

Date: December 29, 2018

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

Subject: Disclosure of Result of Votes cast by Members through Postal Ballot and Remote E –voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting result and Scrutinizer's Report for the following resolution:

1. Appointment of M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N), as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W).

The said resolution have been passed by the members of the Company with requisite majority. The result of Postal Ballot has also been uploaded on our website www.kwality.com.

This is being intimated after the due information to IRP (Interim Resolution Professional). Kindly take the same on your records.

Thanking You,

For Kwality Limited


Pradeep K. Srivastava
Company Secretary & Compliance Officer

(Company Secretary and Compliance Officer)



Enclosure: As mentioned above

KWALITY LIMITED

Date of the AGM/EGM	Resolution passed through Postal Ballot on 29th December, 2018
Total number of shareholders on record date	108022
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting	59271397	59271397	100	59271397	0	100	0	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	59271397	59271397	100	59271397	0	100	0	
Public-Institutions	E-Voting	5889587	194051	3.29	194051	0	100	0	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	5889587	194051	3.29	194051	0	100	0	
Public-Non Institutions	E-Voting	176193398	1375532	0.78	1362376	13156	99.04	0.96	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)		78879	0.04	78879	0	100	0	
	Total	176193398	1454411	0.83	1441255	13156	99.10	0.90	

Ordinary-1 Appointment of M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N), as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W)

For Kwaliti Limited

 Company Secretary & Compliance Officer





CONSULTING : LAW, TAX

Mukun Vivek & Company

SCRUTINIZER'S REPORT

COMPANY SECRETARIES

(Pursuant to Section 108 and 110 of the companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration Rules, 2014) www.mvcoadvisory.com)

To,

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

Dear Sir,

Sub: Scrutinizer Report on Postal Ballot and voting by electronic means carried out during 28th November, 2018 (10:00 A.M.) to 27th December, 2018 (5:00 P.M.) in respect of passing of the resolution contained in the Notice dated 23rd November, 2018

We, Mukun Vivek & Company, Company Secretaries, having address at A-38, LGF, Anand Vihar, Delhi -110092, appointed as the Scrutinizer for the purpose of scrutinizing postal ballot and voting by electronic means in respect of the below mentioned resolution contained in the Notice of M/s Kwality Limited (hereinafter referred to as the Company):

SPECIAL BUSINESS:

1. Appointment of M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N), as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W).

I hereby submit our report as under:

- a. The Company completed dispatch of Postal Ballot Notices along with ballot form and a self-addressed, postage pre-paid envelopes by Tuesday 27th November, 2018.
- b. The Company had published an advertisement regarding dispatch of postal ballot forms in Business Standard (English & Hindi) on 28th November, 2018.
- c. The Members of the Company had option to vote either through the postal ballot or through e-voting facility. The Company has availed the services of CDSL to provide e-voting facilities to the Members of the Company.
- d. The voting period begins on Wednesday, November 28, 2018 at 10:00 AM (IST) and ends on Thursday, December 27, 2018 at 05:00 PM (IST).



- e. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website www.evotingindia.com.
- f. The Postal Ballot forms received during the voting period were kept under my safe custody and were opened by me as and when received and the same were serially numbered. The e-voting module was unblocked at 28th December, 2018 at 01:17 PM in the presence of two witnesses Saket Billa and Dheeraj Kumar who is not in the employment of the Company.
- g. All the Postal Ballot Forms received and e-votes casted up to 5:00 P.M on 27th December, 2018 the last date and time fixed by the Company for receipt of the votes/forms were considered for my scrutiny.
- h. Detailed summary of result with assent/dissent for the resolution is attached with this report as Annexure -1.
- i. The Resolution was passed by the requisite majority.
- j. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary of the Company.
- k. You may accordingly declare the results of the voting through Postal Ballot and E-voting.

Thanking you,

For Mukun Vivek & Company



Mukun Arora
Partner

M. No. 15980

CP No. 4766

Place: 29th December, 2018

Date: New Delhi

Annexure -1

The result of the scrutiny of the above postal Ballot and voting by electronic means in respect of passing of the resolutions is as under:

RESOLUTION NO. 1

Appointment of M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N), as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W)

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W)."

"RESOLVED FURTHER THAT M/s B. Rattan & Associates, Chartered Accountants (ICAI Firm Registration No. 011798N), shall hold the office of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting on such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be determined by the Managing Director & Chief Financial Officer in consultation with the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

Postal Ballot Voting	Total No. of shares	Total No of votes	No. of votes in Favor	No of votes Against	% of votes in Favor	% of votes against
Electronic Voting	241354382	60840980	60827824	13156	99.98	0.02
Physical Voting		78879	78879	0	100	0
TOTAL	241354382	60919859	60906703	13156	99.98	0.02

Thanking you,

For Mukun Vivek & Company


Mukun Arora

Partner

M. No. 15980

CP No. 4766

Place: 29th December, 2018

Date: New Delhi