed appointment to the office of Director of the Company. Further, Mr. Panchi Samuthirakani and Mr. Sivaramakrishnan Vasudevan fulfill all the conditions of their appointment as Non-Executive Independent Directors as specified in the Act and the Rules made thereunder and they are independent of the Management as well.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Mr. Panchi Samuthirakani and Mr. Sivaramakrishnan Vasudevan as Non-Executive Independent Director is being placed before the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board of Directors recommends the above resolutions to be passed as Ordinary Resolutions.

FOR ITEM NO. 6:

The Board of Directors of the Company, at its meeting held on 26.07.2025, appointed Mr. SHAMMER SARALAL SHAH (DIN: 01929867) as the Managing Director of the Company for a period of 3 years, commencing from 01.08.2025, subject to the approval of the shareholders at the General Meeting. The remuneration payable to him was also approved at the said meeting.

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The appointment was made by the Board after considering Mr. SHAMMER SARALAL SHAH'S professional qualifications, managerial capabilities, leadership qualities, and his/her contributions to the Company's growth.

He satisfies the conditions for appointment as set out in Sections 196 and 203 and is not disqualified under Section 164 of the Companies Act, 2013.

Details of the Managing Director:

Age	59 years
Qualifications	B.Com
Experience	40 years
Terms and conditions of appointment or re-appointment	As mutually agreed
Remuneration sought to be paid	Rs. 11,00,000 per month
Remuneration last drawn by such person, if applicable	Rs. 11,00,000 per month
Encashment of Leave	Encashment of Leave as per the rules of the Company
Payment of Gratuity	15 days of last drawn basic salary for every completed year of services
Other allowance	Reimbursement of Medical expenses and hospitalization expenses incurred on self and family, in India or abroad, including expenses incurred on travel and stay
Date of first appointment on the Board	04.03.2005
Shareholding in the company	11,33,988 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Sejal - Wife Neeraj – sister 's son-in-law
Number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	6

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Except Ms. Sejal Shammer Shah & Mr. Neeraj Bakulesh Jhaveri, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board of Directors recommends the above resolutions to be passed as Ordinary Resolutions.

FOR ITEM NO.7:

The Board of Directors of the Company, at its meeting held on 19.08.2025, appointed Mr. Neeraj Bakulesh Jhaveri (DIN: 11246788) as an additional Director of the Company with effect from 19.08.2025. Accordingly, he holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director.

Except Ms. Sejal Shammer Shah & Mr. Shammer Saralal Shah, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board of Directors recommends the above resolutions to be passed as Ordinary Resolutions.

FOR ITEM NO.8:

Taking into consideration of Mr. Neeraj Bakulesh Jhaveri's qualifications, expertise knowledge, the Board of Directors, at its meeting held on 02.09.2025, has recommended his appointment as a Whole-Time Director of the Company for a term of 3 years, subject to the approval of the members in the general meeting.

The terms of appointment and other requisite disclosures are given below:

Name	Neeraj Bakulesh Jhaveri
Age	41 years
Qualifications	B.Com, M.Com, PhD
Experience	20 years
Terms and conditions of appointment or re-appointment	As agreed
Remuneration sought to be paid	Rs. 36,21,600/- per annum along with commission of 0.54% of turnover with maximum commission limit of Rs. 29,00,000 per annum totaling to Rs. 65,21,600.

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Remuneration last drawn by such person, if applicable	Rs. 47,00,000/- pa
Date of first appointment on the Board	19.08.2025
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Shammer – mother-in-law's brother Sejal – mother-in-law's sister-in-law
Number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	1

Except Ms. Sejal Shammer Shah & Mr. Shammer Saralal Shah, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board of Directors recommends the above resolutions to be passed as Ordinary Resolutions.

FOR ITEM NO.9:

The existing Authorised Capital of the Company is Rs. 2,25,00,000/- (Rupees Two Crores and Twenty Five Lakhs Only). In order to meet the business opportunities and company's corporate plans, the Directors have proposed to increase the authorised capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only). As per Section 13, 61 and other applicable provisions of the Companies Act, 2013, the increase in authorised capital and consequent alteration to Memorandum of Association requires consent of the shareholders by way of Ordinary resolution. Hence, the above resolution is placed before the members for their consent.

The Memorandum of Association with proposed changes is available for inspection during the business hours from the date of this Notice till the date of the Annual General Meeting at the registered office of the Company.

None of the directors are considered as interested in the above resolution, save as shareholders of Company.

ITEM NO.10:

The Board of Directors at its meeting held on 02ND September, 2025 approved a proposal for the issue of bonus shares to the equity shareholders of the Company by capitalizing a part of the

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Company's free reserves and/or securities premium account, subject to the approval of the shareholders. The bonus shares will be issued in the ratio of 7 equity shares for every one equity shares held by the members. The bonus shares will be issued without any consideration and shall rank pari-passu in all respects with the existing equity shares of the Company.

The detailed terms of the proposed bonus issue are as under:

Particulars	Details
Face Value per Share	Rs. 10/-
Bonus Ratio	7:1 (Seven Shares for every one existing share)
Type of Shares	Equity Shares
Amount to be utilized out of Free Reserves as per Audited Financial Statements ending as on March 31,2025	14,76,54,850 (Fourteen Crore Seventy-Six Lakh Fifty-Four Thousand Eight Hundred Fifty)
Cutoff Date	05.09.2025
Ranking	Pari passu with the existing shareholders

In accordance with applicable provisions of Companies Act, 2013 Bonus Equity Shares can be credited only in dematerialized form. Accordingly, shareholders holding shares in physical form as on the Cutoff date (i.e., September 05, 2025) will not be entitled to receive the Bonus Equity Shares directly. The Bonus Equity Shares that such shareholders would otherwise have been entitled to will be credited to a "Kwick Forensic Solutions Limited - Unclaimed Suspense Account" maintained by the Company.

Such shareholders may claim their Bonus Equity Shares from the "Kwick Forensic Solutions Limited - Unclaimed Suspense Account" upon dematerializing their existing physical shareholding and submitting the necessary request to the Company or its Registrar and Transfer Agent (RTA), along with relevant documents, in accordance with the prescribed procedure. Upon verification the Company and RTA will credit the corresponding Bonus Equity Shares to the shareholder's demat account.

Shareholders holding shares in physical form are therefore advised to dematerialize their shareholding at the earliest in order to avail the benefit of the Bonus Equity Shares directly into their demat accounts.

None of the directors are considered as interested in the above resolution, save as shareholders of Company.

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ITEM NO.11:

The provisions of Section 188(1) of the Companies Act, 2013 provides that the following Related Party Transactions requires approval by the shareholders:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company:

Accordingly the Board of Directors has approved the proposed transactions along with the annual limit that the Company may enter in the ordinary course of business and at arm's length basis with the related parties as mentioned in the above resolution.

The transactions will be subject to such terms and conditions as may be mutually agreed upon by the Company and the related parties. The interest rate will be at 12% per annum, and the tenure for these transactions will be repayable on demand, providing flexibility to the Company based on its requirements and market conditions.

Additional disclosure as per Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, is provided below

Name of the related party	Nature of relationship	Nature of transaction	Maximum value of the transactions
Shammer Saralal Shah	Promoter & KMP	Managerial Remuneration	1,40,00,000
		Loan Borrowed	5,00,00,000
Sejal Shammer Shah	Promoter	Managerial Remuneration	10,00,000
		Loan Borrowed	5,00,00,000
Ashok Hinduja	Promoter & KMP	Managerial Remuneration	1,01,00,000
Neeraj Bakulesh Jhaveri	Director	Managerial Remuneration	66,00,000
Punita Shah	Director's Relative	Commission	1,50,000

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Extreme Covet Private Limited	Director having significant Influence	Purchase of Goods	10,00,000
		Loan Borrowed	5,00,00,000
Gostocks Fintech Private Limited	Director having significant Influence	Purchase of Asset (Software)	50,00,000
		Software Programming & Integration Fees	
Shah Trading & Co.	Director having significant Influence	Purchase of Goods	20,00,000
Shah Electronics	A firm in which Director is partner	Purchase of Goods	20,00,000
The Style Salad	A firm in which Director's relative is partner	Purchase of Goods	20,00,000

The Directors are interested to the extent of their shareholding in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO.12 & 13:

As per the provisions of Section 180(1) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the free reserves and securities premium of Company, that is to say, reserves not set apart for any specific purposes. Further without the consent of the Company in the General Meeting by a Special Resolution, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Under the provisions of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, which were made effective from 12th September, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution.

Keeping in view of the Company's business requirements and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 50,00,00,000/- (Rupees Fifty Crores). (apart from temporary

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loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The members are requested to approve item No. 12&13 by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Resolutions, except to the extent of their shareholding.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO. 14:

The existing Articles of Association ("AOA") of the Company provide that all directors, including the Managing Director, are liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

In order to bring more stability and continuity to the management of the Company, and in line with the provisions of the Companies Act, 2013, and considering the proposed public issue the Board of Directors has recommended amending the Articles of Association of the Company to specifically provide that the Managing Director shall not be liable to retire by rotation during his tenure as such.

As per Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the shareholders of the company by way of Special Resolution is required for the proposed amendment. Hence, the above resolution is placed before members for their approval.

The Proposed new set of Articles of Association of the Company is available for inspection during the business hours from the date of this Notice till the date of the Extra-ordinary General Meeting.

None of Directors of the Company is, in any way, concerned or interested in passing the said resolution

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO. 15:

The Company intends at the discretion of the board of directors of the Company ("Board"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory and other approvals, to the extent necessary. The Board intends to undertake the Initial Public Offer by way of a fresh issue in consultation with the book running lead managers appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

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The IPO shall comprise of:

1. A Fresh Issue of up to 46,00,000 (Forty-Six Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten only) each, aggregating up to ₹54,00,00,000 (Rupees Fifty-Four Crores only), to be issued out of the Authorised Share Capital of the Company; and
2. An Offer for Sale (“OFS”) upto 10,80,000 (Ten Lakhs and Eight Thousand) Equity Shares aggregating up to ₹13,00,00,000 (Rupees Thirteen Crores only), by certain selling shareholders of the Company, who have given their consent and request to participate in the Offer.

The IPO shall be undertaken in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Companies Act, 2013 and rules framed thereunder (collectively, the “Applicable Laws”).

The equity shares proposed to be issued and allotted pursuant to the Fresh Issue, as well as the equity shares offered under the OFS, shall be offered and issued at a price (including any premium) to be determined through the Book Building Process in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. The Equity Shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

In connection with the Offer, the Company will be required to file a Draft Red Herring Prospectus (“DRHP”) with the Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges, and thereafter file a Red Herring Prospectus (“RHP”) with the Registrar of Companies, Chennai (“RoC”), and subsequently the Prospectus, in accordance with the provisions of the SEBI ICDR Regulations, the Companies Act, and other applicable laws.

The Board believes that the listing of the Company’s Equity Shares will enhance the Company’s visibility, brand image, and provide liquidity and a market for the Equity Shares of the Company, besides providing an exit opportunity to the selling shareholders under the OFS.

MATERIAL INFORMATION PERTAINING TO THE IPO IS AS FOLLOWS:

1. ISSUE PRICE

The price at which the equity shares will be allotted through the IPO shall be determined and finalized by the Company in consultation with the book running lead manager(s) (BRLMs) in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

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2. ISSUE SIZE

The Issue comprises:

- A Fresh Issue aggregating up to ₹54,00,00,000 (Rupees Fifty-Four Crores only); and
- An Offer for Sale aggregating up to ₹13,00,00,000 (Rupees Thirteen Crores only) by certain selling shareholders of the Company, who have furnished their consent and request to participate in the Offer.

3. THE OBJECT(S) OF THE ISSUE ARE:

The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the stock exchange and Securities and Exchange Board of India in connection with the IPO. The Board, or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

To summarise, the Company intends to utilize the Net Fresh Issue Proceeds for the following Objects ("Objects of the Issue"):

- Funding of Working Capital Requirement of the Company.
- General Corporate Purposes.

The detailed objects will be disclosed in the DRHP and RHP filed with SEBI, RoC, and the Stock Exchanges. The Board (or a committee thereof) is authorised to finalise and modify the Objects of the Issue in accordance with applicable law and the requirements of the Company.

4. INTENTION OF DIRECTORS/KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. However, the directors who are not promoters or the key management personnel may apply for the Equity Shares in the various categories under an Offer in accordance with applicable law, including the SEBI ICDR Regulations.

5. WHETHER A CHANGE IN CONTROL IS INTENDED OR EXPECTED:

No change in control of the Company or its management is intended or expected pursuant to the IPO.

6. BOARD RECOMMENDATION:

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 any issue of equity shares which are offered to the persons who may or may not be the existing shareholders of the Company, requires the

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approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed IPO.

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

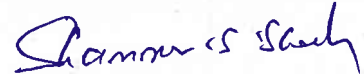
The Board recommends the resolution to the Members for their consideration and approval by way of a Special Resolution.

None of the Director or key managerial personnel and their relatives are concerned or interested in the passing of this Resolution.

On behalf of the Board
For **KWICK FORENSIC SOLUTIONS LIMITED**

Place: Chennai
Date: 02nd September, 2025

For KWICK FORENSIC SOLUTIONS LIMITED



Managing Director

Shammer Saralal Shah
Managing Director
DIN: 01929867

KWICK FORENSIC SOLUTIONS LIMITED
(Formerly Kwick Forensic Solutions Private Limited)
(Formerly Kwick Integrated Forensic And Investigation Solutions Private Limited)
(Formerly Kwick Soft Solutions Private Limited)

Regd Office: New No.12 Old No. 11, East Park Road, Shenoy Nagar,
Chennai – 600 030, Tamil Nadu

CIN: U72200TN2005PLC055566
Phone No.: 044 26440705

E-mail: shammershah@kwicksoft.co.in
Website: www.kwickforensic.com

The COMPANIES ACT 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of directors,
Kwick Forensic Solutions Limited
New No 12, Old No 11, East Park Road,
Shenoy Nagar, Chennai - 600030

I/ we _____, Member of the Company, holding _____ equity shares of INR 10/- each in the company in my own name hereby give my/our consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting on Sunday, The 7th Day Of September 2025 at 11.00 AM at New No 12, Old No 11, East Park Road, Shenoy Nagar, Chennai - 600030 at a shorter notice.

Name:

Date:

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ROUTE MAP

