



Date: 29<sup>th</sup> September, 2017

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

Dear Sir

**SUBJECT: VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF  
KWALITY LIMITED HELD ON 29<sup>TH</sup> SEPTEMBER, 2017**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclose the voting results of the 25<sup>th</sup> Annual General Meeting for the Ordinary/Special resolutions mentioned in the notice of AGM.

At the AGM, the members have considered and approved the resolutions with requisite majority without any modifications. Facility of voting through ballot paper was provided to members present at the AGM. Attached is the consolidated result of voting through e-voting and 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



# Mukun Vivek & Company

**Company Secretaries**

www.mvco.in

## SCRUTINIZER'S REPORT

(Pursuant to section 108 of the companies Act, 2013 and Rule 20(3)(xi) the Companies  
(Management and Administration Rules, 2014)

To

The Chairman  
Kwality Limited  
KDIL House, F-82,  
Shivaji Place, Rajouri Garden  
New Delhi -110027

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 25<sup>th</sup> Annual General meeting (AGM) in fair and transparent manner in respect of the below mentioned resolutions transacted at the 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> AGM sent to the shareholders, the remote E-voting period begins on September 26, 2017 at 10:00 AM and ends on September 28, 2017 at 05:00 PM.
3. The Equity shareholders holding shares as on September 22, 2017 (cut off date) were entitled to vote on the resolutions stated in the notice of the 25<sup>th</sup> AGM.
4. The Locked 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 Transfers Agents of the Company and the authorizations / proxies lodged with the Company.



Registered Address: 28 / 51, West Patel Nagar, New Delhi – 110 008 Telephone: 011- 42484693  
Branch office Address: A-38, LGF, Anand Vihar – I, Delhi – 110 092. Telephone: 011- 42147218

5. The poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
6. The votes on remote e-voting were unblocked at around 1:39 P.M. on 29<sup>th</sup> September, 2017 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.voting.cdsl.com](http://www.voting.cdsl.com)) is being handed over to the Chairman of the Company along with this Report.
7. 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**



**M No.: 15980  
CP No.: 4766**

**Date: 29<sup>th</sup> September 2017  
Place: New Delhi**

**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  | 72                      | 180454060                    | 100                                  |
| Voting by ballot | 61                      | 61633                        | 100                                  |
| total            | 133                     | 180515693                    | 100                                  |

(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  | 0                       | 0                            | 0                                    |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

**RESOLUTION NO. 2****DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2016-17**

(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  | 72                      | 180454060                    | 100                                  |
| Voting by ballot | 61                      | 61633                        | 100                                  |
| total            | 133                     | 180515693                    | 100                                  |



(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  | 0                       | 0                            | 0                                    |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

### **RESOLUTION NO. 3**

**APPOINTMENT OF MR. MANJIT DAHIYA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

(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  | 68                      | 180453033                    | 99.9993                              |
| Voting by ballot | 61                      | 61633                        | 100.0000                             |
| total            | 129                     | 180514666                    | 99.9993                              |

(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                       | 1027                         | 0.0007                               |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 4                       | 1027                         | 0.0007                               |



(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

**RESOLUTION NO. 4**

**APPOINTMENT OF M/S. MSKA & ASSOCIATES IN PLACE OF P.P. MUKERJEE & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 ("Act"), and other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the audit committee, M/s. MSKA & Associates, (ICAI Firm Registration No. 105047W), be and are hereby appointed as the Statutory auditors of the Company in place of retiring auditors M/s. P.P. Mukerjee & Associates, Chartered Accountants (ICAI Firm Registration No. 023276N), to hold office from the conclusion of the AGM to be held in the year 2017 till the conclusion of the AGM to be held in the year 2022, subject to ratification of their appointment at every AGM, at such remuneration and out of pocket expenses, as may be decided.

(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  | 71                      | 180454035                    | 99.99998                             |
| Voting by ballot | 61                      | 61633                        | 100.00000                            |
| total            | 132                     | 180515668                    | 99.99998                             |

(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  | 1                       | 25                           | 0.00002                              |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 1                       | 25                           | 0.00002                              |

(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

### **RESOLUTION NO. 5**

### **INCREASE IN REMUNERATION OF MR. MANJIT DAHIYA**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Part I and Section I of Part II of Schedule V and the Rules made thereunder, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and on the recommendation of the Remuneration, Compensation and Nomination Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Manjit Dahiya [DIN: 07182188], Whole Time Director of the Company w.e.f April 01, 2017, on the terms and conditions set out below with liberty to the Directors to alter, vary or increase the remuneration from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or such other competent authority, if applicable and in such manner as may be agreed to between the Board of Directors and Mr. Manjit Dahiya(DIN: 07182188)

|                        |   |                  |
|------------------------|---|------------------|
| Basic Salary           | : | Rs.1,83,000 pm/- |
| House Rent Allowance . | : | Rs.91,500 pm/-   |
| Special Allowance      | : | Rs.89,317 pm/-   |

#### **Other Perquisites:**

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



7. Conveyance Allowance, reimbursement of car with driver and maintenance subject to ceiling of Rs.1,600/- p.m.

(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  | 68                      | 180453033                    | 99.9993                              |
| Voting by ballot | 61                      | 61633                        | 100                                  |
| total            | 129                     | 180514666                    | 99.9993                              |

(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                       | 1027                         | 0.0007                               |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 4                       | 1027                         | 0.0007                               |

(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

#### **RESOLUTION NO. 6**

#### **RATIFICATION OF COST AUDITOR'S REMUNERATION**

**"RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 (the "Act") readwith Rule 14 of the Companies (Audit and Auditors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the time being in force), M/s M K Jha & Co, Cost Accountants, (Firm Registration No. 101333), appointed as Cost Auditors by the Board of Directors of the Company for the financial year ending March 31, 2018 be paid remuneration of Rs 1,00,000/- (Rupees One lakh only) plus out of pocket expenses and applicable taxes."

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  | 71                      | 180454035                    | 99.99998                             |
| Voting by ballot | 61                      | 61633                        | 100                                  |
| total            | 132                     | 180515668                    | 99.99998                             |

(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  | 1                       | 25                           | 0.00002                              |
| Voting by ballot | 0                       | 0                            | 0                                    |
| total            | 1                       | 25                           | 0.00002                              |

(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 | 0                       | 0                            | 0                                    |
| total            | 0                       | 0                            | 0                                    |

#### **RESOLUTION NO. 7**

#### **ISSUE OF SECURITIES OF THE COMPANY FOR AN AMOUNT OF UP TO RS 15,000 MILLION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62, 71 and other applicable Provisions, if any, of the Companies Act, 2013, Companies ( Share Capital and Debentures) Rules, 2014 and all applicable rules made thereunder (including any amendments / modifications thereto or re-enactment thereof) (the “Act”) and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “SEBI ICDR Regulations”), as amended, and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the enabling provisions of the Memorandum and Articles of Association



of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's equity shares are listed ("Listing Agreements"), and in accordance with the applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, permissions, consents and / or sanctions as may be necessary from the Government of India ("GOI"), the Reserve Bank of India ("RBI"), SEBI, the Stock Exchanges, the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and / or all other ministries, departments or other statutory or local authorities of the GOI and/ or any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as 'Appropriate Authority') and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly authorised Committee constituted or may hereinafter be constituted and/ or any Director(s) of the Company, delegated with the powers necessary for the purpose, (including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency in the course of international and/ or domestic market for a value of up to Rs. 15,000 Million (Rupees Fifteen thousand millions only), such number of Equity Shares, Global Depository Receipts(GDRs), American Depository Receipts(ADRs), Foreign Currency Convertible Bonds (FCCBs), Warrants Convertible/ Non-Convertible, Compulsory convertible preference shares(CCPS) and/ or Equity Shares through Depository Mechanism and/ or Fully/Partly Convertible Debentures and/ or Non-Convertible Debentures (NCDs) with or without warrants and/ or Equity Shares through Convertible Securities, or any other financial instruments convertible into or linked to Equity Shares and/ or any other instruments and/ or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form including without limitation, the Securities as defined under the Securities Contract Regulation Act, 1956 and the rules made thereunder as amended from time to time (hereinafter collectively referred to as the "Securities") whether, secured or unsecured, Listed on any stock exchange(s) in India, through an offer document and/ or prospectus and/ or offer letter and/ or offering circular and/ or placement document, and/ or listing particulars, to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and/ or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), rights issue(s), private placement(s), and / or qualified institutional placement under Chapter VIII of the SEBI (ICDR) Regulations or a combination thereof at such time or times, at such price or prices, at a discount or



premium to the market price or prices, including discounts as permitted under applicable law, in such manner and on such terms and conditions including security, rate of interest and conversion terms, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate”

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

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

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

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the prevailing practices and regulations in the capital markets including but not limited to the terms and



conditions in relation to payment of interest, additional interest, premium on redemption, prepayment whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the term of the Securities and the Board be and is hereby authorised in its absolute discretion to dispose off such of the Securities that are not subscribed in such manner as it may deem fit"

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

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

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

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

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/conversion of Securities, listings on stock exchanges in India as the Board in its absolute discretion



deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)"

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

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

(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                      | 171829286                    | 95.22                                |
| Voting by ballot | 61                      | 61633                        | 100                                  |
| Total            | 129                     | 171890919                    | 95.22                                |

(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  | 24                      | 8624774                      | 4.78                                 |
| Voting by ballot | 0                       | 0                            | 0                                    |
| Total            | 24                      | 8624774                      | 4.78                                 |

(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 | 0                       | 0                            | 0                                    |



|       |   |   |   |
|-------|---|---|---|
| total | 0 | 0 | 0 |
|-------|---|---|---|

Thanking you,

For Mukun Vivek and Company



M No.: 15980

CP No.: 4766

Date: 29<sup>th</sup> September 2017

Place: New Delhi

# KWALITY LIMITED-25th Annual General Meeting

|                                                                               |            |
|-------------------------------------------------------------------------------|------------|
| Date of the AGM                                                               | 29.09.2017 |
| Total number of shareholders on record date                                   |            |
| No. of shareholders present in the meeting either in person or through proxy: | 1          |
| Promoter and Promoter Group:                                                  | 39289      |
| Public:                                                                       |            |
| No. of Shareholders attended the meeting through Video Conferencing           | NA         |
| Promoters and Promoter Group: Public                                          |            |

| Resolution required: (Ordinary/ Special)                                  |                               |                        |                         |                                                                                            |                             |                            |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|--------------------------------------------------------------------------------------------|-----------------------------|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |                         | Ordinary-1 Adoption of Annual Accounts for the Financial Year ended as on 31st March, 2017 |                             |                            |
| 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) |
| Promoter and Promoter Group                                               | E-Voting                      | 152154714              | 152154714               | 100                                                                                        | 152154714                   | 0                          |
|                                                                           | Poll                          |                        | 0                       | 0                                                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                                                         | NA                          | NA                         |
| Public-Institutions                                                       | Total                         | 152154714              | 152154714               | 100                                                                                        | 152154714                   | 0                          |
|                                                                           | E-Voting                      |                        | 9725487                 | 63.55                                                                                      | 9725487                     | 0                          |
|                                                                           | Poll                          | 15303980               | 0                       | 0                                                                                          | 0                           | 0                          |
| Public-Non Institutions                                                   | Postal Ballot (if applicable) |                        | NA                      | NA                                                                                         | NA                          | NA                         |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                                                      | 9725487                     | 0                          |
|                                                                           | E-Voting                      |                        | 18573859                | 26.35                                                                                      | 18573859                    | 0                          |
| Public-Non Institutions                                                   | Poll                          | 70500160               | 61633                   | 0.08742497                                                                                 | 61633                       | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                                                         | NA                          | NA                         |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                                                      | 18635492                    | 0                          |



| 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) |
| Promoter and Promoter Group                                               | E-Voting                      | 152154714              | 152154714               | 100                                                        | 0                           | 0                          |
|                                                                           | Poll                          |                        | 0                       | 0                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 152154714              | 152154714               | 100                                                        | 0                           | 0                          |
| Public-Institutions                                                       | E-Voting                      | 15303980               | 9725487                 | 63.55                                                      | 9725487                     | 0                          |
|                                                                           | Poll                          |                        | 0                       | 0                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                      | 9725487                     | 0                          |
| Public-Non Institutions                                                   | E-Voting                      | 70500160               | 18573859                | 26.35                                                      | 18573859                    | 0                          |
|                                                                           | Poll                          |                        | 61633                   | 0.087422497                                                | 61633                       | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                      | 18635492                    | 0                          |

| 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) |
| Promoter and Promoter Group                                               | E-Voting                      | 152154714              | 152154714               | 100                                                        | 0                           | 0                          |
|                                                                           | Poll                          |                        | 0                       | 0                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 152154714              | 152154714               | 100                                                        | 0                           | 0                          |
| Public-Institutions                                                       | E-Voting                      | 15303980               | 9725487                 | 63.55                                                      | 9725487                     | 0                          |
|                                                                           | Poll                          |                        | 0                       | 0                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                      | 9725487                     | 0                          |
| Public-Non Institutions                                                   | E-Voting                      | 70500160               | 18573859                | 26.35                                                      | 18573859                    | 0                          |
|                                                                           | Poll                          |                        | 61633                   | 0.087422497                                                | 61633                       | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                      | 18635492                    | 0                          |



| Resolution required: (Ordinary/ Special)                                  |                               |                        |                         |                                                                                       |                             |                            |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|---------------------------------------------------------------------------------------|-----------------------------|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |                         | Ordinary- 4. Appointment of M/s MSKA & Associates as Statutory Auditor of the Company |                             |                            |
| No                                                                        |                               |                        |                         | No                                                                                    |                             |                            |
| 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) |
| Promoter and Promoter Group                                               | E-Voting                      |                        | 152154714               | 100                                                                                   | 152154714                   | 0                          |
|                                                                           | Poll                          | 152154714              | 0                       | 0                                                                                     | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                                                    | NA                          | NA                         |
|                                                                           | Total                         | 152154714              | 152154714               | 100                                                                                   | 152154714                   | 0                          |
| Public- Institutions                                                      | E-Voting                      |                        | 9725487                 | 63.55                                                                                 | 9725487                     | 100                        |
|                                                                           | Poll                          | 15303980               | 0                       | 0                                                                                     | 0                           | 100                        |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                                                    | NA                          | 0                          |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                                                 | 9725487                     | 100                        |
| Public-Non Institutions                                                   | E-Voting                      |                        | 9725487                 | 63.55                                                                                 | 9725487                     | 100                        |
|                                                                           | Poll                          | 70500160               | 18573859                | 26.35                                                                                 | 18573859                    | 99.99987                   |
|                                                                           | Postal Ballot (if applicable) |                        | 61633                   | 0.087422497                                                                           | 61633                       | 100                        |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                                                 | 18635492                    | 99.99987                   |

| Resolution required: (Ordinary/ Special)                                  |                               |                        |                         |                                                            |                             |                            |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|------------------------------------------------------------|-----------------------------|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |                         | Special- 5. Increase in Remuneration of Mr. Manjit Dahiya  |                             |                            |
| No                                                                        |                               |                        |                         | No                                                         |                             |                            |
| 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) |
| Promoter and Promoter Group                                               | E-Voting                      |                        | 152154714               | 100                                                        | 152154714                   | 0                          |
|                                                                           | Poll                          | 152154714              | 0                       | 0                                                          | 0                           | 0                          |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | NA                         |
|                                                                           | Total                         | 152154714              | 152154714               | 100                                                        | 152154714                   | 0                          |
| Public- Institutions                                                      | E-Voting                      |                        | 9725487                 | 63.55                                                      | 9725487                     | 100                        |
|                                                                           | Poll                          | 15303980               | 0                       | 0                                                          | 0                           | 100                        |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                          | 0                          |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                      | 9725487                     | 100                        |
| Public-Non Institutions                                                   | E-Voting                      |                        | 9725487                 | 63.55                                                      | 9725487                     | 100                        |
|                                                                           | Poll                          | 70500160               | 18573859                | 26.35                                                      | 18573859                    | 99.9945                    |
|                                                                           | Postal Ballot (if applicable) |                        | 61633                   | 0.087422497                                                | 61633                       | 100                        |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                      | 18635492                    | 99.9945                    |



| Resolution required: (Ordinary/ Special)                                  |                               |                        |                         |                                                            | Ordinary- 6. Ratification of Cost Auditor's Remuneration |                            |                                                        |                                                      |  |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|------------------------------------------------------------|----------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |                         |                                                            | No                                                       |                            |                                                        |                                                      |  |
| 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)=[(5)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |  |
| Promoter and Promoter Group                                               | E-Voting                      | 152154714              | 152154714               | 100                                                        | 152154714                                                | 0                          | 100                                                    | 0                                                    |  |
|                                                                           | Poll                          |                        | 0                       | 0                                                          | 0                                                        | 0                          | 0                                                      | 0                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                                                       | NA                         | NA                                                     | NA                                                   |  |
|                                                                           | Total                         | 152154714              | 152154714               | 100                                                        | 152154714                                                | 0                          | 100                                                    | 0                                                    |  |
| Public-Institutions                                                       | E-Voting                      |                        | 9725487                 | 63.55                                                      | 9725487                                                  | 0                          | 100                                                    | 0                                                    |  |
|                                                                           | Poll                          | 15303980               | 0                       | 0                                                          | 0                                                        | 0                          | 0                                                      | 0                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                                                       | NA                         | NA                                                     | NA                                                   |  |
|                                                                           | Total                         | 15303980               | 9725487                 | 63.55                                                      | 9725487                                                  | 0                          | 100                                                    | 0                                                    |  |
| Public-Non Institutions                                                   | E-Voting                      |                        | 18573859                | 26.35                                                      | 18573834                                                 | 25                         | 99.99987                                               | 0.00013                                              |  |
|                                                                           | Poll                          | 70500160               | 61633                   | 0.087422497                                                | 61633                                                    | 0                          | 100                                                    | 0                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                        | NA                      | NA                                                         | NA                                                       | NA                         | NA                                                     | NA                                                   |  |
|                                                                           | Total                         | 70500160               | 18635492                | 26.43                                                      | 18635467                                                 | 25                         | 99.99987                                               | 0.00013                                              |  |

| Resolution required: (Ordinary/ Special)                                  |                               |                           |                            |                                                                  | Special- 7. Issue of Securities of the Company for an amount of upto Rs. 15,000 million |                               |                                                              |                                                            |  |
|---------------------------------------------------------------------------|-------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------|------------------------------------------------------------|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                           |                            |                                                                  | No                                                                                      |                               |                                                              |                                                            |  |
| Category                                                                  | Mode of Voting                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled<br>on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -in<br>favour<br>(4)                                                       | No. of Votes - against<br>(5) | % of Votes in favour<br>on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against<br>on votes polled<br>(7)=[(5)/(2)]*100 |  |
| Promoter and<br>Promoter<br>Group                                         | E-Voting                      |                           | 152154714                  | 100                                                              | 152154714                                                                               | 0                             | 100                                                          | 0                                                          |  |
|                                                                           | Poll                          | 152154714                 | 0                          | 0                                                                | 0                                                                                       | 0                             | 0                                                            | 0                                                          |  |
|                                                                           | Postal Ballot (if applicable) |                           | NA                         | NA                                                               | NA                                                                                      | NA                            | 0                                                            | 0                                                          |  |
|                                                                           | Total                         | 152154714                 | 152154714                  | 100                                                              | 152154714                                                                               | 0                             | 100                                                          | NA                                                         |  |
| Public-<br>Institutions                                                   | E-Voting                      |                           | 9725487                    | 63.55                                                            | 1324014                                                                                 | 8401473                       | 13.61386                                                     | 0                                                          |  |
|                                                                           | Poll                          | 15303980                  | 0                          | 0                                                                | 0                                                                                       | 0                             | 0                                                            | 86.38614                                                   |  |
|                                                                           | Postal Ballot (if applicable) |                           | NA                         | NA                                                               | NA                                                                                      | NA                            | 0                                                            | 0                                                          |  |
|                                                                           | Total                         | 15303980                  | 9725487                    | 63.55                                                            | 1324014                                                                                 | 8401473                       | 13.61386                                                     | NA                                                         |  |
| Public-Non<br>Institutions                                                | E-Voting                      |                           | 18573859                   | 26.35                                                            | 18350558                                                                                | 223301                        | 98.79777                                                     | 86.38614                                                   |  |
|                                                                           | Poll                          | 70500160                  | 61633                      | 0.087422497                                                      | 61633                                                                                   | 0                             | 100                                                          | 1.20223                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                           | NA                         | NA                                                               | NA                                                                                      | NA                            | 0                                                            | 0                                                          |  |
|                                                                           | Total                         | 70500160                  | 18635492                   | 26.43                                                            | 18412191                                                                                | 223301                        | 98.86644                                                     | 1.19826                                                    |  |

