



CIN No. L24232PB1983PLC005426

D.L. No. 1800-OSP, 1804-B

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I.E. Code No. 1293001210

KWALITY PHARMACEUTICALS LIMITED

Regd. Office: Village Nag Kalan, Majitha Road, Amritsar - 143 601 (INDIA)

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ramesh@kwalitypharma.com

Date: August 31, 2024

To,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai- 400001

Company Scrip Code: 539997

Subject: Notice of 41st Annual General Meeting of the Company

Dear Sir/Madam,

We would like to inform you that the **41st Annual General Meeting (AGM)** of the Shareholders of the Company will be held on **Tuesday, the 24th September, 2024 at 12.00 noon** through Video Conference (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the 41st Annual General Meeting of the Company for the financial year ended March 31, 2024. The same is also available on the Company's website i.e. www.kwalitypharma.com

You are requested to take the same on record.

Thanking You
Yours faithfully,
For Kwality Pharmaceuticals Limited

Ramesh Arora
Managing Director
DIN:00462656



KWALITY PHARMACEUTICALS LIMITED

Regd. Office:- VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR – 143601

CIN : L24232PB1983PLC005426; Phone no. :-8558820862

Email Id:- ramesh@kwalitypharma.com; Website :- www.kwalitypharma.com

Notice

Notice is hereby given that the **41st Annual General Meeting** of the members of **KWALITY PHARMACEUTICALS LIMITED** will be held on **Tuesday 24th September, 2024** at 12:00 noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with Reports of the Board of Directors and Auditors' thereon.
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. RAMESH ARORA (DIN: 00462656)**, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
3. To appoint a Director in place of **Mrs. ANJU ARORA (DIN : 03155641)**, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. **To appoint Statutory Auditors and fix their remuneration:**

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

“RESOLVED THAT pursuant to provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, **M/s Vijay Mehra & Co., Chartered Accountants, Amritsar (FRN: 001051N)**, be and are hereby appointed as Statutory Auditors of the Company for five consecutive years to hold office from the conclusion of 41st Annual General Meeting upto the conclusion of the 46th Annual General Meeting (AGM) of the Company at a remuneration mentioned in the explanatory statement to this Notice, for the purpose of audit of the Company’s accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”



SPECIAL BUSINESS:

5. Continuation of Mr. Ramesh Arora as Managing Director of the company on attaining the age of Seventy Years

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

“RESOLVED THAT pursuant to Section 196,196(3), 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company at its meeting held on May 23, 2024, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of **Mr. Ramesh Arora (DIN: 00462656)** as Managing Director of the Company, who has attained the age of 70 years.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

6. Revision in Remuneration of Mr. Ramesh Arora (DIN: 00462656), Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. RAMESH ARORA (DIN: 00462656)**, Managing Director of the Company from the existing Rs. 5,00,000/- per month to Rs. 7,00,000/- per month with effect from 01-10-2024 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in addition to the fixed remuneration, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") and these perquisites and allowances may be granted to the Managing Director in such forms and manner as the Board may decide.

- a) Company car with driver for official use.



- b) Payment/Reimbursement of telephone Expenses.
- c) Food Facility at office
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company applicable from time to time
- e) Credit Card Facility

“RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act, even if in any year, during the tenure of the managerial personnel, the company has no profits or its profits are inadequate as may be determined by the Board/ Nomination & Remuneration committee after making an assessment of company’s performance and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Revision in Remuneration of Mr. Ajay Kumar Arora (DIN: 00462664), Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. AJAY KUAMR ARORA (DIN: 00462664)**, Whole Time Director of the Company from the existing Rs. 5,00,000/- per month to Rs. 7,00,000/- per month with effect from 01-10-2024 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in addition to the fixed remuneration, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") and these perquisites and allowances may be granted to the Whole Time Director in such forms and manner as the Board may decide.

- a) Company car with driver for official use.
- b) Payment/Reimbursement of telephone Expenses.
- c) Food Facility at office
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company applicable from time to time



e) Credit Card Facility

“RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act, even if in any year, during the tenure of the managerial personnel, the company has no profits or its profits are inadequate as may be determined by the Board/ Nomination & Remuneration committee after making an assessment of company’s performance and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Revision in Remuneration of Mrs. Anju Arora (DIN: 03155641), Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mrs. ANJU ARORA (DIN: 03155641)**, Whole Time Director of the Company from the existing Rs. 2,00,000/- per month to Rs. 3,00,000/- per month with effect from 01-10-2024 for the remaining period of her tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of her remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in addition to the fixed remuneration, she will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") and these perquisites and allowances may be granted to the Whole Time Director in such forms and manner as the Board may decide.

- a) Company car with driver for official use.
- b) Payment/Reimbursement of telephone Expenses.
- c) Food Facility at office
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company applicable from time to time
- e) Credit Card Facility

“RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act, even if in any year, during the tenure of the managerial personnel, the company has no profits or its profits are inadequate as may be



determined by the Board/ Nomination & Remuneration committee after making an assessment of company's performance and subject to necessary approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Revision in Remuneration of Mrs. Geeta Arora (DIN: 03155615), Whole Time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mrs. GEETA ARORA (DIN: 03155615)**, Whole Time Director of the Company from the existing Rs. 2,00,000/- per month to Rs. 3,00,000/- per month with effect from 01-10-2024 for the remaining period of her tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of her remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT in addition to the fixed remuneration, she will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") and these perquisites and allowances may be granted to the Whole Time Director in such forms and manner as the Board may decide.

- a) Company car with driver for official use.
- b) Payment/Reimbursement of telephone Expenses.
- c) Food Facility at office
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company applicable from time to time
- e) Credit Card Facility

"RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act, even if in any year, during the tenure of the managerial personnel, the company has no profits or its profits are inadequate as may be determined by the Board/ Nomination & Remuneration committee after making an assessment of company's performance and subject to necessary approvals, if any."



“RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Revision in Remuneration of Mr. Aditya Arora (DIN: 07320410), Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. ADITYA ARORA (DIN: 07320410)**, Whole Time Director of the Company from the existing Rs. 3,50,000/- per month to Rs. 4,50,000/- per month with effect from 01-10-2024 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in addition to the fixed remuneration, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") and these perquisites and allowances may be granted to the Whole Time Director in such forms and manner as the Board may decide.

- a) Company car with driver for official use.
- b) Payment/Reimbursement of telephone Expenses.
- c) Food Facility at office
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company applicable from time to time
- e) Credit Card Facility

“RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration in accordance with the provisions of Part II of Schedule V of the Act, even if in any year, during the tenure of the managerial personnel, the company has no profits or its profits are inadequate as may be determined by the Board/ Nomination & Remuneration committee after making an assessment of company’s performance and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. Ratification of Cost Auditors Remuneration



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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, the company hereby ratifies the remuneration of Rs. 1,10,000/- (Rupees One Lac Ten Thousand Only) plus reimbursement of out of pocket expenses to M/s Verma Khushwinder & Co., Cost Accountants, Jalandhar, appointed by the Board of Directors of the company, to conduct the audit of cost records of the company for the financial year ending 31st March, 2025.”

By Order Of the Board

Place:- Amritsar

Date:- 31st August 2024

Sd/-

(GURPREET KAUR)

Company Secretary

NOTES

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2023/167 dated October 7, 2023 respectively, ("SEBI Circulars") permitted convening the Annual General ("AGM"/Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue till September 30, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the 41st Annual General Meeting of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for the 41st AGM. Hence, the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.



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3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.kwalitypharma.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rmittalcs@gmail.com with a copy marked to evoting@nsdl.com



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10. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.
11. The Register of Directors and Key Managerial Personnel, the Register of Contract or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to cs@kwalitypharma.com.
12. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.
13. Pursuant to the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard -2, the brief profile /particulars of the Directors of the Company proposed to be appointed/re-appointed at the Annual General Meeting are given in the Annexure to the Notice.
14. The relevant Explanatory Statements pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, are annexed hereto and forms part of this notice.
15. The register of members and share transfer books will remain closed from **Tuesday, 17th September, 2024 to Tuesday, 24th September, 2024** (both days inclusive) for the purpose of Annual General Meeting.
16. Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., Monday, 16th September, 2024**, shall be entitled to vote on the matters provided in the notice.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
18. The remote e-voting period commence on **Saturday, 21st September, 2024 at 09.00 A.M.** and ends on **Monday, 23rd September, 2024 at 5.00 PM.**

Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.

19. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Big share Services Private Limited, to provide efficient and better service to the Members. Members holding share in physical form are requested to advice such changes to the Company's Registrar and transfer agents, M/s Big share Services Private Limited Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. (Board No.: 022 62638200, Fax No: 022 62638299, Email: investor@bigshareonline.com, Website: www.bigshareonline.com)



20. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1 April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Big share Services Private Limited for assistance in this regard.
21. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
22. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
23. Mr. Rishi Mittal, Practicing Company Secretary (Membership No. A12613, COP No. 3004) appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kwalitypharma.com and website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com not later than two working days of the conclusion of the Meeting.
25. In terms of section 125 of the Act, the amount of dividend that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

In terms of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the Company has transferred the shares to the demat account of IEPF Authority in respect of which the dividend has not been claimed for a continuous period of seven years or more.

During the year, the Company has transferred the unclaimed and unpaid interim dividend of Financial Year 2016-17 amounting ₹ 31,962 along with 100540 corresponding equity shares to the IEPF Authority as per the requirements of the IEPF Rules.

The company had communicated to all the concerned shareholders individually whose shares were liable to be transferred to IEPF. The Company had also given newspaper advertisements, before such transfer in favour of IEPF. The Company had also uploaded the details of such shareholders and shares transferred to IEPF on website of the Company at https://www.kwalitypharma.com/investor_relations.php

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority by submitting an application in the prescribed online web based Form IEPF-5



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available on the website www.iepf.gov.in and sending a physical copy of the same duly signed, to the Nodal Officer of the Company along with requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. No claim shall lie against the Company in respect of dividend/shares so transferred.

26. To support 'Green Initiative', the members who have not yet registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose e-mail ids are already registered may update the changes therein, if any. This may be treated as an advanced opportunity in terms of proviso to rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014.

27. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 21st September, 2024 at 9:00 A.M. and ends on Monday, 23rd September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 16th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2024.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services



under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are



	<p>requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rmittalcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kwalitypharma.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kwalitypharma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@kwalitaipharma.com . The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance **between 19th September, 2024 (09:00 a.m.) to 21st September, 2024 (05:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at cs@kwalitaipharma.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries during **19th September, 2024 (09:00 a.m.) to 21st September, 2024 (05:00 p.m.)** mentioning their name, demat account number/folio number, email ID, mobile number at cs@kwalitaipharma.com. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order Of the Board

Sd/-

(GURPREET KAUR)

Company Secretary

Place:- Amritsar

Date:- 31st August 2024



Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

ORDINARY BUSINESS:

Item No. 4

The Company had appointed **M/s ARORA AGGARWAL & CO.**, Chartered Accountants (FRN: 021086N) as the Statutory Auditors of the Company at the 36th Annual General Meeting (“AGM”) held on September 30, 2019 for a period of 5 (five) consecutive years, to hold office from the conclusion of the 36th AGM till the conclusion of 41st AGM of the Company.

M/s ARORA AGGARWAL & CO, Chartered Accountants will complete their present term as Statutory Auditors of the Company on conclusion of the ensuing AGM. The Board of Directors places on record the valuable services rendered by M/s ARORA AGGARWAL & CO, Chartered Accountants during their tenure as Statutory Auditors.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 31st August 2024, proposed the appointment of **M/s Vijay Mehra & Co., Chartered Accountants, Amritsar (FRN: 001051N)** as Statutory Auditors of the company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 46th AGM of the company.

Details required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:-

- The fee proposed to be paid to **M/s Vijay Mehra & Co.**, Chartered Accountants, towards statutory audit for financial year 2024-25 shall not exceed Rs.8,00,000 (Rupees Eight Lac Only) plus out of pocket expenses, with the authority to the board to make revisions as it deem fit for the balance term, based on the recommendation of the Audit Committee.

The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the Statutory Audit fee as above and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- There is no material change in the proposed fees for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s **M/s Vijay Mehra & Co.**, Chartered Accountants as the Statutory Auditors of the Company, have taken into consideration, among other things, the credentials of the firm and eligibility criteria prescribed under the Act.
- **M/s Vijay Mehra & Co.**, Chartered Accountants, is a partnership firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India. Firm has a registered office at 175, RANI KA BAGH, AMRITSAR-143001. **M/s Vijay Mehra & Co.**, Chartered Accountants has a valid



peer review certificate. The firm is well versed with the Pharma Industry and having experience of Income Tax Laws, GST Laws and Corporate Laws in addition to the Banking matters.

M/s Vijay Mehra & Co., Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 and other relevant provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval of the Members.

ITEM NO. 5

Mr. Ramesh Arora was re-appointed as a Managing Director of the Company for a period of 5 years effective from 16th January, 2021, pursuant to board resolution dated 15th January, 2021 and his appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021. During the continuation of his tenure of appointment as Managing Director, he has attained the age of 70 years.

In order to be compliant with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Managing Director of the Company on attaining age of 70 years in light of his vast immense knowledge and enrich technical experience which he has been contributing immensely in the growth of the Company since its incorporation and as approved by Board of Directors of the Company at its meeting held on May 23, 2024.

Hence, approval of the members is sought for the continuation of Mr. Ramesh Arora as Managing Director of the Company on attaining the age of 70 years. All other terms and conditions of his appointment including perquisites and benefits etc. shall remain same to the extent approved by the members of the Company.

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director is as under:-

Name of the Director	Ramesh Arora
Director Identification Number (DIN)	00462656
Date of birth (Age)	June 12, 1954 (70 years)
Date of First appointment on the Board	May 04, 1983
Brief Profile/Experience/ Expertise in specific functional areas	Mr. Ramesh Arora aged 70 years is Bachelor of Commerce. Ramesh Arora is a highly regarded figure in the pharmaceutical industry with an extensive experience. His visionary leadership has propelled Kwalita Pharma Ltd to new



	heights, establishing it as a trusted name in the international market. His strategic inputs and relationship managements with various stakeholders have helped the company be ahead in a competitive industry. He also plays an important role in building internal technology and exploring new business opportunities.
Qualification	Bachelor's degree in Commerce
Terms and conditions of appointment or re-appointment	Re-appointed as Managing Director for a period of 5(five) years with effect from 16-01-2021, liable to retire by rotation including proposed changes in this present notice read with explanatory statement thereto.
Remuneration Last Drawn (₹)	5,00,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Wife Mr. Ajay Kumar Arora (Whole Time Director) Brother Mrs. Geeta Arora (Whole Time Director) Brother's wife Mr. Aditya Arora (Whole Time Director & CFO) Brother's Son
Shareholding in the Company as on March 31, 2024	2698684 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	KALER BIOPHARMACHEM PRIVATE LIMITED IAIR INFOCOM PRIVATE LIMITED
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2024	NIL

Except Mr. Ramesh Arora, Appointee and Mr. Ajay Kumar Arora, Mrs. Geeta Arora, Mrs. Anju Arora & Mr. Aditya Arora directors being relatives of **Mr. Ramesh Arora**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 5 of the accompanying Notice.

The Board recommends the passing of the Resolution at Item No. 5 as a Special Resolution.

Item No.6

Mr. Ramesh Arora was re-appointed as a Managing Director of the Company for a period of 5 years effective from 16th January, 2021 by the Board of Directors in its meeting held on 15th January, 2021 and



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his appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021.

Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on August 30, 2024 recommended revision in remuneration of **Mr. RAMESH ARORA** for payment of Rs. 7,00,000/- (Rupees Seven Lakhs Only) per month with Perquisites and Allowances for the remaining period of his tenure, with effect from October 01, 2024, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on August 31, 2024 subject to further approval of Members at the forthcoming Annual General Meeting

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of members is sought for paying **Mr. Ramesh Arora's** remuneration even if the annual aggregate remuneration payable to Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mr. Ramesh Arora is on board of Company since inception and has more than 4 decades of experience in the areas of management, marketing
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		strategies and overall administration control and supervision.
(2).	Past Remuneration	Rs. 5,00,000/- per month
(3).	Recognition or awards	The Company has received various awards and recognition during his Tenure.
(4).	Job Profile and his suitability	4 decades experience in the areas of management, marketing strategies, administration control and supervision. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5).	Remuneration proposed	As set out in the resolution for the item no. 6 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Wife Mr. Ajay Kumar Arora (Whole Time Director) Brother Mrs. Geeta Arora (Whole Time Director) Brother's wife Mr. Aditya Arora (Whole Time Director & CFO) Brother's Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
(10).	Expected increase in productivity and profits in	The Company is very conscious about



measurable terms	improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
Disclosures	NIL

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under :-

Name of the Director	Ramesh Arora
Director Identification Number (DIN)	00462656
Date of birth (Age)	June 12, 1954 (70 years)
Date of First appointment on the Board	May 04, 1983
Qualification	Bachelor's degree in Commerce from the Guru Nanak Dev University, Amritsar.
Experience and expertise in specific functional areas	<p>Ramesh Arora is a highly regarded figure in the pharmaceutical industry with an extensive experience. His visionary leadership has propelled Kwalita Pharma Ltd to new heights, establishing it as a trusted name in the international market. Today, Ramesh Arora guides the company on strategic decision-making for the company's growth along with grooming the next generation of management.</p> <p>His strategic inputs and relationship managements with various stake holders have helped the company be ahead in a competitive industry. He also plays an important role in building internal technology and exploring new business opportunities.</p>
Terms and conditions of appointment or re-appointment	Re-appointed as a Managing Director for a period of 5(five) years with effect from 16-01-2021, liable to retire by rotation.
Remuneration sought to be paid (₹)	7,00,000 p.m.
Remuneration Last Drawn (₹)	5,00,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Wife Mr. Ajay Kumar Arora (Whole Time Director) Brother Mrs. Geeta Arora (Whole Time Director)



	Brother's wife Mr. Aditya Arora (Whole Time Director & CFO) Brother's Son
Shareholding in the Company as on March 31, 2024	2698684 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	KALER BIOPHARMACHEM PRIVATE LIMITED IAIR INFOCOM PRIVATE LIMITED
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2024	NIL

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Ramesh Arora, Managing Director.

Except Mr. Ramesh Arora, Appointee and Mr. Ajay Kumar Arora, Mrs. Geeta Arora, Mrs. Anju Arora & Mr. Aditya Arora directors being relatives of **Mr. Ramesh Arora**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members for the revision in remuneration of Mr. Ramesh Arora, Managing Director.

Item No.7

Mr. Ajay Kumar Arora was re-appointed as Whole Time Director of the Company for a period of 5 years effective from 16th January, 2021 by the Board of Directors in its meeting held on 15th January, 2021 and his appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021.

Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on August 30, 2024 recommended revision in remuneration of **Mr. AJAY KUMAR ARORA** for payment of Rs. 7,00,000/- (Rupees Seven Lakhs Only) per month with Perquisites and Allowances for the remaining period of his tenure, with effect from October 01, 2024, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on August 31, 2024 subject to further approval of Members at the forthcoming Annual General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the



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Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of members is sought for paying **Mr. Ajay Kumar Arora's** remuneration even if the annual aggregate remuneration payable to Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mr. Ajay Kumar Arora has more than 3 decades of experience in the overall operations of Company. Under his leadership, Company has made a strong presence in the Pharmaceutical Sector today. He is adept to the new technological changes taking place in the Industry all over the world.
(2).	Past Remuneration	Rs.5,00,000/- per month
(3).	Recognition or awards	The Company has received various awards and recognition during his Tenure.
(4).	Job Profile and his suitability	3 decades of experience in the overall operations of Company. He is responsible to procure the inputs for the company. He is also responsible for structural development of the company and engineering department.
(5).	Remuneration proposed	As set out in the resolution for the item no. 7 of the notice
(6).	Comparative remuneration profile with	The proposed remuneration is in tune



	respect to industry, size of the Company, profile of the position and person	with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Brother's Wife Mr. Ramesh Arora (Managing Director) Brother Mrs. Geeta Arora (Whole Time Director) Wife Mr. Aditya Arora (Whole Time Director & CFO) Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
	Disclosures	NIL

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:-

Name of the Director	Ajay Kumar Arora
Director Identification Number (DIN)	00462664
Date of birth (Age)	January 29, 1968 (56 years)



Date of First appointment on the Board	August 01, 1995
Qualification	Bachelor of Pharmacy
Experience and expertise in specific functional areas	As the director at Kwality Pharma, Mr. Ajay Arora assumes a crucial role in overseeing the company's manufacturing planning and operations. With a B. Pharma. degree and more than 30 years of experience, his contribution to organizational development is of paramount importance. Primarily, he takes charge of procurement of raw material including API, ensuring the acquisition of machinery and other essential requirements. Additionally, he actively manages day-to-day manufacturing activities and provides oversight to various departments, including conducting initial audits of documentation, production, and inspections.
Terms and conditions of appointment or re-appointment	Re-appointed as a Whole Time Director for a period of 5(five) years with effect from 16-01-2021, liable to retire by rotation.
Remuneration sought to be paid (₹)	7,00,000 p.m.
Remuneration Last Drawn (₹)	5,00,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Brother's Wife Mr. Ramesh Arora (Managing Director) Brother Mrs. Geeta Arora (Whole Time Director) Wife Mr. Aditya Arora (Whole Time Director & CFO) Son
Shareholding in the Company as on March 31, 2024	1410638 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2024	NIL

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Ajay Kumar Arora, Whole Time Director.

Except Mr. Ajay Kumar Arora, Appointee and Mr. Ramesh Arora, Mrs. Geeta Arora, Mrs. Anju Arora & Mr. Aditya Arora, directors being relatives of **Mr. Ajay Kumar Arora**, none of the other Directors and/or



Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No.8

Mrs. Anju Arora was re-appointed as Whole Time Director of the Company for a period of 5 years effective from 16th January, 2021 by the Board of Directors in its meeting held on 15th January, 2021 and her appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021.

Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on August 30, 2024 recommended revision in remuneration of **Mrs. ANJU ARORA** for payment of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month with Perquisites and Allowances for the remaining period of her tenure, with effect from October 01, 2024, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on August 31, 2024 subject to further approval of Members at the forthcoming Annual General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of members is sought for paying **Mrs. Anju Arora’s** remuneration even if the annual aggregate remuneration payable to Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in



		Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

I. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mrs. ANJU ARORA , is Whole Time Director of Company. She has completed her Bachelor of Arts from Amritsar. She is on the Board of the Company since 2010.
(2).	Past Remuneration	Rs. 2,00,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and his suitability	She oversees day-to-day marketing operations of the Company.
(5).	Remuneration proposed	As set out in the resolution for the item no. 8 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by her.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mr. Ramesh Arora (Managing Director) Husband Mrs. Geeta Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time Director) Husband's Brother Mr. Aditya Arora(Whole Time Director & CFO) Husband's Brother's Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.
(10).	Expected increase in productivity and profits in	The Company is very conscious about



	measurable terms	improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
	Disclosures	NIL

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:-

Name of the Director	Anju Arora
Director Identification Number (DIN)	03155641
Date of birth (Age)	February 01, 1962 (62 years)
Date of First appointment on the Board	October 01, 2010
Qualification	Bachelor of Arts
Experience and expertise in specific functional areas	She has an experience of more than 18 years in Marketing
Terms and conditions of appointment or re-appointment	Re-appointed as a Whole Time Director for a period of 5(five) years with effect from 16-01-2021, liable to retire by rotation.
Remuneration sought to be paid (₹)	3,00,000 p.m.
Remuneration Last Drawn (₹)	2,00,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Ramesh Arora (Managing Director) Husband Mrs. Geeta Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time Director) Husband's Brother Mr. Aditya Arora(Whole Time Director & CFO) Husband's Brother's Son
Shareholding in the Company as on March 31, 2024	135634 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2024	NIL



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As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of **Mrs. ANJU ARORA**, Whole Time Director.

Except Mrs. ANJU ARORA, Appointee and Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Geeta Arora & Mr. Aditya Arora, directors being relatives of **Mrs. ANJU ARORA**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 8 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Item No.9

Mrs. Geeta Arora was re-appointed as Whole Time Director of the Company for a period of 5 years effective from 16th January, 2021 by the Board of Directors in its meeting held on 15th January, 2021 and her appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021.

Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on August 30, 2024 recommended revision in remuneration of **Mrs. GEETA ARORA** for payment of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month with Perquisites and Allowances for the remaining period of her tenure, with effect from October 01, 2024, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on August 31, 2024 subject to further approval of Members at the forthcoming Annual General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of members is sought for paying **Mrs. Geeta Arora's** remuneration even if the annual aggregate remuneration payable to Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

II. General Information



(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mrs. GEETA ARORA , is Whole Time Director of Company. She has completed her Master of Arts from Amritsar. She is on the Board of the Company since 2010.
(2).	Past Remuneration	Rs. 2,00,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and her suitability	She oversees Human Resource and Management Operations of the Company.
(5).	Remuneration proposed	As set out in the resolution for the item no. 9 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by her.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mr. Ramesh Arora (Managing Director) Husband's Brother Mrs. Anju Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time Director) Husband Mr. Aditya Arora (Whole Time Director & CFO) Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for	Company is working towards improving



	improvement	plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
	Disclosures	NIL

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:-

Name of the Director	Geeta Arora
Director Identification Number (DIN)	03155615
Date of birth (Age)	November 29, 1970 (53 years)
Date of First appointment on the Board	October 01, 2010
Qualification	Master of Arts
Experience and expertise in specific functional areas	She has an experience of more than 17 years in Administration.
Terms and conditions of appointment or re-appointment	Re-appointed as a Whole Time Director for a period of 5(five) years with effect from 16-01-2021, liable to retire by rotation.
Remuneration sought to be paid (₹)	3,00,000 p.m.
Remuneration Last Drawn (₹)	2,00,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Ramesh Arora (Managing Director) Husband's Brother Mrs. Anju Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time Director) Husband Mr. Aditya Arora (Whole Time Director & CFO) Son



Shareholding in the Company as on March 31, 2024	111500 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2024	NIL

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of **Mrs. Geeta Arora**, Whole Time Director.

Except Mrs. Geeta Arora, Appointee and Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Anju Arora, & Mr. Aditya Arora, directors being relatives of **Mrs. Geeta Arora**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 9 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

Item No.10

Mr. Aditya Arora was re-appointed as Whole Time Director of the Company for a period of 5 years by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2021 effective from September 30, 2021.

Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on August 30, 2024 recommended revision in remuneration of **Mr. ADITYA ARORA** for payment of Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) per month with Perquisites and Allowances for the remaining period of his tenure, with effect from October 01, 2024, subject to other approvals if any required, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on August 31, 2024 subject to further approval of Members at the forthcoming Annual General Meeting

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of members is sought



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for paying **Mr. Aditya Arora's** remuneration even if the annual aggregate remuneration payable to Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

III. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

III. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mr. Aditya Arora , is Whole Time Director and CFO of our Company. He is an active, energetic, dynamic and assisting to take the company in the growth path.
(2).	Past Remuneration	Rs. 3,50,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and his suitability	Mr. Aditya Arora who has joined the company in the year 2015 has worked in different departments of the company for training purpose and to know the totality of business. He has shown interest in the growth of the company and has selected Quality assurance and Quality control as his main profile. His profile was accepted by the management. The reason for his selection that he has seen the possibility growth of the company lies in the registration of company and its products in the different countries and meets the requirement of their regulatory.
(5).	Remuneration proposed	As set out in the resolution for the item no. 10 of the notice



(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Father's Brother's Wife Mr. Ramesh Arora (Managing Director) Father's Brother Mrs. Geeta Arora (Whole Time Director) Mother Mr. Ajay Kumar Arora (Whole Time Director) Father
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
	Disclosures	NIL

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under:-

Name of the Director

Aditya Arora



Director Identification Number (DIN)	07320410
Date of birth (Age)	February 17, 1994 (30 years)
Date of First appointment on the Board	October 22, 2015
Qualification	Bachelors of Commerce
Experience and expertise in specific functional areas	<p>Aditya Arora is a dynamic and highly motivated leader who has quickly grasped the intricacies of the pharmaceutical business. Despite being a commerce graduate, his level of attention to detail and understanding surpasses expectations, often leading industry professionals to mistake him for a formal pharmaceutical expert.</p> <p>During his early years at the company, Aditya took on various roles encompassing QA, QC, and manufacturing processes. Recognizing the potential in both semi-regulated and regulated markets, he has now taken charge of spearheading the organization's transition towards regulated markets. His enthusiasm and comprehensive understanding of regulatory requirements across different countries and regions have been instrumental in establishing new plants and seizing new opportunities for the company.</p>
Terms and conditions of appointment or re-appointment	Re-appointed as a Whole Time Director for a period of 5(five) years with effect from 30-09-2021, liable to retire by rotation.
Remuneration sought to be paid (₹)	4,50,000 p.m.
Remuneration Last Drawn (₹)	3,50,000 p. m.
Number of Meetings of Board attended during the year	12 out of 12 during the FY 2023-24
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Father's Brother's Wife Mr. Ramesh Arora (Managing Director) Father's Brother Mrs. Geeta Arora (Whole Time Director) Mother Mr. Ajay Kumar Arora (Whole Time Director) Father
Shareholding in the Company as on March 31, 2024	1240091 Equity Shares
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	Not Applicable
Memberships/ Chairmanship of Board Committees of other companies as on March	NIL



31, 2024

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Aditya Arora, Whole Time Director.

Except **Mr. Aditya Arora**, Appointee and Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Geeta Arora, & Mrs. Anju Arora directors being relatives of **Mr. Aditya Arora**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 10 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

Item No.11

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of Cost Auditors M/s Verma Khushwinder & Co., Cost Accountants, Jalandhar to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval by the members.

Place: Amritsar
Date: 31st August 2024

By Order of the Board
Sd/-
Gurpreet Kaur
Company Secretary

**Information Pursuant to the Listing Regulations and Secretarial Standards in Respect of Directors Retiring by Rotation****Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015) and Secretarial Standards-2)**

Name of Director	Date of Birth	Brief Resume and Nature of Expertise in Functional Area	List of Directorship / Committee Memberships in other Public Companies as on 31 st March, 2024
Ramesh Arora (DIN: 00462656)	12/06/1954	Mr. Ramesh Arora aged 70 years is Bachelor of Commerce. Ramesh Arora is a highly regarded figure in the pharmaceutical industry with an extensive experience. His visionary leadership has propelled Kwality Pharma Ltd to new heights, establishing it as a trusted name in the international market. His strategic inputs and relationship managements with various stakeholders have helped the company be ahead in a competitive industry. He also plays an important role in building internal technology and exploring new business opportunities.	Other Directorship: Two (in Private Limited Company) Name of listed entities in which person also holds directorship or membership of committee :- Nil Listed entities from which he has resigned as Director in past 3 years:- Nil Committee positions held in Kwality Pharmaceuticals Limited:- Nil Committee Positions held in other Public Companies: Nil Relationship with other Directors:- Relative of Directors Mr. Ajay Kumar Arora, Mrs. Anju Arora, Mrs. Geeta Arora and Mr. Aditya Arora No. of Shares held in the Company:- 2698684 No. of Board Meetings Attended during the year: - 12/12 in FY 2023-24.
ANJU ARORA (DIN: 03155641)	01/02/1962	Mrs. Anju Arora aged 62 years is Bachelor of Arts. She has experience of more than 18 years in Marketing.	Other Directorship :- Nil Name of listed entities in which person also holds directorship or membership of committee :- Nil Listed entities from which she has resigned as Director in past 3 years:-



			<p>Nil</p> <p>Committee positions held in Kwalita Pharmaceuticals Limited:- Member in Stakeholders Relationship</p> <p>Committee Positions held in other Public Companies: Nil</p> <p>Relationship with other Directors:- Relative of Directors Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Geeta Arora and Mr. Aditya Arora</p> <p>No. of Shares held in the Company:- 135634</p> <p>No. of Board Meetings Attended during the year: - 12/12 in FY 2023-24.</p>
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Place: Amritsar
Date: 31st August 2024

By Order of the Board
Sd/-

(GURPREET KAUR)
Company Secretary