



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 THIRD MEETING OF BOARD OF DIRECTORS OF QUALITY FOILS (INDIA) LIMITED FOR THE FINANCIAL YEAR 2024-25 TO BE HELD ON SATURDAY, 10TH DAY OF AUGUST, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3- INDUSTRIAL DEVELOPMENT COLONY, HISAR-125005, HARYANA, TO TRANSACT THE FOLLOWING BUSINESSES:

| Sr. No. | Agenda Items |
|---------|--|
| 1. | To appoint the Chairman of the meeting |
| 2. | To grant leave of absence to the Director, if any. |
| 3. | To take note of the Signed Minutes of previous Audit Committee Meeting held on May 22, 2024. |
| 4. | To take note of the Minutes of the Board meeting No. 01 held on May 22, 2024 and Board meeting No. 02 held on June 29, 2024 for the Financial Year 2024-25 |
| 5. | To appoint Company Secretary and Compliance Officer of the Company. |
| 6. | To appoint the Internal Auditor of the Company for the Financial year 2024-25. |
| 7. | To approve the Cost statements and other statements to be annexed to the Cost Auditor Report for the Financial Year 2023-24 |
| 8. | To take note of quarterly compliances submitted to stock exchange in compliance with SEBI (Listing Regulations) 2015 for the quarter ended June 30, 2024. |
| 9. | To approve and authorize Board of Directors to Borrow money pursuant to Section 180(1)(c) and Section 179 of the Companies Act, 2013 |
| 10. | To give authorization to advance loan, give any guarantee or to provide any security pursuant to Section 185 and Section 179 of the Companies Act, 2013 |
| 11. | 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 |
| 12. | Retirement of Director by Rotation. |
| 13. | To consider and approve draft Annual report including Directors' report along with its annexure for the Financial Year ended 2023-24 |





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|-----|--|
| 14. | Appointment of Scrutinizer for ensuing Annual General Meeting |
| 15. | To consider and approve the appointment of Statutory Auditor for a term of five years |
| 16. | Regularisation of Mr. Mohan Lal - Additional Director of the Company |
| 17. | Ratification of remuneration of Cost Auditor |
| 18. | To take note of the Secretarial Audit report for the Financial Year ended March 31, 2024 |
| 19. | To fix the date, time and place of Annual General Meeting ("AGM") and approval of notice of AGM including determination of cut-off dates & book closure dates for the purpose of AGM |
| 20. | 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: Mr. Birdhi Chand Jain

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

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

For Quality Foils (India) Limited



Birdhi Chand Jain
Chief Financial Officer

Date: August 02, 2024

Place: Hisar

NOTES TO AGENDA FOR BOARD MEETING

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 TAKE NOTE OF THE MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING HELD ON MAY 22, 2024.

The minutes of the meeting of the 1st Audit Committee for the Financial Year 2024-25 held on May 22, 2024 shall be placed before the 2nd Audit committee meeting to be held on August 10, 2024. The Board shall be requested to take note of the same.

ITEM NO. 4

TO TAKE NOTE OF THE MINUTES OF BOARD MEETING NO. 02 HELD ON JUNE 29, 2024 FOR THE FINANCIAL YEAR 2024-25

The Minutes of the board meeting held on June 29, 2024 shall be placed at the meeting before the Board. Upon confirmation by the Board, the Chairman may sign the minutes.

ITEM NO. 5

TO APPOINT COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

The Chairperson to apprise the Board that considering the resignation of Ms. Meenakshi from the post of Company Secretary and Compliance Officer of the Company in the previous Board meeting held on June 29, 2024 and keeping in view the requirement of Section 203 of the



Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended (“SEBI LODR Regulations”) to appoint a Company Secretary and Compliance Officer in relation to the Offer who shall be responsible for monitoring the compliance of Companies Act, 2013 along with the securities laws and for redressal of investors’ grievances, it is proposed to appoint Ms. Amelia Nelson (Mem. No. A66026) as Company Secretary and Compliance Officer of the Company with immediate effect.

Brief Profile: Ms. Amelia is a qualified Company Secretary, she is commerce graduate from Kurukshetra University having degree of Masters in Business Administration and Bachelors in Legislative Laws.

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

ITEM NO. 6

TO APPOINT THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

The Board shall be apprised that in accordance with the Section 138 of the Companies Act, 2013 read with rule 13 of Chapter IX the Companies (Accounts) Rules, 2014, every listed company shall be required to appoint an Internal Auditor. Considering the abovesaid provision, it is proposed to appoint Mr. Kapil Mittal (official of the Company) (having Chartered Accountants Mem. No.: 542972) as the Internal Auditor of the Company for the Financial Year 2024-25. The Consent which has been received from Mr. Kapil Mittal shall be placed before the Board.

The Audit Committee Meeting, which is scheduled on August 10, 2024 shall also consider the same and may recommend the said appointment to the Board.

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

ITEM NO. 7

TO APPROVE THE COST STATEMENTS AND OTHER STATEMENTS TO BE ANNEXED TO THE COST AUDITOR REPORT FOR THE FINANCIAL YEAR 2023-24

The board is hereby informed that in terms of Section 148 read with Rule 3 and Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to approve the Cost



Statements which are prepared as per the rules, including other statements, attachments, annexure, for manufactured products of the Company for the Financial Year ended on March 31, 2024.

The Audit Committee meeting, which is scheduled on August 10, 2024, shall review the same and recommend to the Board. The above mentioned Cost Statements shall be placed before the Board for its consideration.

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

ITEM NO. 8

TO TAKE NOTE OF QUARTERLY COMPLIANCES SUBMITTED TO STOCK EXCHANGE IN COMPLIANCE WITH SEBI (LISTING REGULATIONS) 2015 FOR THE QUARTER ENDED JUNE 30, 2024.

The Board is hereby informed that the Company has complied with the following SEBI Regulations pertaining to submissions and filings of various reports and statements for the period ended June 30, 2024 to the National Stock Exchange (NSE):

1. 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 June 30, 2024.
2. Submission of statement of Investor Complaints under regulation 13(3) of SEBI (LODR) Regulations, 2015 for the Quarter ended June 30, 2024.
3. 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 June 30, 2024.
4. Submission of the Reconciliation of Share Capital Audit Report under Regulation 76(2) of SEBI (Depositories and Participants) Regulations, 1996 for the Quarter ended June 30, 2024.

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



ITEM NO. 9

TO APPROVE AND AUTHORIZE BOARD OF DIRECTORS TO BORROW MONEY PURSUANT TO SECTION 180 (1)(c) AND SECTION 179 OF THE COMPANIES ACT, 2013

The Board shall be apprised that for the purpose of meeting fund requirement to avoid hindrances in conducting routine business activities, approval of the Board is required, subject to member's approval in the ensuing Annual General Meeting through special resolution, to provide authorization pursuant to Section 180(1)(c) and Section 179 of the Companies Act, 2013, to borrow/take loans/advances from time to time in any number of tranches which in aggregate shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) in any case.

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

ITEM NO. 10

TO GIVE AUTHORIZATION TO ADVANCE/GIVE LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY PURSUANT TO SECTION 185 OF THE COMPANIES ACT, 2013

The Board shall be further informed that the Company may be required, from time to time, to render/provide financial support in the form of loan/guarantee including Corporate Guarantees for the business requirements of the other Entities. Therefore, in order for the Company to provide financial support and assistance to such persons/Entities, an enabling resolution from Board is required which is subject to shareholder's approval through special resolution in the ensuing Annual General Meeting, under Section 185 of the Companies Act, 2013 upto an aggregate amount upto Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only).

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

ITEM NO. 11

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

The Board shall be apprised that in furtherance of above said resolution, approval of Board is required to give auctorisation in accordance with Section 186 of the Companies Act, 2013, subject to shareholder's approval through special resolution in the ensuing Annual General



Meeting, to invest/acquire from time to time by way of subscription/purchase/conversion/otherwise invest in Equity Shares/Preference Shares/Debentures (whether convertible or non-convertible)/any other financial instruments of one/more bodies corporate; to make/give from time to time any loan or loans to any body or bodies corporate; give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate/Bank/Financial Institutions in respect of or against any loans to or to secure any financial arrangement 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, which is upto approved limited as per Section 185 of the Companies Act, 2013

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

ITEM NO. 12

RETIREMENT OF DIRECTOR BY ROTATION

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 the ensuing 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 ensuing 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.

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

ITEM NO. 13

TO CONSIDER AND APPROVE DRAFT ANNUAL REPORT INCLUDING DIRECTORS' REPORT ALONG WITH ITS ANNEXURE FOR THE FINANCIAL YEAR ENDED 2023-24

The Board may note that pursuant to the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Board of Directors of the Company are required to consider and approve the Annual report for the Financial year ended March 31, 2024 including Directors's Report and its annexure(s) thereto. The draft of said report shall be placed before the Board at meeting and initialed by the Chairman as per Secretarial Standard 1 issued by the Institute of Company Secretary of India ("ICSI"), for the purpose of identification.



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

ITEM NO. 14

APPOINTMENT OF SCRUTINIZER FOR ENSUING ANNUAL GENERAL MEETING

This is to inform the Board that pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the shareholders of the Company shall be provided e-voting facility to exercise their right to vote at the Annual General Meeting.

In terms of the aforesaid rules, a Scrutinizer is required to be appointed to conduct the e-voting on the resolutions in a fair and transparent manner at the ensuing Annual General Meeting of the Company. For this purpose, Mr. Rajesh Garg from M/s. Rajesh Garg & Co., Practicing Company Secretaries, is proposed to be appointed as Scrutinizer. The said firm has consented for its appointment as scrutinizer which shall be placed at the meeting before the Board.

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

ITEM NO. 15

TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR FOR A TERM OF FIVE YEARS

The Audit Committee members may recommend the appointment of M/s. Kansal Jain & Associates (FRN: 023083N) in its meeting to be held on August 10, 2024, as the Statutory Auditors of the Company, the said recommendation is required to be considered by Board and to be 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.

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

ITEM NO. 16

REGULARISATION OF MR. MOHAN LAL - ADDITIONAL DIRECTOR OF THE COMPANY



The Board shall be apprised that Mr. Mohan Lal (DIN: 10252864) who was appointed as Additional Director on the Board of the Company on 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 and subject to the approval of members of the Company, is eligible for appointment and has consented to act as Director in the capacity of Executive Director of the Company is recommended to be appointed as Director of the Company.

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

ITEM NO. 17

RATIFICATION OF REMUNERATION OF COST AUDITOR

The board shall be informed that pursuant to the provisions of Section 148 of the Companies Act, 2013 it is proposed to recommend 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.

The Audit committee members may recommend the same to the Board in the Audit committee meeting scheduled to be held on August 10, 2024.

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

ITEM NO. 18

TO TAKE NOTE OF THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

The Chairman to further inform that pursuant to the provisions of Section 204 of the Companies Act read with Rules prescribed thereunder, as amended from time to time, the board is required to approve the Secretarial Audit Report of the Company for the Financial Year 2023-24. The same shall be placed at the meeting before the Board. The Board may also note that the Secretarial Audit Report does not contain any qualification.

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

ITEM NO. 19



TO FIX THE DATE, TIME AND PLACE OF ANNUAL GENERAL MEETING (“AGM”) AND APPROVAL OF NOTICE OF AGM INCLUDING DETERMINATION OF CUT-OFF DATES & BOOK CLOSURE DATES FOR THE PURPOSE OF AGM

This is to apprise the Board that in terms of the provisions of Section 96 read with Section 101 of the Companies Act, 2013, the Company is required to hold its 34th Annual General Meeting (“AGM”) within a period of six months from the closure of the Financial Year 2023-24 i.e. on or before September 30, 2024. For the said purpose, the draft Notice of the 34th AGM together with the Explanatory Statement shall be placed before the Board for the AGM which is proposed to be held on **Wednesday, September 04, 2024** at the **Registered office** of the Company. The Board shall discuss and finalise the time of AGM at the meeting.

Also, the Board may note that for the purpose of conducting the 34th AGM of the Company, the Books of the Company are required to be closed as per the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Furthermore, for the purpose of providing E –voting facility, the Company is required to fix a cut-off date for determining the list of shareholders to whom such facility shall be made available. The details matrix of such dates shall be placed before the Board at the meeting.

Considering the same, the relevant cut off dates and book closure dates are required to be determined by the Board for the purpose of ensuing 34th AGM.

ITEM NO. 20

ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

The Board may consider and decide on 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 requirement.

VOTE OF THANKS TO THE CHAIR

