



QUALITY FOILS (INDIA) LIMITED

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

Regd. Office :- 3, Industrial Development Colony, Hisar-125 005, Haryana (India)
Phone : 0091 - 1662 - 220327,220328
E-mail : contactus@qualityfoils.com Website : www.qualityfoils.com
CIN : L27107HR1990PLC030929

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 4TH (FOURTH) MEETING OF BOARD OF DIRECTORS OF QUALITY FOILS (INDIA) LIMITED FOR THE FINANCIAL YEAR 2024-25 TO BE HELD ON MONDAY, 28TH DAY OF OCTOBER, 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 grant leave of absence to the Director, if any.
2.	To take note of the Minutes of previous Audit Committee Meeting held on August 10, 2024.
3.	To take note of the Minutes of previous Nomination & Remuneration Committee Meeting held on August 10, 2024
4.	To take note of the Minutes of the previous Board meeting held on August 10, 2024 for the Financial Year 2024-25
5.	To take note of the Resolution passed by Circulation on August 29, 2024 for approval of Cost Audit Report for the Financial Year 2023-24
6.	To take note of stock exchange compliances for the Half Year & quarter ended on September 30, 2024 in compliance with SEBI (Listing Regulations) 2015 of Quality Foils (India) Limited
7.	To take note of the Trading Window Closure period intimation for the Half year ended September 30, 2024
8.	To take note of the Acquisition of shares of the Company by promoters from Open Market in accordance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
9.	To take note of the expansion and upgradation of production activities by introduction of new machineries.
10.	To take note of the prior intimation filed to stock exchange for conducting this Board meeting in compliance with Regulation 29 of SEBI (Listing Obligation and Disclosure Requirement), 2015
11.	To consider and approve unaudited standalone Financial Results along with draft Limited review Report for the Half year ended September 30, 2024.
12.	To consider and approve the annual increment of Key Managerial Personnel of the Company
13.	Authorisation to advance loan, give any guarantee or to provide any security pursuant to Section 185 and Section 179 of the Companies Act, 2013
14.	Any other matter with the permission of the Chairman





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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**

Amelia Nelson
Company Secretary and Compliance Officer



Date: October 19, 2024

Place: Hisar

NOTES TO AGENDA FOR BOARD MEETING

ITEM NO. 1

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. 2

TO TAKE NOTE OF THE MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING HELD ON AUGUST 10, 2024.

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

ITEM NO. 3

TO TAKE NOTE OF THE MINUTES OF PREVIOUS NOMINATION & REMUNERATION COMMITTEE MEETING HELD ON AUGUST 10, 2024

The Signed minutes of the previous Nomination & Remuneration committee meeting for the Financial Year 2024-25 held on August 10, 2024 shall be placed before Board. The Board shall be requested to take note of the same.

ITEM NO. 4

TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON AUGUST 10, 2024 FOR THE FINANCIAL YEAR 2024-25

The Draft minutes of the previous Board meeting for the Financial Year 2024-25 held on August 10, 2024 shall be placed before Board. Upon confirmation, the minutes shall be signed by the Chairman.

ITEM NO. 5

TO TAKE NOTE OF THE RESOLUTION PASSED BY CIRCULATION ON AUGUST 29, 2024 FOR APPROVAL OF COST AUDIT REPORT FOR THE FINANCIAL YEAR 2023-24

The Board is hereby informed that a resolution was passed by the Board through circulation (Board Circular Resolution No. 1/2024-25) on August 29, 2024 related to approval of Cost Audit Report for the Financial Year 2023-24

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



ITEM NO. 6

TO TAKE NOTE OF STOCK EXCHANGE COMPLIANCES FOR THE HALF YEAR & QUARTER ENDED ON SEPTEMBER 30, 2024 IN COMPLIANCE WITH SEBI (LISTING REGULATIONS) 2015 OF QUALITY FOILS (INDIA) LIMITED

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 September 30, 2024 to the National Stock Exchange of India (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.
5. Submission of shareholding pattern (SHP) to stock exchange for the half year ended September 30, 2024
6. Submission of disclosure of non applicability of Regulation 23 of the SEBI (LODR) Regulations, 2015

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

ITEM NO. 7

TO TAKE NOTE OF THE TRADING WINDOW CLOSURE PERIOD INTIMATION FOR THE HALF YEAR ENDED SEPTEMBER 30, 2024

The Board is hereby informed that the Company has closed its trading window in compliance with the SEBI (Prohibition of Insider Trading) Regulations and Trading Window Closure Period Notifications, 2015. The Board shall further note that during the period, trading in securities of the Company will not be allowed for the Directors, Key Managerial Personals ("KMP"), Promoters & Promoter Group, designated persons, Connected Persons and their immediate relatives.

The trading window shall re-open 48 hours after the declaration of Unaudited Financial Results for the half year ending September 30, 2024.

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



ITEM NO. 8**TO TAKE NOTE OF THE ACQUISITION OF SHARES OF THE COMPANY BY PROMOTERS FROM OPEN MARKET IN ACCORDANCE WITH REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

The Board is hereby informed that the Promoters of the Company have acquired the Equity shares of the Company from open market at different times during the month of September, 2024. The detailed transaction is mentioned in the table below:

S. No.	Name of the Acquirer	Date of transaction	Mode of Transaction	No. of Equity shares	Price (per share) in INR
1.	Mr. Kuldip Bhargava (Promoter & Chairman of the Company)	September 11, 2024	Open Market	40,000 Equity Shares	Rs. 104/-
2.	Mr. Tapasvi Bhargava (Promoter of the Company)	September 11, 2024	Open Market	50,000 Equity Shares	Rs. 104/-
3.	Mr. Tejasvi Bhargava (Promoter & Managing Director of the Company)	September 27, 2024	Open Market	1,000 Equity Shares	Rs. 104/-
4.	Mr. Tejasvi Bhargava (Promoter & Managing Director of the Company)	September 30, 2024	Open Market	6,000 Equity Shares	Rs. 103/-

The Board is further requested to kindly note that the Company has duly complied with the requirements of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 7 (2) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in this regard.

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

ITEM NO. 9**TO TAKE NOTE OF THE EXPANSION AND UPGRADATION OF PRODUCTION ACTIVITIES BY INTRODUCTION OF NEW MACHINERIES.**

The Board is hereby informed that the Company has installed new rolling mill and other supporting lines costing approx Rs. 20,00,00,000/- (Rupees Twenty crores only), which will aid in our expansion and upgradation of existing plant by reducing the thickness of our finished goods and enhancing product quality.

The Board is further informed that production activities on trial bases have already been initiated in the month of October, 2024. This new installation is expected to impact the business activities positively which can be foreseen in the financials of last quarter of the Financial Year 2024-25.

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



ITEM NO. 10

TO TAKE NOTE OF FILING PRIOR INTIMATION TO STOCK EXCHANGE FOR CONDUCTING THIS BOARD MEETING IN COMPLIANCE WITH REGULATION 29 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT), 2015

The Board is hereby informed that pursuant to Regulation 29 of SEBI (Listing Obligation and Disclosure Requirement), 2015, the listed entities are required to give prior intimation at least five days in advance to stock exchange about the meeting of the board of directors in which financial results viz. quarterly, half yearly, or annual, as the case may be, are proposed to be considered and approved.

Considering that, the Company shall duly intimated to stock exchange about this Board meeting which is scheduled to consider and approve the unaudited standalone Financial Results along with Limited review Report for the half year ended September 30, 2024.

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

ITEM NO. 11

TO CONSIDER AND APPROVE UNAUDITED STANDALONE FINANCIAL RESULTS ALONG WITH DRAFT LIMITED REVIEW REPORT FOR THE HALF YEAR ENDED SEPTEMBER 30, 2024.

This is to apprise the Board that according to the provisions of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), the Company is required to submit with the stock exchanges, Financial Results on quarter/half year/annual basis. Therefore, the draft Financials results, which shall be considered and recommended by audit committee in its meeting to be held on October 28, 2024, shall be placed before the Board for consideration and approval.

Furthermore, the draft Limited Review Reports on the Unaudited Standalone Financial Results for the half year ended September 30, 2024, as submitted by the Statutory Auditors shall be placed before the Board at the meeting.

The Board members are required to consider the same and pass necessary resolutions, subject to the recommendation of Audit Committee:

ITEM NO. 12

TO CONSIDER AND APPROVE THE ANNUAL INCREMENT OF KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board may note that as per the terms of reference of Nomination and Remuneration Committee, the Committee is, inter-alia, required to recommend to the Board all remuneration, in whatever form, payable to Key Managerial Personnel of the Company. Subject to the said recommendation by the Nomination and Remuneration Committee, a meeting of which is scheduled to be held on October 28, 2024, the Board is required to consider and approve as it deems fit, the annual increment of Key Managerial Personnel of the Company.



S. No.	Name of Key Managerial Personnel	Designation
1.	Mr. Tejasvi Bhargava	Managing Director
2.	Mr. Birdhi Chand Jain	Chief Financial Officer
3.	Ms. Amelia Nelson	Company Secretary and Compliance Officer

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

ITEM NO. 13

AUTHORISATION TO ADVANCE LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY PURSUANT TO SECTION 185 AND SECTION 179 OF THE COMPANIES ACT, 2013

The Board is hereby informed that in accordance with Section 185 read with Section 179 of the Companies Act, 2013 and as per authorization granted by members of the Company through Special resolution passed on September 04 2024, the Company is required, to render/provide Corporate Guarantees for the various credit facility(ies) availed by M/s. Quality Stainless Private Limited and M/s. Quality Bio Green Private Limited to upto an aggregate amount of Rs. 10,00,00,000/- (Rupees Ten Crores only) by each entity at different times and in any number of tranches.

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

ITEM NO. 14

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

