

Quality RO Industries Limited

(Formally Known as Quality RO Industries Private Limited)

Registered Office: Plot No. 09, Por Industrial Park, NH-08, Village Por – Vadodara 391243

CIN: L29308GJ2021PLC126004

Phone: +91 63588-39303; Email: info@qualityro.in; Website: www.qualityro.in

Date: 12-01-2023

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Sub: Submission of Postal Ballot Notice

Dear Sir/Madam,

This is to inform you that in continuation with the announcement made on 09th January, 2023 for approval of Preferential Issue of upto 6,20,000 Equity Shares of Company, please find attached Postal Ballot Notice dated 12th January, 2023 for your information and records.

Further please find below the timeline for your reference and records.

Benpose Date for Sending Notice	10-01-2023
Date of Completion of Dispatch	12-01-2023
Cut Off Date	10-01-2023
Remote e-Voting Start Date	13-01-2023
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	12-02-2023
Remote e-Voting End Time	5:00 P.M.
Date of deemed Meeting for approval through Postal Ballot i.e. last day of E-voting	12-02-2023

Yours faithfully,

For Quality RO Industries Limited

DHOLIY Digitally signed by
DHOLIYA VIVEK
Date: 2023.01.12
19:02:38 +05'30'
A VIVEK

Name: Vivek Dholiya

Designation: Managing Director

DIN - 09340902

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Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“**Members**”) of Quality RO Industries Limited (formerly known as “**Quality RO Industries Private Limited**”) (“**Company**”), for the resolutions appended below, through Remote Electronic Voting (“**E-Voting**”) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (“**Board**”) in its meeting held on January 09, 2023 has appointed M/s. DILIP SWARNKAR & ASSOCIATES, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**General Circulars**”) (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the Quality RO Industries Limited (“**Company**”) through postal ballot by remote e-Voting process (“**E-Voting**”).

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The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged National Security Depository Limited (NSDL) for facilitating the remote e-voting system. The remote e-voting period commences on January 13, 2023 (9.00 a.m. IST) Friday, and ends on February 12, 2023 (5.00 p.m. IST) Sunday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Tuesday, January 10, 2023 (“Cut-off Date”). Notice of the Postal Ballot will also be available on the Company’s website www.qualityro.in, websites of the BSE Limited (“Stock Exchange”) www.bseindia.com/ www.bsesme.com, and on the website of National Securities Depository Limited (“NSDL”) i.e. at www.evoting.nsdl.com members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company (“Board”), at its meeting held on Monday, January 09, 2023, has appointed M/s. Dilip Swarnkar & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on January 13, 2023 (9.00 a.m. IST) Friday, and ends on February 12, 2023 (5.00 p.m. IST) Sunday. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before February 14, 2023 and, the results of the voting shall be declared by the Chairman of the Company on or before February 14 2023, at Company’s Registered Office. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., www.qualityro.in and on the e-voting system link of National Securities Depository Limited i.e., at www.evoting.nsdl.com. The same shall simultaneously be communicated to the BSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

ITEM NO. 1 INCREASE IN THE AUTHORISED CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Company, the authorized share capital of the Company be increased **from Rs. 2,00,00,000 (Rupees Two Crore) divided into 20,00,000 (Twenty Lakh Only) equity shares of the face value of Rs. 10 (Rupees Ten) each to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000**

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(Thirty-Five Lakhs Only) equity shares of the face value of Rs. 10 (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

ITEM NO. 2: ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, the Memorandum of Associations of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs Only) equity shares of the face value of Rs. 10 (Rupees Ten) each.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

ITEM NO. 3 - ALTERNATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATIONS OF 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 Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock exchange(s) / appropriate regulatory and statutory authorities, the consent of members of the Company be and is hereby accorded for alterations in the “Objects Clause” of the Memorandum of Association of the Company (“MOA”) by following alteration as mentioned below:

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1. Under Clause 3(a), first Paragraph has been numbered as sub – clause “I”
2. After above sub-clause I, two new sub-clauses i.e., “II & III” has been inserted as per details mentioned **below**:

Sub-Clause II:

To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power.

To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers.

To carry on in India and anywhere else in the world, B2B and B2C business of providing solutions and services in "Transport" in all its forms and perspectives and to undertake all such activities as are connected, linked or associated which includes but not limited to:

- a.) Manage, run, contract, handle, operate as consultancy/provider of Supporting and auxiliary transport activities for fleet carriers, transporters, in all its branches on land, air, water for transporting goods on all routes and lines on National and International level.
- b.) Providing material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural calamities.
- c.) Carry on the business of tour and travel operators.
- d.) To act as representative, Agent, Sub Agent, Commission Agent of Indian and foreign Companies, Firms, persons, states and other bodies Corporates and to represent them before the different authorities Corporates and bodies and to act as their Sales, purchase representatives and to render services to them for transporting warehousing, distributing, and maintaining all types of goods and Equipments in good conditions supplied by the principals.

Sub-Clause III:

To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, valuers, appraisers, decorators, furnishers, manufacturers of prefabricated and pre-casted houses, agents, brokers and contractors and for that purpose to own, construct, develop, improve, take on lease or leave & License basis or to acquire in any other manner and to hold, manage and operate and to sell or give on lease & license or deal in any other manner land, plots, real estates, residential complexes / flats / enclave / bungalows / commercial complexes / multistoried buildings etc., and to carry on all types of construction activities, and

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act as consultants, advisors, technical consultants, collaborators and designers for all kinds of construction activities in India and abroad and to undertake all civil, mechanical, electrical works, all types of infrastructure facilities in India or abroad either or its own or with joint venture with any other Indian or Foreign participant.

Manufacturing and Trading of Construction Material Viz Bricks, Sand, Steel, RMC, Blocks and other related material.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

ITEM NO. – 4 TO CONSIDER AND APPROVE FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreements entered into by the Company with the BSE Limited (“**Stock Exchanges**”) on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each (“**Equity Shares**”) are listed on SME platform of BSE Limited (“**BSE**”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and/ or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 6,20,000 (Six Lakhs Twenty Thousand) equity shares having face value of Rs.10/- (Rupees Ten) each fully paid-up (“**Equity Shares**”) at Rs.70/- (Seventy) each, which includes a premium of Rs.60/- (Sixty) each on such terms and conditions as may be deemed appropriate by the Board on preferential basis to Non Promoter Category are as below:

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Sr. No.	Name of Proposed allottee	PAN No.	Category	No of equity shares to be issued
1.	Vishal V Kachhadiya	AVOPK6328C	Non-Promoter	10,000
2.	Kanani Kishorkumar G	ATHPK0514B	Non-Promoter	64,000
3.	Ghanshyambhai Babubhai Kachhadiya	ALOPK1740Q	Non-Promoter	24,000
4.	Sojitra Bhaveshbhai J	CYOPS5561E	Non-Promoter	24,000
5.	Joshi Chintan H	AHPPJ6345K	Non-Promoter	10,000
6.	Patel Bhumika Sunilbhai	AMAPP6822F	Non-Promoter	1,00,000
7.	Rupareliya Vipul D	AKCPR1347M	Non-Promoter	1,94,000
8.	Rupareliya Sumita Vipulbhai	ASGPR7119D	Non-Promoter	1,94,000
	TOTAL			6,20,000

at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, Friday, 13 January, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

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RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Place- Vadodara,

Date- Thursday, January 12, 2023

By Order of Board,
For **Quality Ro Industries Limited**
Sd/-
Vivek Dholiya
Chairman and Managing Director
DIN: 09340902

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Tuesday, January 10, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.qualityro.in, websites of the Stock Exchanges, that is, BSE Limited www.bseindia.com/ www.bsesme.com and on the website of Skyline Financial Services Private Limited at www.skylinerta.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (www.qualityro.in) and Registrar (Skyline Financial Services Private Limited) of the Company (www.skylinerta.com) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110 020, India.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on Friday, January 13, 2023 and ends at 5:00 p.m. (IST) on Sunday, February 12, 2023. Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under “Access to NSDL e-Voting System”.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to info@qualityro.in.

PROCEDURE FOR E-VOTING:

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 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,





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Phone: +91 63588-39303; Email: info@qualityro.in; Website: www.qualityro.in

GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Type of shareholders	Login Method
	<p>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.</p> <ol style="list-style-type: none"><li data-bbox="597 653 1408 804">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="597 810 1408 1304">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.<li data-bbox="597 1310 1408 1419">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="773 1430 1255 1717"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div data-bbox="818 1570 964 1717"></div><div data-bbox="1068 1570 1214 1717"></div></div>

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

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

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Type of shareholders	Login Method
	NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.co.in or call at toll free no.1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

		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**

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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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

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 csdilipsonioffice@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Anubhav Saxena) at evoting@nsdl.co.in

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 (info@qualityro.in).
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 (info@qualityro.in). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice.

Item No. 1 and 2:

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. While the Company considers various options for fund raising, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under.

It is therefore deemed appropriate to increase the existing authorized share capital of the Company from Rs. 2,00,00,000 (Rupees Two Crore) divided into 20,00,000 (Twenty Lakh Only) equity shares of the face value of Rs. 10 (Rupees Ten) each to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000 (Thirty-Five Lakhs Only) equity shares of the face value of Rs.10 (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.”

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The aforesaid increase in Authorised Share Capital and subsequent alteration of clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 & 2 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

Item No. 3

The Company requires to alter the Objects Clause’ contained in its Memorandum of Association to broaden the scope of its activities considering the expansion in the field of fleet carriers, tour and transportation.

Further the Company also want to carry the business of all types of construction activities, and act as consultants, advisors, technical consultants, collaborators and designers for all kinds of construction activities in India and abroad.

In view of above, the Company requires approval of members by way of special resolution to alter its Objects Clause of the Memorandum of Association of the Company (“MOA”) by numbering of sub - Clause I of Clause 3 and insert new sub clauses i.e. “II & III” after sub-clause “I” Clause III to enable the

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Company to continue the existing business operations of the Company and also to undertake other business(es), at opportune time, stated in the proposed special resolution set out at item no 3 of this Notice.

The MOA, proposed to be altered in the aforesaid manner is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would also be available for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) during the working hour up to February 12, 2023 (i.e., last date of e-voting).

In view of above, a special resolution, for altering the Objects Clause of the Company's MOA, is proposed to the members to seek their prior consent for said alterations. The Board recommends the Special Resolution as set out in the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, in the said resolution.

Item No. 4

The Board of Directors of the Company, in its meeting held on January 09, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 6,20,000 (Six Lakhs Twenty Thousand Only) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each on preferential basis to the Non-Promoter Investors mentioned in the Resolution No.4.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any an Sections 42 and 62(1)I of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rule 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of the Preferential issue

The Company proposes to raise funds through issue of equity shares on preferential basis:

Funds raised through the proposed preferential issue will be utilized for the purpose of meeting long-term/ short-term working capital requirements and other general corporate purposes.

B. Particulars of the offer including date of passing of Board resolution.

To create, issue, offer and allot up to 6,20,000 Equity Shares of Rs.10/- each, on a preferential ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs.70/- (Rupees Seventy Only) per Equity Share including Security Premium of Rs.60/- (Rupees Sixty Only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on January 09, 2023.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue.

The Equity Shares of Company are listed on SME Platform of Bombay Stock Exchange of India Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e., Friday, January 13, 2023 and are frequently traded in accordance with SEBI ICDR Regulations

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

(a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

(i) The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

(i) The 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

(a) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated January 12, 2023 from M/s. Snehal Shah & Associates, Chartered Accountant and Independent Registered Valuer having its registered Office at Mumbai India and Registration No: IBBI/RV/06/2019/11772 and the copy of the same has been hosted on the website of the Company which can be accessed at www.qualityro.in under Investor Relations tab.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs.69.29/- (Rupees Sixty-Nine and Twenty Nine Paise Only)

However, the issue price for this Preferential Issue is kept at Rs.70/- (Rupees Seventy Only) per Equity Share including Security Premium of Rs.60/- (Rupees Sixty Only) per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

D. The Price Band at/within which the allotment is Proposed.

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs.70/- (Rupees Seventy Only) per Equity Share including Security Premium of Rs.60/- (Rupees Sixty Only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations

E. Amount which the company intends to raise by way of such Equity Shares:

Upto Rs.4,34,00,000/- (Rupees Four Crore and Thirty-Four Lakhs Only)

F. Maximum number of specified securities to be issued

The Board of Directors in its meeting held on January 09, 2023 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to 6,20,000 (Six Lakhs Twenty Thousand Only) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at Rs.70/- (Rupees Seventy Only) per Equity Share including Security Premium of Rs.60/- (Rupees Sixty Only) per

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Equity Share (being not less than the price calculated in terms of ICDR Regulations) to Promoters and Non-Promoter Investors on a preferential basis.

G. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

H. Shareholding Pattern before and after the proposed preferential issue.

Sr.No.	Category	Pre-Issue Equity		Post Equity Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoter Holding				
1	Indian				
	Individuals	1,225,860	63.52%	1,225,860	48.07%
	Bodies Corporate	-	-	-	-
	Any Other	-	-	-	-
	Sub Total A 1	1,225,860	63.52%	1,225,860	48.07%
2	Foreign Promoter				
	Individuals/NRI/Foreign	-	-	-	-
	individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	1,225,860	63.52%	1,225,860	48.07%
	Total Promoters Group	1,225,860	63.52%	1,225,860	48.07%
	A= A1+A2				
B	Public/Non-Promoters' Shareholding				
1	Institutional Investors				
	Mutual Funds/Banks/FI	-	-	-	-
	FII's/PIS	-	-	-	-
	Sub Total B 1	-	-	-	-
2	Non-Institutions				
	Individual				
	Non-Resident Indian	4,000	0.21%	4,000	0.16%
	Clearing Members	-	-	-	-
	Bodies Corporate	88,000	4.56%	88,000	3.45%
	Foreign Nationals	-	-	-	-
	Others (HUF, NBFC and Trusts)	8,000	0.41%	8,000	0.31%

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Sr.No.	Category	Pre-Issue Equity		Post Equity Issue	
	Individual share capital upto Rs. 2 Lacs	348,070	18.03%	368,070	14.43%
	Individual share capital in excess of Rs. 2 Lacs	256,070	13.27%	856,070	33.57%
	Sub Total B 2	704,140	36.48%	1,324,140	51.93%
	Total Public Shareholding B1+B2	704,140	36.48%	1,324,140	51.93%
	GRAND TOTAL A+B	1,930,000	100.00%	2,550,000	100.00%

I. Proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

J. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed allottees, Category and Pan number.	Ultimate Beneficial Owner of the proposed Allotte(s)	Pre-issue Holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
1.	- Vishal V Kachhadiya - Non-Promoter - AVOPK6328C	Vishal V Kachhadiya (It Self)	NIL	NA	10,000	0.39%
2.	- Kanani Kishorkumar G - Non-Promoter - ATHPK0514B	Kanani Kishorkumar G (It Self)	NIL	NA	64,000	2.51%
3.	- Ghanshyambhai Babubhai Kachhadiya - Non-Promoter - ALOPK1740Q	Ghanshyambhai Babubhai Kachhadiya (It Self)	NIL	NA	24,000	0.94%
4.	- Sojitra Bhaveshbhai J - Non-Promoter - CYOPS5561E	Sojitra Bhaveshbhai J (It Self)	NIL	NA	24,000	0.94%
5.	- Joshi Chintan H - Non-Promoter - AHPPJ6345K	Joshi Chintan H (It Self)	NIL	NA	10,000	0.39%
6.	- Patel Bhumika Sunilbhai - Non-Promoter	Patel Bhumika Sunilbhai	NIL	NA	1,00,000	3.92%

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GST NUMBER: 24AAACQ7739F1ZE / CIN: L29308GJ2021PLC126004

Sr. No.	Name of Proposed allottees, Category and Pan number.	Ultimate Beneficial Owner of the proposed Allotte(s)	Pre-issue Holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
	- AMAPP6822F	(It Self)				
7.	- Rupareliya Vipul D - Non-Promoter - AKCPR1347M	Rupareliya Vipul D (It Self)	NIL	NA	1,94,000	7.61%
8.	- Rupareliya Sumita Vipulbhai - Non-Promoter - ASGPR7119D	Rupareliya Sumita Vipulbhai (It Self)	NIL	NA	1,94,000	7.61%

K. Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

L. Lock-in period

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

M. Certificate from Practicing Company Secretaries

A certificate from Dilip Swarnkar & Associates, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of last day of E-voting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. <http://www.qualityro.in>

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N. The total number of shares or other securities to be issued

The Board of Directors in its meeting held on January 09, 2023 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate upto 6,20,000 (Six Lakhs Twenty Thousand) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“**the Equity Shares**”) to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

O. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

Sr. No.	Name of Proposed allottee	Category	No of equity shares to be issued
1.	Vishal V Kachhadiya	Non-Promoter	10,000
2.	Kanani Kishorkumar G	Non-Promoter	64,000
3.	Ghanshyambhai Babubhai Kachhadiya	Non-Promoter	24,000
4.	Sojitra Bhaveshbhai J	Non-Promoter	24,000
5.	Joshi Chintan H	Non-Promoter	10,000
6.	Patel Bhumika Sunilbhai	Non-Promoter	1,00,000
7.	Rupareliya Vipul D	Non-Promoter	1,94,000
8.	Rupareliya Sumita Vipulbhai	Non-Promoter	1,94,000
	TOTAL		6,20,000

P. Pricing of Preferential Issue:

The Board has fixed the price of Rs.70/- (Rupees Seventy Only) per Equity Share including Security Premium of Rs.60/- (Rupees Sixty Only) per equity share in terms of Regulation 164 of the ICDR Regulations.

Q. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer.

The allotment is not being for consideration other than cash. However, as the allotment exceeds 5% to Rupareliya Vipul D, and Rupareliya Sumita Vipulbhai, a Valuation Report has been obtained from an Independent Registered Valuer for justifying the pricing of proposed preferential equity shares.

R. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price.

The Company has not made any allotments during the year.

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S. Class or Classes of Persons to whom the allotment is proposed to be made

Sr. No.	Name of Proposed allottee	Current status of the allottee	Proposed status of the allottee
1.	Vishal V Kachhadiya	Non-Promoter	Non-Promoter
2.	Kanani Kishorkumar G	Non-Promoter	Non-Promoter
3.	Ghanshyambhai Babubhai Kachhadiya	Non-Promoter	Non-Promoter
4.	Sojitra Bhaveshbhai J	Non-Promoter	Non-Promoter
5.	Joshi Chintan H	Non-Promoter	Non-Promoter
6.	Patel Bhumika Sunilbhai	Non-Promoter	Non-Promoter
7.	Rupareliya Vipul D	Non-Promoter	Non-Promoter
8.	Rupareliya Sumita Vipulbhai	Non-Promoter	Non-Promoter

T. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is Friday, January 13, 2023 being the 30 days prior to the date Shareholders approval Meeting i.e. Last date of E- Voting facilities in case of General Meeting conducted by Postal Ballot Notice.

U. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

V. Details of proposed allottees

Sr. No.	Name of Proposed allottee	Current status of the allottee	PAN Number
1.	Vishal V Kachhadiya	Non-Promoter	AVOPK6328C
2.	Kanani Kishorkumar G	Non-Promoter	ATHPK0514B
3.	Ghanshyambhai Babubhai Kachhadiya	Non-Promoter	ALOPK1740Q
4.	Sojitra Bhaveshbhai J	Non-Promoter	CYOPS5561E
5.	Joshi Chintan H	Non-Promoter	AHPPJ6345K
6.	Patel Bhumika Sunilbhai	Non-Promoter	AMAPP6822F
7.	Rupareliya Vipul D	Non-Promoter	AKCPR1347M
8.	Rupareliya Sumita Vipulbhai	Non-Promoter	ASGPR7119D

W. Undertakings.

In accordance with the SEBI ICDR Regulations;

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- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii. The Proposed Allottee has not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- iii. The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

X. Disclosure pertaining to wilful defaulters or a fraudulent borrower.

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

Y. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters and proposed allottees are a fugitive economic offender as defined under the SEBI ICDR Regulations.

Z. Current and proposed Status of the Proposed Allottee post preferential issue:

The proposed allotment shall be made to the proposed allottees, who will be classified in the Public Category and after allotment there will be no change in Control of the Company.

AA. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has allotted noted issued and allotted any equity shares on preferential basis in the financial year.
- ii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at Item No. 4 for the approval of the members.

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None of the Promoters or Directors and their relatives forming part of the Promoter Group of the Company have any interest in this resolution. They do not have any concern or interest, financial or otherwise, in the proposed resolution.

Place-Vadodara

Date- Thursday, January 12, 2023

By Order of Board,
For **Quality RO Industries Limited**
Sd/-

DHOLIY Digitally signed by
DHOLIYA VIVEK
Date: 2023.01.12
17:57:08 +05'30'
A VIVEK ✓ **Vivek Dholiya**
Chairman and Managing Director
DIN: 09340902