



QUALITY FOILS (INDIA) LIMITED

Formerly known as Quality Foils (India) Pvt. Ltd.
(An ISO 9001:2015 Certified Company)

Regd. Office :- 3, Industrial Development Colony, Hisar - 125 005, Haryana

Tel: 0091 – 1662 – 220327, 220328

E-mail: contactus@qualityfoils.com; Website: www.qualityfoils.com

CIN: L27107HR1990PLC030929

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST MEETING OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2024-25 OF QUALITY FOILS (INDIA) LIMITED IS SCHEDULED TO BE HELD ON WEDNESDAY, MAY 22ND, 2024 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3- INDUSTRIAL DEVELOPMENT COLONY, HISAR-125005, HARYANA, TO TRANSACT THE FOLLOWING BUSINESSES:

Sr. No.	Items
1.	To appoint the Chairman of the meeting
2.	To grant leave of absence to the Director, if any.
3.	To confirm the Minutes of the Audit Committee Meeting.
4.	To confirm the Minutes of the Previous Board Meeting.
5.	To approve the draft Financial Statements for the Half Year and Financial Year ended 31.03.2024.
6.	To consider the Auditor's Report, if received, along with the audited financial statements of the company for the Half year and Financial Year ended 31.03.2024.
7.	To consider and approve appointment of M/s Rajesh Garg & Co., Practicing Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2024-25.
8.	To consider and approve appointment of M/s N. R. Goyal & Co., Cost Accountants, as the Cost Auditor of the Company for the financial year 2024-25.
9.	To authorize official(s) of the Company for sale and purchase of flats in Mumbai on behalf of Company and to complete all necessary formalities.
10.	To give General Authorization to any Director/officials of the Company.
11.	To take loan from Satellite Developers private limited upto Rs. 5 crore.
12.	To take note on the general disclosure of interest by the directors u/s 184 of the Companies Act, 2013.
13.	To take note on declaration given by the Independent Directors of the Company u/s 149(7) of the Companies Act, 2013.
14.	To take note of submission of Statement of Deviation or Variation as required under



	Regulation 32 of SEBI (LODR) Regulations.
15.	To take note of the closure of Trading Window
16.	To take note of the compliances of Quarterly, Half-yearly and Annual submissions & filings for the period ending 31 st March, 2024 to NSE as per SEBI Regulations.
17.	Any other matter with the permission of the Chairman

Directors who are unable to attend the meeting personally may participate in the meeting via video conference or other audio visual means as per the parameters prescribed under Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014. Any director who is interested in participating in the board meeting via video conference or other audio visual means is requested to confirm in advance to the contact person mentioned below in order to enable the Company to make necessary arrangements for video conference or other audio visual means at the Board meeting. In absence of any confirmation, it shall be presumed that you will attend the meeting personally.

A Director participating in the board meeting through video conference or other audio visual means shall be counted for the purpose of quorum.

Contact Person Name: Ms. Meenakshi

Contact details for the same: 01662-220327, 28.

You are requested to make it convenient to attend the meeting.

For **Quality Foils (India) Limited**


Meenakshi
Company Secretary & Compliance Officer



Dated: 14.05.2024

Place: Hisar

NOTES TO AGENDA FOR BOARD MEETING TO BE HELD ON MAY 22, 2024.

ITEM NO. 1

TO APPOINT THE CHAIRMAN OF THE MEETING

The Board may consider appointing any Director as the Chairman of the meeting.

ITEM NO. 2

TO GRANT LEAVE OF ABSENCE TO THE DIRECTOR, IF ANY:

Leave of absence may be granted to that member of the Board who conveys his/her inability to attend the meeting.

ITEM NO. 3

TO CONFIRM THE MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 27.02.2024, IF ANY.

The minutes of the meeting of the Audit Committee held on 27.02.2024 shall be placed before the Board. Upon confirmation by the Board, the Chairman may sign the same.

ITEM NO. 4

TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 07.02.2024

The minutes of the meeting of the Board held on 07.02.2024 shall be placed before the Board. Upon confirmation by the Board, the Chairman may sign the same.

ITEM NO. 5

TO APPROVE THE DRAFT FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED AND FINANCIAL YEAR ENDED 31.03.2024

The Draft Financial Statements of the company for the Half Year and Financial Year ended on 31st March, 2024, shall be placed before the Board for their consideration.

The Board is requested to kindly consider the same and pass necessary resolutions.

ITEM NO. 6

TO CONSIDER THE AUDITOR'S REPORT, IF RECEIVED, ALONG WITH THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE HALF YEAR AND FINANCIAL YEAR ENDED 31.03.2024



A copy of the Auditor's Report, if received, along with audited financial statements, shall be placed before the Board of directors of the company. The directors are hereby requested to consider the matter and pass necessary resolution in this regard.

ITEM NO. 7

TO CONSIDER AND APPROVE APPOINTMENT OF M/S RAJESH GARG & CO., PRACTISING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

The board is hereby informed that as per section -204 of the Companies Act, 2013, Company is required to Conduct Secretarial Audit of the Company. And for the aforesaid purpose company needs to appoint a secretarial auditor who is a member of the Institute of Company Secretaries of India holding a certificate of practice.

Further, a proposal to appoint M/s Rajesh Garg & Co., Practicing Company Secretaries, Hisar (FCS No. 5960) as the secretarial auditor for the financial year 2024-25 has been sent to the Audit Committee for its consideration in their meeting to be held on 22.05.2024.

In case the same approved by the audit committee of the company, the Board may consider the agenda and appoint the said firm including the decision with respect to their remuneration and pass necessary resolution in this regard.

ITEM NO. 8

TO CONSIDER AND APPROVE APPOINTMENT OF M/S N. R. GOYAL & CO., COST ACCOUNTANTS, AS THE COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

The board is hereby informed that as per section 148 of the Companies Act, 2013, Company is required to Conduct Cost Audit of the Company. And for the aforesaid purpose company needs to appoint a Cost Auditor who is a member of The Institute of Cost & Management Accountants of India (ICMAI) holding a certificate of practice.

Further, a proposal to appoint M/s N. R. Goyal & Co., Cost Accountants, (Firm Registration No.101252) as the Cost Auditor for the financial year 2024-25 has been sent to Audit Committee for its consideration in their meeting to be held on 22.05.2024.

In case the same approved by the audit committee of the company, the Board may consider the agenda and appoint the said firm including the decision with respect to their remuneration and pass necessary resolution in this regard.

ITEM NO. 9

TO AUTHORIZE OFFICIAL(S) OF THE COMPANY FOR SALE AND PURCHASE OF OFFICE PREMISES/FLATS IN MUMBAI ON BEHALF OF COMPANY AND TO COMPLETE ALL NECESSARY FORMALITIES.



The Board is hereby informed that Company wishes to appoint Mr. Tapasvi Bhargava (PAN: AKHPB9966D) and Mr. Subir Kumar Tarafdar (PAN: AFWPT8819B), as representatives of the Company for the sale of office unit situated at the following address in Mumbai:

1. Unit No. 3, Wing-A, Podium- 3 Level, Satellite Tower, Film City Road, Goregaon (East), Mumbai-400063.

The Board is requested to approve the authorization of Mr. Tapasvi Bhargava (PAN: AKHPB9966D) and Mr. Subir Kumar Tarafdar (PAN: AFWPT8819B), as the authorized representative for the sale of the above mentioned office unit.

It is also proposed to authorize Mr. Tapasvi Bhargava (PAN: AKHPB9966D) and Mr. Subir Kumar Tarafdar (PAN: AFWPT8819B), for the purchase of new office premises/ flats in Mumbai and to perform all the necessary formalities related to these transactions on behalf of the Company.

The Board is requested to kindly consider the same and pass necessary resolutions.

ITEM NO. 10

TO GIVE GENERAL AUTHORIZATION TO ANY DIRECTOR/OFFICIALS OF THE COMPANY.

The Board is hereby informed that it is required to grant general authority to the Director or officials of the company for the purpose of signing and executing required documents and performing acts, deeds and things on behalf of the Company that are required for the company's business operations or legal compliance.

The Board is requested to kindly consider the same and pass necessary resolutions.

ITEM NO. 11

TO TAKE LOAN FROM SATELLITE DEVELOPERS PRIVATE LIMITED UPTO RS. 5 CRORE.

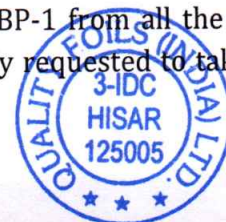
The Board is hereby informed that the Company proposes to obtain an Inter Corporate loan from Satellite Developers Private Limited to meet its financial requirements. The loan amount will not exceed Rs. 5 Crore. Therefore, it is necessary to authorize the official(s) of the Company to execute the relevant documents.

The Board is kindly requested to consider this matter and pass the necessary resolutions.

ITEM NO. 12

TO TAKE NOTE ON THE GENERAL DISCLOSURE OF INTEREST BY THE DIRECTORS U/S 184 OF THE COMPANIES ACT, 2013.

The Directors are hereby informed that company has received MBP-1 from all the directors disclosing their interest in other entities. Thus, Directors are kindly requested to take note of



the MBP-1, and authorize any director of the Company to keep them in safe custody and make necessary entries in MBP-4 Register..

ITEM NO. 13

TO TAKE NOTE ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS OF THE COMPANY U/S 149(7) OF THE COMPANIES ACT, 2013.

The Directors are kindly requested to take note of the declarations given by the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 read with Regulation 16(1) (b) of the SEBI (LODR) 2015.

ITEM NO. 14

TO TAKE NOTE OF SUBMISSION OF STATEMENT OF DEVIATION OR VARIATION AS REQUIRED UNDER REGULATION 32 OF SEBI (LODR) REGULATIONS.

The Board is hereby informed that there is no deviation or variation in the use of funds raised through Public Issue of Equity Shares from the objects stated in the Prospectus of the Company. Consequently, the company has filed a Nil Statement of Deviation or Variation as required under Regulation 32 of SEBI (LODR) Regulations, 2015.

Furthermore, it is confirmed that the funds raised have been fully utilized by the Company for the stated purposes, and hence, there is no need to submit this statement in the future.

The Board is kindly requested to take note of the same.

ITEM NO. 15

TO TAKE NOTE OF THE CLOSURE OF TRADING WINDOW

As previously communicated, we would like to bring to your attention that, in accordance with the Company's Code of Conduct for Prevention of Insider Trading, the trading window for dealing in the Company's securities has been closed from April 1, 2024 until 48 hours after the date of the Board Meeting where the financial statements are made public.

Kindly adhere to this restriction during the specified period to ensure compliance with insider trading regulations

ITEM NO. 16

TO TAKE NOTE OF THE COMPLIANCES OF QUARTERLY, HALF-YEARLY AND ANNUAL SUBMISSIONS & FILINGS FOR THE PERIOD ENDING 31ST MARCH, 2024 TO NSE AS PER SEBI REGULATIONS.

The Board is hereby informed that the Company Secretary of the Company has complied with the following SEBI Regulations pertaining to submissions and filings of various reports and statements for the period ended 31.03.2024 to the National Stock Exchange (NSE):



1. SUBMISSION OF DISCLOSURE UNDER REGULATION 31(4) OF SEBI (SAST) REGULATIONS, 2011 REGARDING THE ENCUMBRANCE OF SHARES.
2. SUBMISSION OF CERTIFICATE OF SECURITY UNDER REGULATION 74 OF SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996 AS RECEIVED FROM REGISTRAR & TRANSFER AGENT OF THE COMPANY FOR THE QUARTER ENDED 31ST MARCH, 2024.
3. SUBMISSION OF STATEMENT OF INVESTOR COMPLAINTS UNDER REGULATION 13(3) OF SEBI (LODR) REGULATIONS, 2015 FOR THE QUARTER ENDED 31ST MARCH, 2024.
4. SUBMISSION OF STRUCTURED DIGITAL DATABASE (SDD) COMPLIANCE CERTIFICATE UNDER REGULATION 3(5) AND 3(6) OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 FOR THE QUARTER ENDED 31ST MARCH, 2024.
5. SUBMISSION OF CERTIFICATE AS OBTAINED FROM PRACTICING COMPANY SECRETARY UNDER REGULATION 40(9) & 40(10) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH, 2024.
6. SUBMISSION OF COMPLIANCE CERTIFICATE UNDER REGULATION 7(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024.
7. SUBMISSION OF THE RECONCILIATION OF SHARE CAPITAL AUDIT REPORT UNDER REGULATION 76(2) OF SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996 FOR THE QUARTER ENDED 31ST MARCH, 2024.
8. SUBMISSION OF SHAREHOLDING PATTERN (SHP) TO STOCK EXCHANGE FOR THE HALF YEAR ENDED 31ST MARCH, 2024

The Board is requested to kindly examine, verify and take note of the same.

ITEM NO. 17

ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

The Board may consider and decide on any other matter with the permission of the Chairman and with the consent of the majority of the Directors present in the meeting as may be deemed appropriate on account of business exigencies and requirements.

