

KWALITY LIMITED

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

POSTAL BALLOT FORM

Sr. No.:

(Please read the instructions before completing the Form)

- (1) Name & Registered Address of the Sole/ First named Member/ Beneficial Owner
- (2) Name(s) of the Joint Holder(s), if any
- (3) Registered Folio No.
DP ID No. / Client ID No.*
*(Applicable to investors holding shares in Demat form)
- (4) Number of Shares held
- (5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated May 30, 2014 of the Company by conveying/sending my/our assent or dissent to the said Special Resolutions by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution for approval of ESOP Plan under Section 62(1)(b) read with the applicable rules of the Companies Act, 2013 and SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999			
2	Special Resolution under Section 188 read with the applicable rules of the Companies Act, 2013 authorizing the Board extend the Job Work Agreement for further period of 2 months with M/s Pashupati Dairies Private Limited and further to enter into Lease Agreement with M/s Pashupati Dairies Private Limited.			

Place : _____
Date : _____ (Signature of the Member)

E-mail ID: _____

Contact No. : _____

INSTRUCTIONS

1. The relative explanatory statement pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated May 30, 2014 is being determined through Postal Ballot including facility of e-voting through NSDL platform.
3. The Board has appointed Mr. Mukun Arora, Practicing Company Secretary, as the Scrutinizer for the purpose of conducting business through Postal Ballot under the Rules.
4. A member desiring to exercise vote may complete this Postal Ballot form and send it directly to the Scrutinizer in the attached preprinted self-addressed envelope. No postage is required to be paid by the Shareholder as the prepaid self-addressed postal envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/registered post at the expense of the registered Shareholder, shall also be accepted by the company.
5. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (✓) in the Box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours 6.00 P.M. on 5th July, 2014. For this purpose, a self-addressed postage prepaid envelope is enclosed herewith. Please note that any response received from the Shareholders after 6.00 P.M. on 5th July, 2014 shall be treated as if no response has come from a shareholder in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Accordingly, Shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
7. The Scrutinizer will submit his final report as soon as possible after the last dated of receipt for Postal Ballot but not later than 6th July, 2014.
8. Mr. Sanjay Dhingra, the Chairman and Managing Director shall announce the result of Postal Ballot at the Registered Office at KDIL House, F-82, Shivaji Place, Rajouri Garden, New Delhi-110027. The date of declaration of result of Postal Ballot result will be taken to be the date of passing of the Resolution(s).
9. The result of Postal Ballot will be published in the Newspaper (English and Vernacular) within 48 hours of the declaration of the result and will be placed at the web-site of the Company at www.kdil.in for information of members besides being communicated to all the Stock Exchanges on which the shares/securities are listed. Also to be displayed at CDSL website.
10. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the specimen signature registered with the Company) by first named shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, this form should be signed by an authorized signatory whose signature is already registered with the Company/ Depository Participant.
11. In case of shares held by Companies, Trust, Societies etc., duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
12. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.
13. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
14. The Postal Ballot shall not be exercised by a Proxy.
15. Unsigned Postal Ballot form will be rejected.
16. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the 30th May, 2014. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
17. Procedure for e-voting has been mentioned in the Notice and the shareholders of the Company can refer FAQ's available on www.evotingindia.com.