



Date: September 04, 2018

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Fax No.: 022-22721919	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai – 400051 Fax No.: 022-26598120
Ref.: Kwality Limited (KWALITYLTD/ INE775B01025)	Ref.: Kwality Limited (KWALITYLTD/ INE775B01025)

Dear Sir/Madam,

Subject: Intimation about ensuing Annual General Meeting & Book Closure dates pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the subject captioned above, please note that the 26th Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, September 29, 2018 at 9.30 a.m. at Lavanya, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, New Delhi – 110036.

The cut- off date for determining the eligibility to vote by electronic means or at the AGM is September 22, 2018.

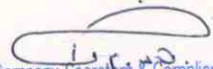
The Company has provided its members the facility to exercise their votes at the aforesaid AGM by electronic means (Remote e-voting) as well as through ballot at the AGM, on all resolutions set forth in the notice to those members. The E-voting period commences on Wednesday, September 26, 2018 (10:00 A.M. IST) and ends on Friday, September 28, 2018 (5:00 P.M. IST).

Kindly also note that pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules made thereunder, the Register of Members of Company shall remain closed from Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of AGM.

Further enclosed herewith the Notice of AGM of the Company for the Financial Year 2017-18.

This is for your information and record.

Thanking You
Yours Faithfully
For Kwality Limited
For Kwality Limited


Company Secretary & Compliance Officer

Pradeep K. Srivastava
(Company Secretary & Compliance Officer)





KWALITY LIMITED

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Email ID: cs@kdil.in / Website: www.kwality.com

CIN: L74899DL1992PLC255519

NOTICE FOR TWENTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of KWALITY LIMITED will be held on Saturday, September 29, 2018 at 9.30 A.M. at Lavanya, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, New Delhi - 110036, to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018 and Profit & Loss Account and Cash Flow Statement for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year 2017-18.
3. To appoint a Director in place of Mr. Sanjay Dhingra (DIN: 00025376), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company, to fix their remuneration and to pass the following resolution with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 (“Act”), and other applicable provisions of the Act, if any and the rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s. MSKA & Associates, (ICAI Firm Registration No. 105047W), as the auditors of the Company to hold office till the conclusion of the Annual General Meeting (“AGM”) to be held in the year 2022 (subject to ratification of their appointment at every AGM) be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the audit committee in consultation with the Auditors, and that such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MR. SANJAY DHINGRA AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 196, 197, 203 read with Schedule V and the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Article of Association of the Company, subject to approval of Central Government and such other consents and permissions as may be necessary, approval of the members of the Company, be and is, hereby, accorded for the re-appointment of Mr. Sanjay Dhingra (DIN: 00025376) as Managing Director of the Company, for a period of five years with effect from July 14, 2018 to July 13, 2023 and the payment of remuneration for the aforesaid period on the term and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Remuneration, Compensation and Nomination committee of the Board.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in schedule V of the Companies Act, 2013 as amended from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director or the Company Secretary & Compliance Officer of the Company be and is, hereby, severally authorized to file requisite forms, intimations and other with Registrar of Companies, NCT of Delhi & Haryana and other authorities where necessary and to do all such acts, deeds and things as may be required to give effect to above resolutions.”

6. APPOINTMENT OF DR. KULDEEP SHARMA AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules 2014, Dr. Kuldeep Sharma (DIN: 07689428), who was appointed as an Additional Director of the Company with effect from October 25, 2017 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 who being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.”

7. APPOINTMENT OF DR. KULDEEP SHARMA AS WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time and pursuant to the recommendation of Remuneration, Compensation and Nomination Committee, Dr. Kuldeep Sharma (DIN: 07689428) be and is hereby appointed as Whole Time Director of the Company for a period of 5 years w.e.f October 25, 2017 to October 24, 2022 and he will be paid remuneration as per Schedule V of the Companies Act, 2013, set out below with liberty to the Board of Directors to alter, vary or increase the remuneration specified below from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or

such other competent authority, if applicable and in such manner as may be agreed to between the Board of Directors and Dr. Kuldeep Sharma (DIN: 07689428).

Basic Salary	:	Rs. 60,000/- p.m.
House Rent Allowance	:	Rs. 30,000/- p.m.
Special Allowance	:	Rs. 20,000/- p.m.
Other Allowance	:	Rs. 7150/- p.m.

Other Perquisites:

1. Reimbursement of medical expenses actually incurred for self and family, subject to a ceiling of Rs.1,250/- p.m.
2. Mediclaim Policy for self and Family as per policy of Company.
3. Leave travel concession/ allowance for self and family as per the rules of the Company.
4. Leave on full pay and allowance, as per the rules of the Company.
5. Benefits of Provident Fund and Pension/Superannuation Fund, if provided, however that the contribution to Provident Fund, Pension/ Superannuation Fund will not be considered or included for the computation of ceilings on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
6. the computation of ceilings on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
7. Gratuity, not exceeding half a month salary for each completed year of service and as per the rules of the company.
8. Conveyance Allowance, reimbursement of car with driver and maintenance subject to ceiling of Rs. 1,600/- p.m.

“RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the Whole-Time Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Dr. Kuldeep Sharma, Whole Time Director be and is hereby designated as Key Managerial Personnel in terms of Section 2(51) read with Section 203 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director or Company Secretary & Compliance Officer of the Company, be and is hereby authorized to do all such acts, deeds and things which are necessary for the aforesaid appointment of Dr. Kuldeep Sharma as Whole-Time Director of the Company and to send necessary intimation in prescribed form to Registrar of Companies.”

8. APPOINTMENT OF MS. SWATI CHATURVEDI AS A WOMEN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Ms. Swati Chaturvedi (DIN: 08187398), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 28, 2018 and who hold office till the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Ms. Swati Chaturvedi (DIN: 08187398) as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to July 27, 2023, not liable to retire by rotation.”

9. APPOINTMENT OF MR. AKHILESH KUMAR MISHRA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Akhilesh Kumar Mishra (DIN: 08210752), who was appointed as an Additional Director of the Company with effect from September 01, 2018 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 who being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for office of Non- Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period up to August 31, 2023, not liable to retire by rotation.”

10. RATIFICATION OF COST AUDITOR'S REMUNERATION

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

“RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s M K Jha & Co, Cost Accountants, (ICMAI Firm Registration No. 101333), appointed as Cost Auditors by the Board of Directors of the Company for the financial year ending March 31, 2019 be paid remuneration of Rs 1,00,000/- (Rupees One lakh only) plus out of pocket expenses and applicable taxes.”

11. INCREASE IN THE LIMIT OF SHAREHOLDING BY REGISTERED FOREIGN PORTFOLIO INVESTORS (FPIs)/FOREIGN INSTITUTIONAL INVESTORS(FIIs) FROM 24% UPTO 74% OF THE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2017 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned

authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for purchase/acquisition of Equity Share by foreign investors including Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs shall not exceed 74% of the paid up equity share capital of the Company, provided however that the shareholding of each FIIs, on its own account and on behalf of each of the SEBI approved sub-accounts of FPIs shall not exceed such other limit as may be stipulated by Reserve Bank of India in each case, from time to time."

"RESOLVED FURTHER THAT any Director or Company Secretary & Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

12. ISSUE OF SECURITIES OF THE COMPANY FOR AN AMOUNT OF UP TO RS 5,000 MILLION

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62, 71 and other applicable Provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all applicable rules made thereunder (including any amendments / modifications thereto or re-enactment thereof) (the "Act") and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI ICDR Regulations"), as amended, and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the enabling provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's equity shares are listed ("Listing Agreements"), and in accordance with the applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, permissions, consents and / or sanctions as may be necessary from the Government of India ("GOI"), the Reserve Bank of India ("RBI"), SEBI, the Stock Exchanges, the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and / or all other ministries, departments or other statutory or local authorities of the GOI and/or any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as Appropriate Authority') and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted or may hereinafter be constituted and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, (including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency in the course of international and/or domestic market for a value of up to Rs. 5,000 Million (Rupees Five thousand millions only), such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Warrants Convertible/ Non-Convertible, Compulsory convertible preference shares (CCPS) and/or Equity Shares through Depository Mechanism and/or Fully/Partly Convertible Debentures and/or Non-Convertible Debentures (NCDs) with or without warrants and/or Equity Shares through Convertible Securities, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form including without limitation, the Securities as defined under the Securities Contract Regulation Act, 1956 and the rules made thereunder as amended from time to time (hereinafter collectively referred to as the "Securities") whether, secured or unsecured, Listed on any stock exchange(s) in India, through an offer document and/or prospectus and/or offer letter and/or offering circular and/or placement document, and/or listing particulars, to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), rights issue(s), private placement(s), and / or qualified institutional placement under Chapter VIII of the SEBI (ICDR) Regulations or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law, in such manner and on such terms and conditions including security, rate of interest and conversion terms, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate"

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI (ICDR) Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI (ICDR) Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year. "

"RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares or in the event that convertible securities (as defined under the SEBI (ICDR) Regulations) are issued

to QIBs under Chapter VIII of the SEBI (ICDR) Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting of the Board in which it decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI (ICDR) Regulations, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs, or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decide to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the term of the Securities and the Board be and is hereby authorised in its absolute discretion to dispose off such of the Securities that are not subscribed in such manner as it may deem fit.”

“RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, co-managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, auditors, stabilizing agent and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on stock exchange(s), to seek consent, if required from lenders of the Company and parties with whom the Company has entered into various commercial and other agreements in connection with the issue and allotment of Securities and also to open one or more bank accounts in the name of the Company within or outside India, as may be required, subject to receipt of requisite approvals wherever required from the RBI or any regulatory authority, as applicable”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares including issue and allotment of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares that may be issued and allotted by the Company, including issue and allotment of equity shares upon conversion of any securities referred above, shall be issued and allotted in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu inter se with the existing Equity Shares of the Company in all respects except as provided otherwise under the terms of issue/offering and in accordance with the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/conversion of Securities, listings on stock exchanges in India as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180 of the Companies Act 2013 or such other provisions of the Companies Act, 2013 and the Rules made thereunder, in respect of any Securities as may be required either on pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

**By Order of the Board
For Kquality Limited**

Place : New Delhi
Date : September 01, 2018

Sd/-
(Pradeep K. Srivastava)
(Company Secretary & Compliance Officer)

NOTES:

1. **A MEMBER OF THE COMPANY 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 NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED, DULY FILLED AND AUTHENTICATED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS (FORTY-EIGHT HOURS) BEFORE THE SCHEDULED TIME OF THE MEETING.**
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts relating to the business at item no. 5 to item no. 11 of the Notice as set out above, is annexed hereto.

3. Member(s)/Proxies, authorised representatives should bring the Attendance Slip in the Meeting duly filed in, for attending the meeting.
4. Statutory Registers under the Companies Act, 2013 is available for the inspection at the Registered Office of the Company during Business Hours.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
6. Members are requested to bring their admission slips along with copy of the report & accounts to the Annual General Meeting.
7. Members who wish to obtain information of the Company or view the accounts for the financial year ended March 31, 2018, may visit the Company's website www.kwality.com.
8. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting, will be paid within 30 days after the date of declaration:
 - To those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar and Transfer Agents (R&T Agents) of the Company on or before Saturday, September 22, 2018.
 - In respect of shares held in electronic form (demat mode), dividend will be paid to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, September 22, 2018.
 - Physical shares – Payment of dividend through NECS: Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR Code of the branch, type of account and account number at the earliest to our Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Private Limited.
9. Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), the amount of dividend remaining unclaimed and the shares on which dividend has not been paid or claimed for a period of seven years from the date of its transfer to Unpaid Dividend Accounts of the Company are required to be transferred to the Investor Education and Protection Fund. Therefore, the amount of unclaimed dividend and the shares for the financial year ended March 31, 2011 would be transferred to Investor Education and Protection Fund. As such, members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2011 and/or subsequent years are requested to submit their claims to the Registrar and Share Transfer Agent and/or Company Secretary of the Company without any delay.
10. This may be taken as notice of declaration of dividend for the financial year 2017-18 in accordance with Article 139 of the Article of Association of the Company in respect of dividend for that year when declared.
11. The Register of Members and Transfer Books of the Company will remain closed from September 24, 2018 to September 29, 2018 (both days inclusive) for the purpose of ascertaining eligibility to dividend, if declared.
12. Members are requested to intimate the Registrar and Share Transfer Agent of the Company - M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi – 110062, immediately of any change in their address in respect of equity shares held in physical mode and to their DPs in respect of equity shares in dematerialized form.
13. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
14. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
15. Across the world, there is an increasing focus on doing our share to help save our environment from further degradation. Recognizing this trend, the Ministry of corporate Affairs (vide circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 respectively), has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to share documents/notices (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc) with its shareholders through electronic mode. The move of the Ministry allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses.
16. The Company hereby gives an opportunity to all the members, who have not get their e-mail id recorded, to get it registered to avail the facility to receive any communication through electronic mode.
17. **As per notification issued by the Securities and Exchange Board of India (SEBI), with effect from December 5, 2018, the shares of the Company can be transferred only in dematerialized form. Members are advised to dematerialise share (s) in the Company to facilitate transfer of share(s).**

SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and Bank Account. To support the SEBI's initiative, the members are requested to furnish the details of PAN and bank account to the Company or RTA (Beetal Financial & Computer Services Private Limited).
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended further and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
19. Members may also note that the Notice of the 26th Annual General Meeting and the Company's Annual Report for the Financial Year 2017-18 will be available on the Company's website www.kwality.com.

20. **Detail of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting**

Name of Directors	Mr. Sanjay Dhingra	Dr. Kuldeep Sharma	Ms. Swati Chaturvedi	Mr. Akhilesh Kumar Mishra
Date of Birth	12 th October, 1970	28 th March 1953	05 th August, 1976	10 th January, 1976
DIN	00025376	07689428	08187398	08210752
Relationship with other Directors Inter-se	None	None	None	None
Date of Appointment	18 th June, 2003	25 th October, 2017	28 th July, 2018	01 st September, 2018
Qualification	Graduate	Ph.D. , M.Sc. (Botany)	B.Com & Cost Accountant	Company Secretary
Expertise in specific functional area	Vast experience in dairy business & FMCG Products	Outstanding experience in agriculture, science and technology popularization.	Experience in the field of Cost audit, Internal Audit, Finance & Accounts and Statutory Compliance matters of different segment of domestic industry	Experience of all sorts of Secretarial affairs, legal and statutory compliances under various Acts/ Statutes
Directorship held in other Listed Companies as on date	NIL	NIL	NIL	NIL
Chairman/Member of the committee of the Board of Directors of the Company as on March 31, 2018	- Member of Management Committee - Member of CSR Committee - Member of Risk Management Committee	NIL*	NIL*	NIL*
Chairman/Member of the committee of the other companies in which he is a director as on March 31, 2018	NIL	NIL	NIL	NIL
Number of Shares held in the Company as on March 31, 2018	152,154,714	NIL	NIL	NIL

*Dr. Kuldeep Sharma has been appointed as a member of CSR Committee w.e.f. July 28, 2018.

Ms. Swati Chaturvedi has been appointed as a member of Audit Committee, Share Transfer Committee, Stakeholder Relationship Committee and Remuneration, Compensation & Nomination Committee w.e.f. July 28, 2018.

Mr. Akhilesh Kumar Mishra has been appointed as a member of Remuneration, Compensation & Nomination Committee w.e.f. September 01, 2018.

Instructions for members for voting electronically are as under:-

- The e-voting period begins on September 26, 2018 at 10:00 AM and ends on September 28, 2018 at 05:00 PM. 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) September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders/Members.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant "KWALITY LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution Details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and image verification code and click on Forgot password & enter the details as promoted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

21. Mr. Mukun Arora of M/s Mukun Vivek & Company, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The notice is being dispatched/emailed to all the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) on August 31, 2018 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
23. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kwality.com within two days of the passing of the resolutions at the Annual General Meeting of the Company and communicate to Stock Exchanges, where the shares of the Company are listed.

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

ITEM NO. 5

Mr. Sanjay Dhingra had been re-appointed as Managing Director of the Company w.e.f July 14, 2018 for a period of 5 years. The term of office of Mr. Sanjay Dhingra as Managing Director of the Company is due to expire on July 13, 2018. The present proposal is to seek the shareholder's approval for the re-appointment of Mr. Sanjay Dhingra as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Director of the Company (the 'Board'), at its meeting held on May 28, 2018 has, subject to the approval of the shareholders, re-appointed Mr. Sanjay Dhingra for a further period of 5 years i.e. July 14, 2018 to July 13, 2023.

The payment of remuneration has already been approved by the Remuneration, Compensation and Nomination committee of the Board in its meeting & subsequently by the Board of Director in its meeting held on May 28, 2018. Therefore the Board proposes to seek approval of the shareholders of the Company, approving the payment of remuneration to Mr. Sanjay Dhingra as detailed here under:

A) Salary, Allowances and Perquisites:

- I. Basic Salary: ₹ 1, 30, 20,000/- (Rupees One Crore Thirty Lac and Twenty Thousand only) per annum.
- II. Allowance and Perquisites: In addition to Basic Salary, the Managing Director will be entitled to allowances and perquisites in the nature of accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/ or allowance for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, medical insurance and such other perquisites and/or allowance not exceeding ₹ 10,00,000/- (₹ Ten Lacs only) per annum. The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at the actual cost.
- III. Other Benefits: The Managing Director may also eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
 - a. Company's contribution to Provident Fund, Superannuation Fund, and Annuity Fund as per the rules of the Company to the extent these rules singly or put together is not taxable under the Income Tax Act, 1961.
 - b. Gratuity as per the rules of the company.
 - c. Leave with full pay as per the company's rules.
 - d. Encashment of leave at the end of the tenure.

B) General :

- (i) The office of the Managing Director may be terminated by the Company or the concerned Director by giving 3 (three) months' prior notice in writing.
- (ii) The terms and conditions set out for re-appointment and payment of remuneration herein may be altered and varied by Board as it may, from time to time, deem fit.
- (iii) If in any financial year after the appointment, Company has no profits or inadequate profits, the Managing Director shall be entitled to receive the same remuneration, perquisites and benefits as specified in the above clauses, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013."

Except Mr. Sanjay Dhingra, none of the Directors and KMP of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

ITEM NO. 6 & 7

Dr. Kuldeep Sharma was appointed as an Additional Director of the Company with effect from October 25, 2017 by the Board of Directors under Section 161 of the Act and Article 109 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Dr. Kuldeep Sharma holds office only upto the date of the ensuing AGM and is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Dr. Kuldeep Sharma appointment as a Director. The Board also appointed Dr. Kuldeep Sharma as the Whole Time Director of the Company for the period from October 25, 2017 to October 24, 2022, subject to approval of the Members.

Dr. Kuldeep Sharma is a Ph.D. (Role of Print and Electronic Media in Agriculture) and also holds a master degree in Botany with specialization in Cytogenetic and Plant-Breeding. He has more than 40 year experience of scientific and Agricultural Journalism through publication and electronic media. As **Chief Editor** and **Director (DIPA)**, Indian Council of Agricultural Research have planned, edited and produced more than 100 publications in various agricultural subjects including textbooks, supplementary books, bulletins and reports. Under Print Media, he has done Revision and printing of ICAR's most prestigious publication "HANDBOOK OF AGRICULTURE" (2007), "Handbook of Fisheries and Aquaculture" (2006), Biofertilizer in sustainable agriculture (2006), Text book of Drainage Engineering (2005). Under Electronic Media, he has been involved in Doordarshan's renowned agricultural program Krishi Darshan as anchor, script-writer and V/O artist since 1980. He had also active participation in various other programmes like Kissan, Vikas Ki oor, Nayi Raahen, Pariyaavaran among others.

The resolution seeks the approval of members for the appointment of Dr. Kuldeep Sharma as Whole Time Director of the Company for a period of 5 years up to October 24, 2022 pursuant to Section 196,197 & 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Dr. Kuldeep Sharma, to whom the resolution relates, are interested or concerned in the resolution mentioned at Item No. 6 & 7 of the Notice.

ITEM NO. 8

The Board of Directors, at its meeting held on July 28, 2018 appointed Ms. Swati Chaturvedi as an Additional Director of the company with effect from July 28, 2018, pursuant to section 161 of the Companies Act, 2013, read with Article 109 of the Article of Association of the Company.

Pursuant to the provision of Section 161 of the Companies Act, 2013, Ms. Swati Chaturvedi will hold office upto the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs.1,00,000/- proposing the candidature of Ms. Swati Chaturvedi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Swati Chaturvedi (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Swati Chaturvedi as an Independent Director of the Company for a period up to July 27, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Ms. Swati Chaturvedi, to whom the resolution relates, are interested or concerned in the resolution.

ITEM NO. 9

The Board of Directors, at its meeting held on September 01, 2018 appointed Mr. Akhilesh Kumar Mishra as an Additional Director of the company with effect from September 01, 2018, pursuant to section 161 of the Companies Act, 2013, read with Article 109 of the Article of Association of the Company.

Pursuant to the provision of Section 161 of the Companies Act, 2013, Mr. Akhilesh Kumar Mishra will hold office upto the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Akhilesh Kumar Mishra for the office of Non-Executive Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Akhilesh Kumar Mishra (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under the section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Akhilesh Kumar Mishra as Non-Executive Independent Director of the Company for a period up to August 31, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He will not liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Mr. Akhilesh Kumar Mishra, to whom the resolution relates, are interested or concerned in the resolution.

ITEM NO. 10

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on May 28, 2018 the appointment of M/s. M K Jha & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs 1,00,000/- (Rupees One lakh only) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

M/s M K Jha & Co., Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Directors recommend the Ordinary Resolution for the approval of the member.

None of the Directors and KMP of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

ITEM NO. 11

Increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs)/ Foreign Institutional Investors (FIIs) up to 74% of the paid up capital of the Company.

In terms of the Foreign Exchange Management (Transfer or issue of security by a person Resident Outside India) Regulations, 2017, as amended from time to time, the total holdings of all Foreign Institutional Investors (FIIs)/SEBI approved sub-accounts of FII's or FPIs put together shall not exceed 24% of the paid-up equity capital of the Company. This limit of 24% can be increased to the sectoral cap/Statutory limit, as applicable by the Company, by passing a Special Resolution to that effect by its Members.

To make more space for FIIs/FPIs to invest in the equity of the Company, it is proposed to increase the present limit of FIIs/FPIs shareholding in the Company from 24% up to an aggregate limit of 74% of paid up equity share capital of the Company in one or more tranches.

Accordingly, consent of the Shareholders is sought by way of a Special Resolution through AGM notice and voting through electronic means (remote e-Voting) as set out as item No. 11 in the Notice of Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interest in this resolution.

Your Board of Directors recommend the resolution to be passed as Special Resolution.

ITEM NO. 12

The Company has an ambitious plan for future expansions and modernisation of existing infrastructure, for which substantial funds are required to meet working capital requirements, reduction of existing financial liabilities, investments in joint ventures and other permissible general corporate purposes, in normal course of business by augmenting long term resources, as proposed. However, proposed issue of Securities by the Company shall be solely dependent on conducive market conditions and availability of fair price to be determined by the Board.

Accordingly, the Company proposes to create, offer, issue and allot such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts(ADRs), Foreign Currency Convertible Bonds (FCCBs), Warrants Convertible/ Non- Convertible, Compulsory Convertible Preference Shares (CCPS) and/or Equity Shares through Depository Receipt Mechanism and/or Fully/ Partly Convertible Debentures and or Non-Convertible Debentures with or without warrants or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form or any combination of Securities through public issues(s), private placement(s), or a combination thereof, including issuance of Securities through qualified institutional placement, Rights Issue or a combination thereof as per SEBI (ICDR) Regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutional placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI (ICDR) Regulations, 2009. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI (ICDR) Regulations, 2009. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board thereof decides to open the qualified institutional placement for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion

deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the Members in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than Members of the Company, consent of the Members is being sought pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as well as applicable Rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing Members of the Company.

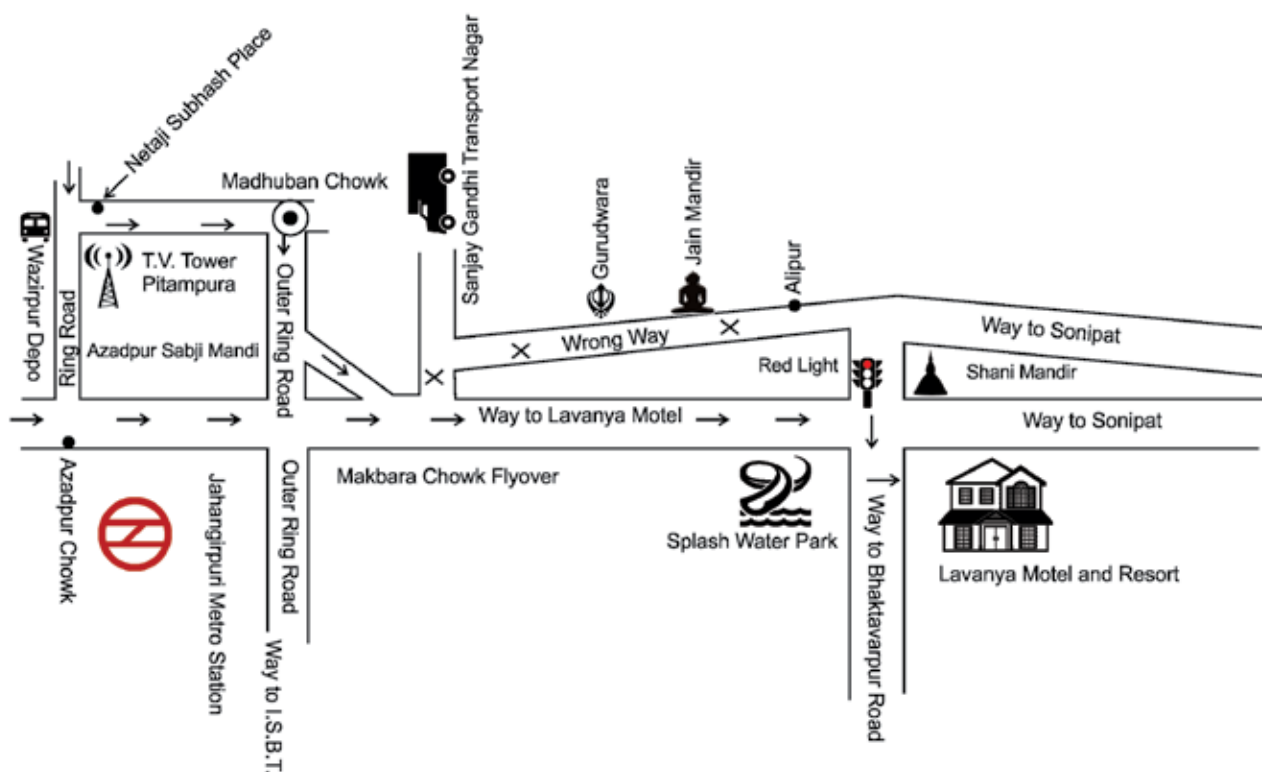
None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item No. 12.

**By Order of the Board
For Kquality Limited**

**Place : New Delhi
Date : September 01, 2018**

**Sd/-
(Pradeep K. Srivastava)
(Company Secretary & Compliance Officer)**

ROUTE MAP



KWALITY LIMITED

Regd. Off: KDIL House, F-82, Shivaji Place, Rajouri Garden, New Delhi-110027

Board: +91 11 47006500 (100 Lines) Fax: +91 11 25191800

Email: cs@kdil.in, Website: www.kwality.com

CIN: L74899DL1992PLC255519

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]

CIN: L74899DL1992PLC255519

Name of the company: Kwality Limited

Registered office: KDIL House, F-82, Shivaji Place, Rajouri Garden, New Delhi-110027

Name of the member (s): E-mail Id:

Folio No/ Client Id : DP ID :

Registered address:

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

1. Name: E-mail Id:

Address:

Signature: or failing him

2. Name: E-mail Id:

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Saturday, September 29, 2018 at 9.30 a.m. at Lavanya, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, Delhi - 110036 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Votes	
		For	Against
1	Adoption of Balance Sheet and Profit & Loss Account together with the reports of the Directors and Auditors thereon		
2	Approval of dividend for the financial year 2017-18		
3	Appoint Mr. Sanjay Dhingra, who retires by rotation and being eligible, offers himself for re-appointment		
4	Ratification of Appointment of M/s. MSKA & Associates as Statutory Auditor of the Company		
5	Re-appointment of Mr. Sanjay Dhingra as Managing Director of the Company		
6	Appointment of Dr. Kuldeep Sharma as Director of the Company		
7	Appointment of Dr. Kuldeep Sharma as Whole Time Director of the Company		
8	Appointment of Ms. Swati Chaturvedi as a Women Independent Director of the Company		
9	Appointment of Mr. Akhilesh Kumar Mishra as a Non-Executive Independent Director of the Company		
10	Ratification of Cost Auditor's Remuneration		
11	Increase in the limit of Shareholding by Registered Foreign Portfolio Investors (FPIs)/Foreign Institutional Investors (FIIs) from 24% upto 74% of the paid up equity share capital of the company		
12	Issue of Securities of the Company for an amount of up to Rs 5,000 million		

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly stamped, signed and completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KWALITY LIMITED

Regd. Off: KDIL House, F-82, Shivaji Place, Rajouri Garden, New Delhi-110027
Board: +91 11 47006500 (100 Lines) Fax: +91 11 25191800
Email: cs@kdil.in, Website: www.kwality.com
CIN: L74899DL1992PLC255519

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING

Saturday, September 29, 2018 at 9.30 a.m.

VENUE: Lavanya, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, Delhi – 110036

Sr. No.

DP ID / Client ID :

Folio No. :

Member's Name and Complete Address :

No. of Shares Held :

I hereby record my presence at the 26th Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 9.30 a.m. at Lavanya, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, Delhi – 110036.

Member's Signature

If proxy attended instead of Member:

Proxy Name

Proxy's Signature

Note:

Members / Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them.

NO GIFT/COUPON WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.