



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 THIRTY FOURTH (34TH) ANNUAL GENERAL MEETING (AGM) OF QUALITY FOILS (INDIA) LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 04, 2024 AT 10:00 A.M. AT ITS REGISTERED OFFICE AT 3 - INDUSTRIAL DEVELOPMENT COLONY, HISAR-125 005, (HARYANA), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the **Audited Financial Statement** of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.
2. To appoint Mr. Tejasvi Bhargava (DIN- 00011103) – Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To consider and appoint M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed.

SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditor**

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 38,500/- (Rupees Thirty Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to **M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252)**, to conduct the audit of cost records of the Company, for the financial year 2024-25 be and is hereby ratified."

5. **Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company.**

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

"RESOLVED THAT Mr. Mohan Lal (DIN: 10252864), who was appointed as an Additional Director of the Company with effect from September 12, 2023 to holds office upto the date of ensuing Annual General Meeting ("AGM") for the Financial Year 2023-24 in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director in the capacity of Executive Director of the Company be and is hereby appointed as Director of the Company pursuant to section 152 of the Companies Act, 2013."

Page | 1

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to the above said resolution.”

6. **To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013**

*To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow/take loans/advances from time to time in any number of tranches, and that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall in aggregate not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) in any case.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. **To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013**

*To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the company to advance/give loan, give any guarantee or to provide any security to any other person/entity or in whom any of the Directors of the Company is interested/deemed to be interested, up to limits from time to time in any number of tranches upto an aggregate amount upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give

effect to this Resolution.”

8. **To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013**

*To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, upto an aggregate amount of Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) from time to time in any number of tranches, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

Registered Office:

3 - Industrial Development Colony,
Hisar-125 005, Haryana, India.

Date: August 10, 2024

Place: Hisar



**By the order of Board
For Quality Foils (India) Limited**

Kuldip Bhargava

**Kuldip Bhargava
Chairman**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE RECEIVED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY IN ORDER TO MAKE THE PROXIES EFFECTIVE.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights, as applicable. A member holding more than 10 percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form and attendance slip are enclosed with the Notice. Members / Proxies / Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting.

Proxy holder shall carry his valid identity proof (Aadhaar Card, Driving License, Voter ID Card, Passport, PAN Card) in order to prove his identity.

2. The route map of the venue of the meeting is annexed towards the end of this Notice hereto.
3. All the members are requested to follow proper physical distancing, cleanliness and sanitize themselves before entering into the venue.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
5. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and the same should be taken as part of this Notice.
8. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 regarding Director seeking appointment at the meeting are provided as an **Annexure A** hereto.
9. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & their Shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements, maintained under Section 189 of the Companies Act, 2013 in which Directors are interested are available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.
10. Members holding shares in dematerialized form are requested to update the details pertaining to their

shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary at 3- Industrial Development Colony, Hisar-125005, Haryana or RTA at M/s. Bigshare Services Pvt. Ltd., Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves, Road, Andheri (East), Mumbai – 400059, India, Tel.: +91 22 62638200, Fax: +91 22 62638299, Email: ipo@bigshareonline.com

11. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of Annual General Meeting will be sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s). Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including the Notice of Annual General Meeting from the Company, electronically. **The Notice of the AGM along with the Annual Report for the F/Y 2023-24 will also be available on the Company's website: www.qualitygroup.in**
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for registration against their respective folio(s) :
 - Identity Proof: Copy of PAN Card/ Aadhar Card
 - Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old

- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
Contact Details: Mobile no., email ID
- Nomination: Please provide Form SH13 duly filled and signed to RTA.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the direction under the aforesaid Circular.

16. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote on the resolution proposed to be considered at the Annual General Meeting ("AGM") by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- ii. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
- iii. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of **M/s Bigshare Services Private Limited (hereinafter called the "RTA")** as the Agency to provide e-voting facility.
- v. The Board of Directors has appointed **Mr. Rajesh Garg, Practicing Company Secretary (Membership No. 5960)**, as Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.
- vi. A person whose name is 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. Wednesday, August 28, 2024 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- vii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 28, 2024.
- viii. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, August 28, 2024 may obtain the login ID and password by sending a request at contactus@qualityfoils.com
- ix. The voting period begins on September 01, 2024 at 09:00 a.m. and ends on September 03, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 28, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- x. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- xi. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- xii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- xiii. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

How do I vote electronically using Bigshare i-Vote E-Voting System?

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

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting |

| | |
|--|---|
| | <p>your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |

| | |
|--|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | |

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. CDSL and NSDL

| <u>Login type</u> | <u>Helpdesk details</u> |
|--|---|
| 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 22 55 33. |
| 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- 48867000. |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on 'Forgot your password?'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|---|
| Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338 |

Process for those members whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolution 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 RTA i.e. nichetechpl@nichetechpl.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) by email to RTA. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1(A).

3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 02:

Pursuant to Section 152 of the Companies Act, 2013, one of the Directors (excluding Independent Directors) shall retire by rotation and be eligible for re-appointment at this Annual General Meeting. At the last Annual General Meeting, Mr. Kuldip Bhargava had retired by rotation and was subsequently re-appointed by the members of the Company. Therefore, at the 34th Annual General Meeting, Mr. Tejasvi Bhargava (Managing Director of the Company) being longest in the office, shall retire by rotation and he has offered himself for re-appointment.

Mr. Tejasvi Bhargava and Mr. Kuldip Bhargava (Relative of Director) are interested or concerned Directors in the proposed resolution.

ITEM NO. 03:

The Audit Committee in its meeting held on August 10, 2024 had recommended the appointment of M/s. Kansal Jain & Associates (FRN: 023083N) having principal office at SCO 80 81, 4th Floor, Sector 17C, Chandigarh-160017, as the Statutory Auditors of the Company, the said recommendation was considered by Board is given to the shareholders for appointment of Statutory Auditors of the Company for a term of five years and that they shall hold office from the conclusion of the ensuing Annual General Meeting (AGM) i.e. 34th AGM until the conclusion of 39th AGM of the Company to be held in the Financial Year 2029-30.

M/s Kansal Jain & Associates are having a vast experience and being a well- known firm, they are stabilized in working and having calculated audit procedures. Considering that, the Audit committee has recommended their appointment in its meeting held on August 10, 2024 to the Board. The said auditors have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s. Kansal Jain & Associates shall be paid a fee of Rs. 35,000/- (Rupees Thirty Five Thousand only) for the audit of standalone and consolidated financial statements of the Company including out of pocket expenses and other applicable taxes. The Board, in consultation with the Audit Committee, in mutual agreement with Statutory Auditor has finalized the terms of appointment & other conditions and may alter/vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set forth in Item No. 3.

ITEM NO. 04:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board has recommended in its meeting held on August 10, 2024, the shareholders to ratify the remuneration of Rs. 38,500/- (Rupees Thirty Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No.

101252), to conduct the audit of cost records of the Company, for the financial year 2024-25.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution set forth in Item No. 4.

ITEM No. 05

Mr. Mohan Lal (DIN: 10252864) was appointed as Additional Director on the Board of the Company in its meeting held on September 26, 2023. In terms of Section 161(1) of the Companies Act, 2013, he can hold office only upto the date of ensuing Annual General Meeting basis the terms and conditions of the appointment are as mutually agreed upon by the Company. In recognition of his outstanding performance, the Directors now propose his appointment as an executive Director of the company under Section 152 of the Companies Act, 2013.

The Board recommends the resolution set out in item No. 05 of the accompanying Notice for approval of appointment of Mr. Mohan Lal as Executive Director of the Company with effect from the conclusion of ensuing Annual General Meeting.

None of the Directors of the Company except Mr. Mohan Lal, is concerned or interested in the proposed resolution.

ITEM No. 06

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. Thus, the Board of Directors of the Company proposes before the members to increase the limits to borrow money upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) and to secure such borrowings and, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

ITEM No. 07

The Board decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to entities or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) which is required to be approved by the shareholder of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

ITEM No. 08

In order to make optimum use of funds available with the Company and considering the fund requirements of peer group companies, as a long term strategy to enhance the growth trajectory, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

Registered Office:

3 - Industrial Development Colony,
Hisar-125 005, Haryana, India.

Date: August 10, 2024

Place: Hisar



**By the order of Board
For Quality Foils (India) Limited**

Kuldip Bhargava

**Kuldip Bhargava
Chairman**

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Annexure A

Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for item no. 2 is as under:

Brief profile and details of Mr. Tejasvi Bhargava, Director, who is liable to retire by rotation and eligible for re-appointment, are as under:

| | |
|-------------------------------------|--|
| Name of Director | Mr. Tejasvi Bhargava |
| DIN | 00011205 |
| Brief Resume | <p>Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad.</p> <p>Before stepping into the current business set up, he had worked as full-time Director at Voice Data Management Private Limited, Gurgaon (An IT BPO organization) for two years.</p> <p>He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1st August 2015 promoted as full time Managing Director. At the time of his joining, he was entrusted with the affairs of SS Cold Rolling & Pipe/Tube manufacturing divisions of the group. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's. Being the Group's Managing Director, he has been very successfully managing all company's operations, staff and ventures in order to maintain and grow its business.</p> <p>Apart from this, on his personal capacity, he owns a part of family stale in Jindal Quality Tubulars Ltd, a subsidiary company of Jindal Saw Ltd. for production of SS Pipes & Tubes.</p> <p>A keen Squash Enthusiast, also an active part of organisations as Chairman Rural Committee and Chair Climate Change Committee at CII Young Indians (Gurugram Chapter), CII, Stainless Steel Tube Producers Association (Executive Member) & ISSDA.</p> |
| Date of Birth (Age in years) | November 15, 1979 (about 45 years) |
| Qualification | He has done full-time graduation from New Delhi, MBA from TVU (London), and further a Management course from IIM, Ahmedabad. |
| Experience and | 18 years of experience in Steel Industry. |

| | |
|---|---|
| expertise in specific functional area | |
| Terms and conditions of appointment | The present resolution seeks approval of the Members for reappointment of Mr. Tejasvi Bhargava, Managing Director as a Director liable to retire by rotation. Please note that the terms and conditions of appointment of Mr. Tejasvi Bhargava as Director has already approved by the board in their board meeting by passing necessary resolution. |
| Details of remuneration to be sought and remuneration last drawn | The remuneration of Mr. Tejasvi Bhargava, Managing Director of the Company was approved by the members at the Extra-ordinary General Meeting held on 12 th November, 2022. |
| Date on which first appointed on the Board | September 29, 2003 |
| Details of shareholding in the Company 31st March, 2023 | 1,23,600 equity shares of face value of Rs. 10/- each. |
| Relationship with other Directors/Key Managerial Personnel ("KMP") (if any) | Mr. Kuldip Bhargava, Executive Chairman and Director of the Company, is the father of Mr. Tejasvi Bhargava. He is not related to any other Director/ KMP of the Company. |
| Number of Board Meetings attended during the year 2023-24. | 7 (Seven) |
| Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2024) | Nil |
| Name of the listed entities from which the Director has resigned during the past three years | Nil |

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Brief profile and details of Mr. Mohan Lal, Additional Director, who is appointed as Director through regularisation, are as under:

| | |
|--|---|
| Name of Director | Mr. Mohan Lal |
| DIN | 10252864 |
| Brief Resume | Mr. Mohan Lal was born on June 15, 1984 in Rajasthan. He has done his schooling from Adarsh Vidya Vihar in Hisar, Haryana from Haryana Board of Secondary Education (HBSE). He has completed his Bachelors of Arts from Dayanand College, Hisar, Haryana. |
| Date of Birth (Age in years) | June 15, 1984 (aged about 40 years) |
| Qualification | Bachelors of Arts from Dayanand College, Hisar, Haryana |
| Experience and expertise in specific functional area | He holds an expertise in Human resource and Information Technology with a vast experience of 15 years. |
| Terms and conditions of appointment | Terms and conditions as mutually decided with him by Board at the time of appointment. He has been appointed as Additional Director on the Board of the Company on September 12, 2023 |
| Details of remuneration to be sought and remuneration last drawn | The remuneration as mutually decided with him by Board at the time of appointment. |
| Date on which first appointed on the Board | September 12, 2023 as Additional Director |
| Details of shareholding in the Company 31st March, 2023 | N.A. |
| Relationship with other Directors/Key Managerial Personnel ("KMP") (if any) | N.A. |
| Number of Board Meetings attended during the year 2023-24. | 3 (Three) |
| Details of Directorships / Committee Chairmanship and Memberships in other public limited | NIL |

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

| | |
|---|-----|
| companies (As on March 31, 2024) | |
| Name of the listed entities from which the Director has resigned during the past three years | NIL |

Date: August 10, 2024

Place: Hisar



By order of the Board
For Quality Foils (India) Limited

Kuldip Bhargava

Kuldip Bhargava
Chairman

Form No. MGT-11
Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]*

Name of the Company: Quality Foils (India) Limited
CIN: L27107HR1990PLC0309295
Regd. Office: 3 - Industrial Development Colony, Hisar - 125005, Haryana, India.
Ph: 01662- 220327, 28; **E-mail:** contactus@qualityfoils.com ; **Website:** www.qualitygroup.in;

| | |
|-------------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| Email Id.: | |
| Folio No. / Client Id: | |
| DP Id.: | |

I / We, being the member(s) of shares of the above name company, hereby appoint

1. Name:
Address:
Email Id.:Signature:

Or failing him/her

2. Name:
Address:
Email Id.:Signature:

Or failing him/her

3. Name:
Address:
Email Id.:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

General Meeting of the Company, to be held on **September 04, 2024 at 10:00 A.M.** at the registered office of the Company at 3 - Industrial Development Colony, Hisar-125005, Haryana, India and at any adjournment thereof in respect of such resolution as is indicated below:

| Sr. No. | Resolution | For | Against |
|---------|---|-----|---------|
| 1. | To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon. | | |
| 2. | To appoint Mr. Tejasvi Bhargava (DIN- 00011103) - Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment. | | |
| 3. | To consider M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed. | | |
| 4. | To ratify the remuneration of Cost Auditor. | | |
| 5. | Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company. | | |
| 6. | To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013 | | |
| 7. | To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013 | | |
| 8. | To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013 | | |

Signed this..... day of, 2024

Affix
Revenue
Stamp

.....
Signature of shareholder Signature of Proxy holder(s)

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

QUALITY FOILS (INDIA) LIMITED

CIN: L27107HR1990PLC0309295

Registered Office: 3 - Industrial Development Colony, Hisar - 125005, Haryana, India

Ph: 01662- 220327, 28; E-mail: contactus@qualityfoils.com ;

Website: www.qualitygroup.in

Attendance Slip

| | |
|---|--|
| Registered Folio / DP ID & Client ID | |
| Name of Shareholder | |
| Address of Shareholder | |
| Number of Shares held | |

I/We, hereby record my/our presence at the 34th Annual General Meeting of the Company to be held on September 04, 2024 at **10:00 A.M.** at its registered office at 3 - Industrial Development Colony, Hisar-125 005, (Haryana).

Signature of Shareholder / Proxy Present:.....

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions printed overleaf before exercising the vote.

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

Form No. MGT-12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c)
of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: Quality Foils (India) Limited

Registered office: 3 - Industrial Development Colony, Hisar - 125005, Haryana.

CIN: L27107HR1990PLC0309295

| | |
|--|--|
| Name of the First Named Shareholder (in block letters): | |
| Postal address: | |
| Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) | |
| Class of Shares | |

I hereby exercise my vote in respect of Ordinary and Special businesses enumerated in Notice of **34th Annual General Meeting** of the Company, to be held on the **September 04, 2024 at 10:00 A.M.** at Registered Office of the Company at 3 - Industrial Development Colony, Hisar - 125005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Item | No. of shares held by me | I assent to the resolution | I dissent to the resolution |
|-----------------|---|---------------------------------|-----------------------------------|------------------------------------|
| 1) | To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon. | | | |
| 2) | To appoint Mr. Tejasvi Bhargava (DIN- 00011103) - Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment. | | | |
| 3) | To consider and re-appoint M/s. Kansal Jain & Associates (having FRN: 023083N), Chartered | | | |

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

| | | | | |
|----|--|--|--|--|
| | Accountants as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration as mutually agreed. | | | |
| 4) | To ratify the remuneration of Cost Auditor. | | | |
| 5) | Regularization of Additional Director, Mr. Mohan Lal (DIN: 10252864) as Director of the Company. | | | |
| 6) | To approve and authorize Board of Directors to borrow money pursuant to Section 180 (1)(C) of the Companies Act, 2013 | | | |
| 7) | To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013 | | | |
| 8) | To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013 | | | |

Place:

Date:

(Signature of shareholder)

Quality Foils (India) Limited
Formerly known as Quality Foils (India) Pvt. Ltd.

ROUTE MAP

Venue of the 34th Annual General Meeting of Quality Foils (India) Limited to be held on **September 04, 2024 at 10:00 A.M.** a.m. its registered office at 3 – Industrial Development Colony, Hisar-125 005, (Haryana).

