



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

Date: August 05, 2025

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra kurla Complex, Bandra (East),
Mumbai-400051

Scrip Code – QFIL
ISIN: INE001M01015

Subject: Circulation of Notice of 35th Annual General Meeting to the Shareholders of Quality Foils (India) Limited (“Company”) for the Financial Year 2024-25

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (LODR Regulations), 2015, the Company hereby wish to intimate that notice of **35th Annual General Meeting (“AGM”)** of the Company which is scheduled to be held on **Thursday, September 04, 2025, at 10:30 A.M.** at the registered office of the Company situated at 3 – Industrial Development Colony, Hisar-125005, Haryana, has been circulated to shareholders today i.e. August 05, 2025, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.
2. To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013

Special Business:

3. To ratify the remuneration of the Cost Auditor of the Company
4. To consider and recommend the Managerial Remuneration, in excess of limits as per Schedule V of the Companies Act, 2013
5. To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company and variation in terms of appointment pursuant to Section 196, 203 and 152 of the Companies Act 2013.
6. To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.
7. To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013.
8. To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013



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9. Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years

The said AGM Notice is also uploaded on the Company's website at <https://www.qualitygroup.in/wp-content/uploads/2025/08/35-AGM-Notice-September-04-2025.pdf> and is enclosed herewith.

Kindly take the same on records and oblige.

Thanking You

For **Quality Foils (India) Limited**



Amelia Nelson
Company Secretary and Compliance Officer

Encl. As Above



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH (35TH) ANNUAL GENERAL MEETING ("AGM") OF QUALITY FOILS (INDIA) LIMITED ("COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 04, 2025 AT 10:30 A.M. AT ITS REGISTERED OFFICE SITUATED AT 3 - INDUSTRIAL DEVELOPMENT COLONY, HISAR-125005, (HARYANA), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.
2. To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.

SPECIAL BUSINESSES:

3. To ratify the remuneration of the Cost Auditor of the Company
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as approved by the Board of Directors in accordance with the recommendation of Audit Committee, the remuneration of Rs. 38,500/- (Rupees Thirty-Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252), to conduct the audit of cost records of the Company, for the financial year 2025-26 be and is hereby ratified.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

4. To consider and recommend the Managerial Remuneration, in excess of limits as per Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the payment of managerial remuneration to Mr. Tejasvi Bhargava (Managing Director) and Mr. Kuldip Bhargava

(Chairman) in excess of the limits prescribed under Section 197 read with schedule V (Section II of Part II) of the Companies Act, 2013 in the event of inadequacy of profits for the financial year 2025-26 based on the estimated projections of the net profits calculated under Section 198 of the Companies Act, 2013, in accordance with the terms and conditions approved by the Board of Directors and as set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to vary, alter or modify the terms and conditions of appointment including remuneration within the overall limits specified under the Act and Schedule V and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

5. **To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company and variation in terms of appointment pursuant to Section 196, 203 and 152 of the Companies Act 2013.**

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

"RESOLVED THAT pursuant to the provisions of Sections Section 196, 203 and 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the articles of association, and upon the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Tejasvi Bhargava (DIN: 00011205) as the Managing Director of the Company for a further period of 5 (Five) years, with effect from March 01, 2026 to February 28, 2031 (inclusive of both dates), at a remuneration and on such terms and conditions as set out below with liberty and authority of Board of Directors (hereinafter referred the "Board" and shall include the "NRC" of the Board) to alter and vary the terms and conditions including remuneration of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any other amendment thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Tejasvi Bhargava.

RESOLVED FURTHER THAT in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the remuneration of Mr. Tejasvi Bhargava with effect from March 01, 2026 to February 28, 2031 (inclusive of both dates) as the Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and the Board is noted hereunder:

a) Remuneration:

Basic Salary: Rs. 3,00,000/- per month

Expenses incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules 1962

Perquisites & others: Contribution to the Provident Fund, Family benefit fund and Superannuation fund and other funds as prescribed.

Car: The Company shall provide a Car for the Company business and if no car is provided, reimbursement of the conveyance shall be as per the actual on the basis of claims made by him.

Telephone: Free use of Telephone at his residence provided that personal long distant calls on the telephone shall be billed by the Company to the Director.

Travelling: Reimbursement of Foreign and Domestic travel expenses for himself and his family.

Medical benefits: Reimbursement of medical expenses on actual basis for self and his family as per Company rules.

b) Others:

- a) Leave travel concessions for self and his family as per the rules of the Company.
- b) Bonus /ex-gratia as per the rules of the Company.
- c) Gratuity as per the rules of the Company, subject to a maximum ceiling as may be prescribed in the payment of gratuity act from time to time.
- d) Leave with full payment or encashment thereof as per the rules of the Company.
- e) Club fees subject to maximum of two clubs.
- f) Any other allowances as per Company rules to other employees.

No Sitting fees shall be paid for attending any meeting.

The office of Director may be terminated by the Company or the concerned director by giving the one month prior notice in writing to other Board of Directors.

RESOLVED FURTHER THAT in addition to the terms and conditions already approved by the members, at the time of his previous appointment, the members do hereby approve the below mentioned revised/additional terms and conditions of re-appointment and remuneration of Mr. Tejasvi Bhargava as Managing Director, which shall be read in conjunction with and form an integral part of the earlier approved terms.

The revised/additional terms and conditions for the re-appointment of the Managing Director as stated below:

a. Minimum Remuneration in case of lack or inadequacy of Profits: Where in any financial year during the currency of tenure of the Managing Director, we have nil profit or the profits are inadequate, the Managing Director shall be paid remuneration as under:

- Remuneration shall be payable in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 or on the basis of calculations based upon the prevailing provisions or subject to the prior approval of shareholders, based on the effective capital of the Company and accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time;
- Contributions to Provident Fund, Superannuation fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;

- Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service, and
- Encashment of Leave at the end of the tenure.

b. Managing Director shall be identified as Director liable to retire by Rotation at Annual General Meetings pursuant to Section 152 of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters and things as may be necessary or desirable, including execution of any documents, instruments or writings, to give effect to this resolution."

6. **To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) read with Section 180(1)(a) along with other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, the consent of the members be and is hereby accorded to grant the authorization & power to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to borrow, from time to time, in any number of tranches (apart from temporary loans) obtained/to be obtained from the company's bankers, in excess of the aggregate of the paid-up share capital, free reserves, and securities premium account but up to a limit of which in aggregate shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only).

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to authorize the Board of Directors to sell, lease or otherwise dispose of, or to create charges, mortgages, or hypothecation on the whole or substantially the whole of the company's undertaking(s), whether present or future, for securing any borrowing, as per Section 180(1)(a) of the Companies Act 2013 for the purpose of undertaking the transactions which falls under the ambit of Section 180(1)(c) of the Act as the borrowings may also require the creation of charge or security on the company's assets etc.

Accordingly, the members approval via special resolutions is accorded to:

1. Authorize the Board to borrow money exceeding the specified threshold under Section 180(1)(c); and
2. Authorize the Board to create security or charge on the company's assets as per Section 180(1)(a).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution, including but not limited to finalising terms and conditions of such borrowings and executing necessary documents."

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

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

"RESOLVED THAT pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in supersession of all the previous resolutions passed in this regard, and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded to grant the authorization & powers to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) for providing loan(s), guarantee(s), or security(ies) in connection with any loan taken by the following entities from time to time in any number of tranches, for the purpose of conducting business activities and meeting fund requirements, which are persons in whom the directors of the Company are interested, for their principal business activities:

- **Name of the Entities** – Quality Stainless Private Limited, Quality Bio Green Private Limited and Quality Bioenergy LLP.
- **Nature of Relationship** – Mr. Kuldip Bhargava, Mr. Tejasvi Bhargava and Mr. Tapasvi Bhargava are the Directors/Members.

up to an aggregate outstanding amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only) on such terms and conditions (including interest rate, repayment terms, and security) as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, approve and execute all necessary documents, deeds, agreements, and writings, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of all the previous resolutions passed in this regard, consent of the members be and is hereby accorded to grant the authorization and powers to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof) to:

- give any loan(s) to M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and



M/s Quality Bioenergy Limited Liability Partnership (LLP);

- give any guarantee(s) or provide any security(ies) in connection with a loan to M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP); and
- acquire by way of subscription, purchase or otherwise, the securities of M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP),

including amount already borrowed or to be borrowed from time to time by the following entities in any number of tranches for the purpose of continuation of business activities which is exceeding the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, up to an aggregate amount of Rs. 1,50,00,00,000 (Rupees One Hundred and Fifty Crores only) as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sum to be invested, loaned, guaranteed or secured from time to time, and to negotiate and finalize the terms and conditions, execute necessary agreements, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

9. **Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years**

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

"RESOLVED THAT pursuant to provisions of Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024, and other applicable provisions, the approval of the members be and is hereby accorded to appoint M/s Rajesh Garg & Co. (Practicing Company Secretaries), (FCS No. 5960), a Peer-Reviewed Company Secretary in Practice (Peer Review Certificate No. 799/2020) having its Office at 1226, Urban Estate-II, Hisar, Haryana 125001, to act as the Secretarial Auditor of the Company for a term of five consecutive years with effect from April 1, 2025 on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT Mr. Kuldip Bhargava (Director) and Mr. Tejasvi Bhargava (Managing



Quality Foils (India) Limited

Director of the Company be and is hereby authorized to finalize the terms of appointment, including audit fees, enter into necessary engagement letters, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to comply with applicable provisions concerning tenure, cooling-off periods, and eligibility criteria under SEBI (LODR) Regulations, 2015.

Registered Office:
3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025
Place: Hisar

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



Kuldip Bhargava

Kuldip Bhargava
Director



NOTES:

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

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

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

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

2. The route map of the venue of the meeting is annexed towards the end of this Notice hereto.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name, shall be entitled to vote.
6. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and the same should be taken as part of this Notice.
7. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 regarding Director seeking appointment at the meeting are provided as an **Annexure A** hereto.
8. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & their Shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements, maintained under Section 189 of the Companies Act, 2013 in which Directors are interested are available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.
9. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary at 3- Industrial Development Colony, Hisar-125005, Haryana



or RTA at M/s. Bigshare Services Pvt. Ltd., Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves, Road, Andheri (East), Mumbai – 400059, India, Tel.: +91 22 62638200, Fax: +91 22 62638299, Email: ipo@bigshareonline.com

10. The Securities and Exchange Board of India ('SEBI') has mandated transfer of securities in physical mode to be discontinued with effect from April 01, 2019. effective from 1st April, 2019. Further SEBI received representation from investors as well as RTAs and listed companies that some of the investors had missed the timelines for re-lodging their documents for transfer of securities and in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.
11. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of Annual General Meeting will be sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s). Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including the Notice of Annual General Meeting from the Company, electronically. The Notice of the AGM along with the Annual Report for the F/Y 2024-25 will also be available on the Company's website: <https://www.qualitygroup.in/qualityfoils/>
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for

registration against their respective folio(s):

- Identity Proof: Copy of PAN Card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder Contact Details: Mobile no., email ID
- Nomination: Please provide Form SH13 duly filled and signed to RTA.

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

16. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote on the resolution proposed to be considered at the Annual General Meeting ("AGM") by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- ii. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
- iii. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of **M/s Bigshare Services Private Limited** (hereinafter called the "RTA") as the Agency to provide e-voting facility.
- v. The Board of Directors has appointed Mr. Rajesh Garg, Practicing Company Secretary (Membership No. 5960), as Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.
- vi. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. August 28, 2025 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- vii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. August 28, 2025.
- viii. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. August 28, 2025 may obtain the login ID and password by sending a request at contactus@qualityfoils.com
- ix. The voting period begins on September 01, 2025 at 09:00 A.M. and ends on September 03, 2025 (IST) at 05:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.



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

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

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service

	<p>Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on</p>

	registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



Investor Mapping:

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

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

Process for those members whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA i.e. bssdelhi.bd@bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 Digit Beneficiary ID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1(A).
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 03**

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board has recommended in its meeting held on May 15, 2025 on the basis of the recommendation of the Audit Committee, the shareholders to ratify the remuneration of Rs. 38,500/- (Rupees Thirty-Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252), to conduct the audit of cost records of the Company, for the financial year 2025-26.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

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

The Board recommends passing of this resolution as Ordinary Resolution

ITEM NO. 04

The Board of Directors, based on the recommendation received from Nomination & Remuneration committee, it has been proposed that based on the estimated projections of the net profits calculated under Section 198 of the Companies Act, 2013, there may be an inadequate profits for the financial year 2025-26 for the purpose of managerial remuneration to be paid pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and therefore, the remuneration payable to the Chairman and Managing Director would exceed the limits prescribed under Section II of Part II of Schedule V. Therefore, shareholder approval by way of special resolution is required to pay remuneration in excess of the Schedule V limits, in compliance with the conditions mentioned therein. The said approval shall be effective from immediate after the closure of this meeting.

Given the substantial contributions of both in managing the operations and stabilising the business despite adverse market conditions, the Board considers it appropriate to pay the remuneration as a reward for their continued commitment and leadership even in case company may have inadequate profits.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

- **Nature of Industry:** Manufacturing
- **Commencement of business:** May 08, 1990
- **Financial performance of the company:**
 - Net Profit (as per Section 198 of the Companies Act 2013): 141.85 lakh
 - Turnover: 15280.19 lakh
- **Foreign investment/ collaborations:** NIL

• **Details of Managerial Person:**

Particulars	Mr. Tejasvi Bhargava	Mr. Kuldip Bhargava
Background	Mr. Tejasvi, Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad. He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multinational IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1 st August 2015 promoted as full time Managing Director.	Mr. Kuldip Bhargava, born in Hisar, Haryana, India on April 22, 1953 comes from a highly illustrious family of Hisar, Pt Thakur Das Bhargava. Mr. Kuldip Bhargava joined his father at an early stage and later on started his own career in the manufacturing of cold rolled steel and later on stainless steel - Quality Foils (India) Pvt Ltd in May 1990. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Ltd. and Quality Stainless Pvt Ltd, manufacturing Cold Rolled Stainless Steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows.
Past remuneration	49.42 lakh per annum for the financial year 2024-25	61.42 lakh per annum for the financial year 2024-25
Recognition or awards	None	None
Profile	As Managing Director, he is responsible for the overall management, operations, business development, and strategic decision-making of the Company. His expertise in steel industry makes him suitable for the role. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's.	He is having more than 41 years of experience in steel industry, manufacturing of cold rolled steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Limited. and Quality Stainless Private Limited.
Remuneration proposed	Rs. 27.00 lakh per annum	Rs. 27.00 lakh per annum
Comparative remuneration profile	The proposed remuneration is in line with the industry standards for similar positions in comparable companies, considering the size and scale of the Company	
Pecuniary relationship	Apart from receiving remuneration as Managing Director, he holds 173600 equity shares of the Company.	Apart from receiving remuneration as Managing Director, he holds 672800 equity shares of the Company.
Reasons of loss or inadequate profits	Industry-wide slowdown and regulatory headwinds affecting overall business growth.	
Steps taken or proposed to be taken for	The Company has initiated and plans to continue with the following strategic measures to improve performance and profitability	



improvement	
Expected increase in productivity and profits in measurable terms	The management anticipates a turnaround in financial performance over the next 12-24 months.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Tejasvi Bhargava and Mr. Kuldip Bhargava to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of this resolution as a Special Resolution.

ITEM NO. 05

The term of office of Mr. Tejasvi Bhargava as Managing Director of the Company, is due to expire on February 28, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 05, 2025, approved the reappointment of Mr. Tejasvi Bhargava as Managing Director for a further term of five years, with effect from March 01, 2026 to February 28, 2031, subject to the approval of shareholders by way of Special Resolution under the applicable provisions of the Companies Act, 2013.

In view of Mr. Bhargava's extensive experience, long-standing association with the Company, and the leadership he has provided, the Board considers it in the best interest of the Company to continue his engagement. He has 18+ years of experience in steel industry and has been instrumental in driving the Company's strategic direction, operational efficiency, and financial performance. His appointment shall be at a remuneration and on such terms and conditions as set out below with liberty and authority of Board of Directors (hereinafter referred the "Board" and shall include the "NRC" of the Board) to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any other amendment thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Tejasvi Bhargava.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the remuneration of Mr. Tejasvi Bhargava as Managing Director for the period from March 1, 2026 to February 28, 2031, subject to shareholder approval.

In accordance with Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company proposes to approve the main terms and conditions of reappointment, including remuneration are as follows:

Key Terms of Reappointment:

- c) **Name:** Mr. Tejasvi Bhargava (DIN: 00011205)
- d) **Designation:** Managing Director
- e) **Period of Reappointment:** March 01, 2026 to February 28, 2031 (Five years)
- f) **Remuneration:**
Basic Salary: Rs. 3,00,000/- per month



Expenses incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules 1962

Perquisites & others: Contribution to the Provident Fund, Family benefit fund and Superannuation fund and other funds as prescribed.

Car: The Company shall provide a Car for the Company business and if no car is provided, reimbursement of the conveyance shall be as per the actual on the basis of claims made by him.

Telephone: Free use of Telephone at his residence provided that personal long distant calls on the telephone shall be billed by the Company to the Director.

Travelling: Reimbursement of Foreign and Domestic travel expenses for himself and his family.

Medical benefits: Reimbursement of medical expenses on actual basis for self and his family as per Company rules.

Others:

- a) Leave travel concessions for self and his family as per the rules of the Company.
- b) Bonus /ex-gratia as per the rules of the Company.
- c) Gratuity as per the rules of the Company, subject to a maximum ceiling as may be prescribed in the payment of gratuity act from time to time.
- d) Leave with full payment or encashment thereof as per the rules of the Company.
- e) Club fees subject to maximum of two clubs.
- f) Any other allowances as per Company rules to other employees.

No Sitting fees shall be paid for attending any meeting.

The office of Director may be terminated by the Company or the concerned director by giving the one month prior notice in writing to other Board of Directors.

g) Nature of Duties: As determined by the Board from time to time

h) Liable to retire by rotation: Yes

i) Commencement of business: May 08, 1990

j) Financial performance of the company:

- o Net Profit (as per Section 198 of the Companies Act 2013): 141.85 lakh
- o Turnover: 15280.19 lakh

k) Foreign investment/ collaborations: NIL

Particulars	Mr. Tejasvi Bhargava
Background	Mr. Tejasvi, Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad. He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1 st August 2015 promoted as full time Managing Director.
Past remuneration	49.42 lakh per annum for the financial year 2024-25
Comparative Remuneration	Commensurate with industry standards
Pecuniary relationship	Apart from receiving remuneration as Managing Director, he holds 173600 equity shares of the Company.
Justification for Remuneration	Based on his contribution, experience, and industry benchmarks
Reasons of loss or inadequate profits	Industry-wide slowdown and regulatory headwinds affecting overall business growth.
Steps taken or proposed to be taken for improvement	The Company has initiated and plans to continue with the following strategic measures to improve performance and profitability
Expected increase in productivity and profits in measurable terms	The management anticipates a turnaround in financial performance over the next 12-24 months.

All other terms of Mr. Tejasvi Bhargava's appointment, as previously approved by the Shareholders and as also set out in the employment agreement will remain same except for any specific modifications as noted in the accompanying resolution subject to the approval of the members.

The appointment is made in compliance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 and is not subject to approval of the Central Government.

Mr. Tejasvi Bhargava satisfies all the conditions for appointment as Managing Director as prescribed under the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Tejasvi Bhargava and his relatives Mr. Tapasvi Bhargava and Mr. Kuldip Bhargava, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution.

ITEM No. 06

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

- To borrow money, where the money to be borrowed, together with the money already borrowed by the

Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

- to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings

The Board is of the view that considering the Company's current and future funding requirements to avoid hindrances in conducting routine business activities and its operations, working capital needs, and expansion plans, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time in any number of tranches, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. Thus, the Board of Directors of the Company proposes before the members to increase the limits and to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital, free reserves, and securities premium account but up to a limit of which in aggregate shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only).

Further, the Board also requires shareholder approval by way of a special resolution to sell, lease or otherwise dispose of, or to create charges, mortgages, or hypothecation on the whole or substantially the whole of the company's undertaking(s), whether present or future, for securing any borrowing, as per Section 180(1)(a) of the Companies Act 2013 for the purpose of undertaking the transactions which falls under the ambit of Section 180(1)(c) of the Act as the borrowings may also require the creation of charge or security on the company's assets etc.

Accordingly, the Board recommends passing of the special resolutions to:

1. Authorize the Board to borrow money exceeding the specified threshold under Section 180(1)(c) of the Companies Act 2013; and
2. Authorize the Board to create security or charge on the company's assets as per Section 180(1)(a) of the Companies Act 2013.

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

ITEM No. 07

Pursuant to Section 185(2) of the Companies Act, 2013, a company is allowed to advance any loan (including any loan represented by a book debt), or give any guarantee or provide any security in connection with any loan taken by to any person in whom a director is interested, subject to the condition that:

A special resolution is passed by the shareholders in a general meeting, and the said loans or guarantees are utilized by the borrowing entity(ies) for its principal business activities.

In this context, the Board of Directors of the Company at its meeting held on August 05, 2025 approved the proposal to provide loan(s)/guarantee(s)/security(ies) to following entities in which one or more directors of the Company are interested , to render/provide financial support in the form of loan/guarantee including Corporate Guarantees for the business requirements from time to time in any number of tranches of upto an aggregate amount of Rs. 150,00,00,000/- Crores (Rupees One Hundred and Fifty Crores) under the Companies



Act, 2013, subject to the approval of shareholders by way of special resolution.

- **Name of the Entities** – Quality Stainless Private Limited, Quality Bio Green Private Limited, Quality Bioenergy LLP.
- **Nature of Relationship** – Mr. Kuldip Bhargava, Mr. Tejasvi Bhargava and Mr. Tapasvi Bhargava are the Directors/Members.

on such terms and conditions (including interest rate, repayment terms, and security) as may be decided by the Board of Directors of the Company.

This financial assistance is proposed to support the business operations and working capital requirements of above mentioned entities.

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

ITEM No. 8

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

In order to meet the future business requirements and to support the operational and strategic objectives of M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP), already borrowed or to be borrowed from time to time in any number of tranches for the purpose of continuation of business activities which is exceeding the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, up to an aggregate amount of Rs. 1,50,00,00,000 (Rupees One Hundred and Fifty Crores only) as prescribed under Section 186 of the Companies Act, 2013.

The approval of the shareholders is therefore being sought by way of a special resolution, as required under Section 186(3) of the Companies Act, 2013.

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

ITEM No. 9

Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report in Form MR-3 given by a Practicing Company Secretary (PCS).

To comply with the above provisions and ensure continued good governance practices, the Board of Directors at its meeting held on May 15, 2025 based on the recommendation of the Audit Committee, approved the appointment of M/s Rajesh Garg & Co. (Practicing Company Secretaries), Hisar (FCS No. 5960), a Peer-Reviewed Company Secretary in Practice (Peer Review Certificate No. 799/2020), as the Secretarial Auditor of the Company for a term of five consecutive years with effect from April 1, 2025 to conduct the Secretarial Audit as per the provisions of the Companies Act, 2013 and the LODR Regulations, 2015.

S. No.	Particulars	Details
1.	Name of the Audit Firm	M/s Rajesh Garg & Company, Practicing Company Secretaries Certificate of Practice No. 4093, Peer Review Certificate No. 799/2020.
2.	Brief Profile	Mr. Rajesh Garg, proprietor of M/s Rajesh Garg & Company, Practicing Company Secretaries, Hisar (FCS No. 5960) has been providing corporate secretarial services and legal advisory services to clients for over 22 years. He is well reputed in the field of corporate laws. His expertise covers a wide variety of areas, including secretarial audit, advisory services and other legal services for various client segments. His core specialization lies in Corporate Law, Securities Law, Depository Participant Audit, Corporate Restructuring and Legal Due Diligence Audit.
3.	Proposed fees payable to the Secretarial Auditor	M/s. Rajesh Garg & Company, Practising Company Secretary, Certificate of Practice No. 4093, Peer Review Certificate No. 799/2020 as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years, at an annual remuneration of Rs. 15,000/- (Rupees Fifteen Thousand only).
4.	Recommendation/ Terms of Appointment	On the basis of the recommendation of Board and Audit Committee. 1. M/s. Rajesh Garg & Company has been appointed as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years, subject to the approval of the members at the ensuing Annual General Meeting of the Company. 2. The Secretarial Auditor shall be paid a professional fee of Rs. 15,000/- (Rupees Fifteen Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit. 3. The appointment is for a period of Five financial year, unless otherwise modified or terminated by mutual consent or due to regulatory reasons.



Quality Foils (India) Limited

The Board recommends passing a special resolution for the appointment of the secretarial auditor.

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

Registered Office:

3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025

Place: Hisar

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



Kuldip Bhargava
Kuldip Bhargava
Director

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

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

Name of Director	Mr. Kuldip Bhargava
DIN	00011103
Brief Resume	<p>Mr. Kuldip Bhargava, born in Hisar, Haryana, India on April 22, 1953 comes from a highly illustrious family of Hisar, Pt Thakur Das Bhargava. His grandfather and known advocate of northern region; was also a Member of Parliament. His grand uncle – Dr. Gopi Chand Bhargava was the first premier/Chief Minister of combined Punjab & Haryana. His father – Shri A P Bhargava – himself was an engineer having completed his education from Lahore University and was the first elected President/ Municipal Commissioner of Municipal Committee of Hisar, Haryana and he had established the first small scale iron & steel industry in Hisar namely, East Punjab Mfg. Co – a grey iron foundry.</p> <p>He is having more than 41 years of experience in steel industry. After his education Mr. Kuldip Bhargava joined his father at an early stage and later on started his own career in the manufacturing of cold rolled steel and later on stainless steel - Quality Foils (India) Pvt Ltd in May 1990. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Ltd. and Quality Stainless Pvt Ltd, manufacturing Cold Rolled Stainless Steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows. He is well regarded for his diligence and far-sighted approach for the overall growth of the stainless-steel industry.</p> <p>He is currently the president of Hisar Industries Association, Hisar, Haryana. He remained as Independent Director of Jindal Saw Ltd. for many years and various other companies.</p> <p>He is also a member of the family trust which is running CBSE affiliated school in Hisar which also render free education to economically weaker students and also medical help for the needy. He also spends lot of time in improving the overall environment in and around his industrial units in Hisar. Mr. Kuldip Bhargava is a Godfearing individual and carries the rare quality of patient hearing and helping not only the employees / workmen working in his group of companies but for the needy in general.</p>
Date of Birth (Age in years)	April 22, 1953 (aged about 72 years)
Qualification	Under Graduation from Haryana Open University
Experience and expertise in specific functional area	He is having more than 41 years of experience in steel industry.
Terms and conditions of re-appointment	Terms and conditions as mutually decided with him by Board at the time of appointment.
Details of remuneration	The last drawn remuneration for the month of July, 2025 is Rs. 3,00,000/-

**Quality Foils (India) Limited**

to be sought and remuneration last drawn	
Date on which first appointed on the Board	08/05/1990 as Director
Details of shareholding in the Company 31 March, 2025	672800 equity shares
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Kuldip Bhargava is the father of Mr. Tejasvi Bhargava
Number of Board Meetings attended during the year 2023-24.	5 (Five)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2025)	NIL
Name of the listed entities from which the Director has resigned during the past three years	NIL

Brief profile and details of Mr. Tejasvi Bhargava, Director, who is proposed to be re-appointed as Managing Director, are as under:

Name of Director	Mr. Tejasvi Bhargava
DIN	00011205
Brief Resume	<p>Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad.</p> <p>Before stepping into the current business set up, he had worked as full-time Director at Voice Data Management Private Limited, Gurgaon (An IT BPO organization) for two years.</p> <p>He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1st August 2015 promoted as full time Managing Director. At the time of his joining, he was entrusted with the affairs of SS Cold Rolling & Pipe/Tube manufacturing divisions of the group. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's. Being the Group's Managing Director, he has been very successfully managing all company's operations, staff and ventures in order to maintain and grow its business.</p> <p>Apart from this, on his personal capacity, he owns a part of family stale in Jindal Quality Tubulars Ltd, a subsidiary company of Jindal Saw Limited. for production of SS Pipes & Tubes.</p> <p>A keen Squash Enthusiast, also an active part of organisation as Chairman Rural Committee and Chair Climate Change Committee at CII Young Indians (Gurugram Chapter), CII, Stainless Steel Tube Producers Association (Executive Member) & ISSDA.</p>
Date of Birth (Age in years)	November 15, 1979 (about 45 years)
Qualification	He has done full-time graduation from New Delhi, MBA from TVU (London), and further a Management course from IIM, Ahmedabad.
Experience and expertise in specific functional area	19 years of experience in Steel Industry.
Terms and conditions of re-appointment	<p>The present resolution seeks approval of the Members for reappointment of Mr. Tejasvi Bhargava, as Managing Director for a period of Five Years starting from March 01, 2026.</p> <p>The shareholders' approval is also required for revision of terms of appointment along with fixing his Managerial Remuneration which is in excess of the Limits as prescribed in Schedule V of the Companies Act, 2013.</p>
Details of remuneration to be sought and remuneration last drawn	The previous remuneration of Mr. Tejasvi Bhargava, Managing Director of the Company was approved by the members at the Extra-ordinary General Meeting held on 12 th November, 2022. The last drawn remuneration for the month of July, 2025 is Rs. 3,00,000/-
Date on which first appointed on the Board	September 29, 2003
Details of shareholding in the Company 31st March, 2025	1,73,600 equity shares of face value of Rs. 10/- each.



Quality Foils (India) Limited

Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Kuldip Bhargava, Executive Chairman and Director of the Company, is the father of Mr. Tejasvi Bhargava. He is not related to any other Director/ KMP of the Company.
Number of Board Meetings attended during the year 2024-25.	5 (Five)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2025)	Nil
Name of the listed entities from which the Director has resigned during the past three years	Nil

Registered Office:

3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025

Place: Hisar

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



Kuldip Bhargava

Kuldip Bhargava
Director



Form No. MGT-11
Proxy Form

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

Name of the Company: Quality Foils (India) Limited

CIN: L27107HR1990PLC0309295

Regd. Office: 3 – Industrial Development Colony, Hisar – 125005, Haryana, India.

Ph: 01662- 220327, 28; **E-mail:** contactus@qualityfoils.com ; **Website:** www.qualitygroup.in;

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

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

1. Name:,

Address:

Email Id.:Signature:

Or failing him/her

2. Name:,

Address:

Email Id.:Signature:

Or failing him/her

3. Name:,

Address:

Email Id.:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General



Quality Foils (India) Limited

Meeting of the Company, to be held on **Thursday, September 04, 2025 at 10:30 a.m.** at the registered office of the Company at 3 – Industrial Development Colony, Hisar-125005, Haryana, India and at any adjournment thereof in respect of such resolution as is indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.		
2.	To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.		
3.	To ratify the remuneration of the Cost Auditor of the Company		
4.	To consider and approve the managerial remuneration in excess of limits prescribed under Section 197 read with Schedule V (if applicable) of the Companies Act, 2013.		
5.	To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company pursuant to Section 196 and 203 of the Companies Act 2013.		
6.	To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.		
7.	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013		
8.	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013		
9.	Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years		

Signed this..... day of, 2025

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

Affix
Revenue
Stamp

Notes:

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



Quality Foils (India) Limited

QUALITY FOILS (INDIA) LIMITED

CIN: L27107HR1990PLC030929

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

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

Website: www.qualitygroup.in

Attendance Slip

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

I/We, hereby record my/our presence at the 35th Annual General Meeting of the Company to be held on **Thursday, September 04, 2025 at 10:30 a.m.** at its registered office at 3 – Industrial Development Colony, Hisar-125 005, (Haryana).

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

Note:

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

**Form No. MGT-12****Polling Paper**

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

Name of the Company: Quality Foils (India) Limited

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

CIN: L27107HR1990PLC030929

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

I hereby exercise my vote in respect of Ordinary and Special businesses enumerated in Notice of **35th Annual General Meeting** of the Company, to be held on the **Thursday, September 04, 2025 at 10:30 a.m.** at Registered Office of the Company at 3 – Industrial Development Colony, Hisar – 125005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.		
2.	To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.		
3.	To ratify the remuneration of the Cost Auditor of the Company		
4.	To consider and approve the managerial remuneration in excess of limits prescribed under Section 197 read with Schedule V (if applicable) of the Companies Act, 2013.		
5.	To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company pursuant to Section 196 and 203 of the Companies Act 2013.		
6.	To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.		



Quality Foils (India) Limited

7.	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013		
8.	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013		
9.	Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years		

Place:

Date:

(Signature of shareholder)

ROUTE MAP

Venue of the **35th Annual General Meeting** of Quality Foils (India) Limited to be held on **Thursday, September 04, 2025 at 10:30 a.m.** its registered office at 3 – Industrial Development Colony, Hisar-125005, (Haryana).

