



Date: November 30, 2019

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

Dear Sir/Madam,

SUBJECT: VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF KWALITY LIMITED HELD ON 29TH NOVEMBER, 2019

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclose the voting results of the 27th Annual General Meeting for the Ordinary/Special resolutions mentioned in the notice of AGM.

Facility of voting through ballot paper was provided to members present at the AGM. Attached is the consolidated Scrutinizer Report and Result of voting through e-voting & voting in the AGM through ballot paper as per Rule 20 of the Companies (management and Administration) Rules, 2014.

Kindly take the note.

Thanking You

Yours faithfully,
For Kwality Limited

Company Secretary & Compliance Officer

Pradeep K. Srivastava
(Company Secretary & Compliance Officer)



(Kwality Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Shailendra Ajmera, appointed by the National Company Law Tribunal by order dated 11th December 2018 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 11th January, 2019 under the provisions of the Code.)

KWALITY LIMITED-27th Annual General Meeting

Date of the AGM	29.11.2019
Total number of shareholders on record date	110576
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	0
Public:	498
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	

Resolution required: (Ordinary/ Special)									
Ordinary-1 Adoption of Balance Sheet and Profit & Loss Account together with the reports of the Directors and Auditors thereon as on 31st March, 2019									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		57957397	100.00	57957397	0	100	0	
	Poll	57957397	0	0.00	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Total									
Public-Institutions	E-Voting	57957397	57957397	100.00	57957397	0	100	0	
	Poll	2299017	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Total									
Public-Non Institutions	E-Voting	181097968	428893	0.24	413022	15871	96.30	3.70	
	Poll		20094	0.01	19721	373	98.14	1.86	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Total									
					432743	16244	96.38	3.62	

Resolution required: (Ordinary/ Special)									
Ordinary- 2. Appointment of M/s. B. Rattan & Associates as Statutory Auditor of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		57957397	100.00	57957397	0	100	0.0	
	Poll	57957397	0	0.00	0	0	0	0.0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Total									
Public-Institutions	E-Voting	57957397	57957397	100.00	57957397	0	100	0.0	
	Poll	2299017	0	0.00	0	0	0.00	0.0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Total									
					0	0	0.00	0.0	



Public-Non Institutions	E-Voting	428893	0.24	380935	47958	88.82	11.18
	Poll	20094	0.01	19721	373	98.14	1.86
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA
	Total	448987	0.25	400656	48331	89.24	10.8

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	57957397	57957397	100	57957397	0	100	0
	Poll	57957397	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	57957397	57957397	100	0	0	0	0
Public-Institutions	E-Voting	2299017	0	0.00	0	0	0.00	0.00
	Poll	2299017	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	2299017	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	181097968	428893	0.24	379535	49358	88.49	11.51
	Poll	181097968	20094	0.01	19721	373	98.14	1.86
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	181097968	448987	0.25	399256	49731	88.92	11.08

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	57957397	57957397	100.00	57957397	0	100.00	0.00
	Poll	57957397	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	57957397	57957397	100.00	0	0	100.00	0.00
Public-Institutions	E-Voting	2299017	0	0.00	0	0	0.00	0.00
	Poll	2299017	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	2299017	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	181097968	428893	0.24	379400	49493	88.46	11.54
	Poll	181097968	20094	0.01	19721	373	98.14	1.86
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	181097968	448987	0.25	399121	49866	88.89	11.11



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SCRUTINIZER'S REPORT

To,
The Resolution Professional

Kwality Limited

KDIL House, F-82, Shivaji Place, Rajouri Garden New Delhi West Delhi DL 110027

27th Annual General Meeting

Kwality Limited

Held on Friday, November 29, 2019 at 09.30 A.M.

At Bristol Farms, G.T. Karnal Road, Palla Bakhtavarpur Road,
Alipur, New Delhi – 110036

Dear Sir,

Sub: Result of E-voting & Poll

This is with reference to our appointment as scrutinizers for the e-voting and voting on poll at the Annual General Meeting (“AGM”) of the Members of the Company held on November 29, 2019.

We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Result of Poll results at the AGM

Kindly take it on your record.

Thanking you,
Yours faithfully,

For Mukun Vivek & Company



Mukun Arora

Partner

M. No. 15980

CP No. 4766

Place: New Delhi

Date: November 29th, 2019

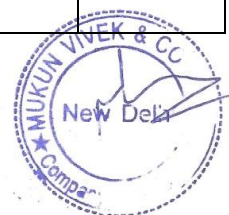
Encl: As above

I - Report on results of e-voting

Summary of e-voting Results

EVSN Reference No.	191102001
Voting Start Date	November 26, 2019 at 10.00 A.M
Voting End Date	November 28, 2019 at 05.00 P.M

Item No. of the Agenda	Voted in favor		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	51	58370419 (99.97%)	2	15871 (0.03%)	0	0
2	49	58338332 (99.92%)	4	47958 (0.08%)	0	0
3	48	58336932 (99.92%)	5	49358 (0.08%)	0	0
4	46	58336797 (99.92%)	7	49493 (0.08%)	0	0



SCRUTINIZER'S REPORT

(Pursuant to section 109 of the companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration Rules, 2014)

**To
The Resolution Professional**

27th Annual General Meeting of the Equity Shareholders of **Kwality Limited**

Held On 29th November, 2019, 9.30 A.M at Bristol Farms, G.T. Karnal Road, Palla Bakhtavarpur Road, Alipur, New Delhi – 110036

Dear Sir,

We, **Mukun Vivek & Company**, Company Secretaries, having address at 28/51, West Patel Nagar New Delhi -110008, appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and Voting by ballot at the 27th Annual General meeting (AGM) in fair and transparent manner in respect of the below mentioned resolutions transacted at the 27th AGM of the Equity Shareholders of M/s Kwality Limited (hereinafter referred to as the Company) hereby submit our report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions in accordance with Notice of 27th AGM is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by postal ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total vote cast in favour or against if any.
2. In accordance with the Notice of the 27th AGM sent to the shareholders, the remote E-voting period begins on November 26, 2019 at 10:00 AM and ends on November 28, 2019 at 05:00 PM.
3. The Equity shareholders holding shares as on November 22, 2019 (cut off date) were entitled to vote on the resolutions stated in the notice of the 27th AGM.
4. The ballot boxes were opened in the presence of two witnesses who are not the employees of the Company. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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5. The votes on remote e-voting were unblocked at around 14:54 P.M. on 29th November, 2019 in the presence of two witnesses who are not the employees of the Company and the e-voting results/list downloaded from the website of Central Depository Services (India) Limited (www.evotingindia.com) is being handed over to the Appointed Resolution Professional of the Company along with this Report.
6. All the resolutions were passed with requisite majority. We are herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through remote e-voting and by poll on each of the resolutions.

Thanking you,

For Mukun Vivek and Company



**Mukun Arora
(Partner)**

M No.: 15980

CP No.: 4766

Date: 29th November, 2019

Place: New Delhi

Mukun Vivek & Company

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RESOLUTION NO. 1

ADOPTION OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	51	5,83,70,419	99.97%
Voting by ballot	94	19,721	98.14%
Total	145	5,83,90,140	

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	2	15,871	0.03%
Voting by ballot	122	373	1.86%
total	124	16,244	

(iii) Invalid Votes

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0%
Voting by ballot	3	3	0%
total	3	3	



RESOLUTION NO. 2**TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION**

“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, the appointment of M/s. B. Rattan & Associates, (ICAI Firm Registration No. 011798N), as the auditors of the Company to hold office till the conclusion of the Annual General Meeting (“AGM”) to be held in the year 2024 be and is hereby appointed and that the Resolution Professional be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020 be paid remuneration not exceeding Rs. 8,00,000/- (Eight lakhs only) plus out of pocket expenses and applicable taxes in consultation with the Auditors.”

(i) Voted **in favour** of the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	49	5,83,38,332	99.92%
Voting by ballot	94	19,721	98.14%
total	143	5,83,58,053	

(ii) Voted **against** the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	4	47,958	0.08%
Voting by ballot	122	373	1.86%
total	126	48,331	

(iii) Invalid Votes

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0%
Voting by ballot	3	3	0%
total	3	3	

RESOLUTION NO. 3**RATIFICATION OF COST AUDITOR'S REMUNERATION**

“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 MK Jha & Co, Cost Accountants, (ICMAI Firm Registration No. 101333), appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 be paid remuneration of Rs 30,000/- (Rupees Thirty Thousand only) plus out of pocket expenses and applicable taxes.”

(i) Voted **in favour** of the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	48	5,83,36,932	99.92%
Voting by ballot	94	19,721	98.14%
Total	142	5,83,55,653	

(ii) Voted **against** the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	5	49,358	0.08%
Voting by ballot	122	373	1.86%
total	127	49,731	

(iii) Invalid Votes

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0%
Voting by ballot	3	3	0%
total	3	3	

RESOLUTION NO. 4**RE-APPOINTMENT OF DR. RATTAN SAGAR KHANNA AS AN INDEPENDENT DIRECTOR OF THE COMPANY EVEN AFTER ATTAINING 75 YEARS OF AGE**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Rattan Sagar Khanna (DIN 03073914) whose current period of office is expiring on August 11, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. August 12, 2019 upto August 11, 2024.”

(i) Voted **in favour** of the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	46	5,83,36,797	99.92%
Voting by ballot	94	19,721	98.14%
total	140	5,83,56,518	

(ii) Voted **against** the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	7	49,493	0.08%
Voting by ballot	122	373	1.86%
total	129	49,866	

(iii) Invalid Votes

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Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0%
Voting by ballot	3	3	0%
total	3	3	

Thanking you,

For Mukun Vivek and Company



Mukun Arora
(Partner)

M No.: 15980
CP No.: 4766

Date: 29th November 2019
Place: New Delhi