QUALITY FOILS (INDIA) LIMITED

Formerly Known as Quality Foils (India) Pvt. Ltd.
(An ISO 9001 : 2015 Company)

Regd. Office :- 3, Industrial Development Colony, Hisar-125 005, Haryana (India)
Phone : 0091 - 1662 - 220327,220328
E-mail : contactus@qualityfoils.com Website : www.qualityfoils.com
CIN : L27107HR1990PLC030929

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 5TH (FIFTH) MEETING OF BOARD OF DIRECTORS OF QUALITY FOILS (INDIA) LIMITED FOR THE FINANCIAL YEAR 2024-25 TO BE HELD ON TUESDAY, 04TH DAY OF FEBRUARY, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3- INDUSTRIAL DEVELOPMENT COLONY, HISAR-125005, HARYANA, TO TRANSACT THE FOLLOWING BUSINESSES:

Sr. No.	Agenda Items
1.	To appoint the Chairman of the Meeting
2.	To grant leave of absence to the Director, if any.
3.	To take note of the Minutes of previous Audit Committee Meeting held on October 28, 2024 for the Financial Year 2024-25.
4.	To take note of the Minutes of previous Nomination & Remuneration Committee Meeting held on October 28, 2024 for the Financial Year 2024-25.
5.	To take note of the Minutes of the previous Board meeting held on October 28, 2024 for the Financial Year 2024-25
6.	To take note of stock exchange compliances for the quarter ended on December 31, 2024 in compliance with SEBI (Listing Regulations) 2015 of Quality Foils (India) Limited.
7.	To take note of the Acquisition of shares of the Company by promoters from Open Market in accordance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
8.	Approval and authorization to Board of Directors to borrow monies as per Section 179(3)(d) of the Companies Act, 2013
9.	Authorisation to provide Corporate Gaurantee to ICICI Bank Limited ("Bank") for the Credit facility availed by Quality Bio Energy LLP pursuant to Section 185 of the Companies Act, 2013.
10.	Any other matter with the permission of the Chairman

Directors who are unable to attend the meeting personally may participate in the meeting via video conference or other audio visual means as per the parameters prescribed under Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014. Any director who is interested in participating in the board meeting via video conference or other audio visual means is requested to confirm in advance to the contact person mentioned below in order to enable the Company to make necessary arrangements for video conference or other audio visual means at the Board meeting. In absence of any confirmation, it shall be presumed that you will attend the meeting personally. A Director participating in the board meeting through video conference or other audio visual means shall be counted for the purpose of quorum.

Contact Person Name: Mr. Birdhi Chand Jain (01662-220327, 28)

You are requested to make it convenient to attend the meeting.

For **Quality Foils (India) Limited**

QUALITY FOILS (INDIA) LTD. 3-IDC HISAR 125005

Amelia

Amelia Nelson
Company Secretary and Compliance Officer

Date: January 23, 2025
Place: Hisar

NOTES TO AGENDA FOR BOARD MEETING

ITEM NO. 1

TO APPOINT THE CHAIRMAN OF THE MEETING

Mr. Kuldip Bhargava, Chairman of the Company will take the Chair of the Meeting.

ITEM NO. 2

TO GRANT LEAVE OF ABSENCE TO THE DIRECTOR, IF ANY:

Leave of absence may be granted to that member of the Board who conveys his/her inability to attend the meeting.

ITEM NO. 3

TO TAKE NOTE OF THE MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING HELD ON OCTOBER 28, 2024 FOR THE FINANCIAL YEAR 2024-25.

The signed minutes of the meeting of the 3rd Audit Committee for the Financial Year 2024-25 held on October 28, 2024 shall be placed before Board meeting. The Board shall be requested to take note of the same.

ITEM NO. 4

TO TAKE NOTE OF THE MINUTES OF PREVIOUS NOMINATION & REMUNERATION COMMITTEE MEETING HELD ON OCTOBER 28, 2024 FOR THE FINANCIAL YEAR 2024-25

The signed minutes of the previous Nomination & Remuneration committee meeting for the Financial Year 2024-25 held on October 28, 2024 shall be placed before Board. The Board shall be requested to take note of the same.

ITEM NO. 5

TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON OCTOBER 28, 2024 FOR THE FINANCIAL YEAR 2024-25

The minutes of the previous Board meeting for the Financial Year 2024-25 held on October 28, 2024 shall be placed before Board. Upon confirmation, the minutes shall be signed by the Chairman.

ITEM NO. 6

TO TAKE NOTE OF STOCK EXCHANGE COMPLIANCES FOR THE QUARTER ENDED ON DECEMBER 31, 2024 IN COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQIREMENTS), REGULATIONS 2015 OF QUALITY FOILS (INDIA) LIMITED

The Board is hereby informed that the Company has complied with the following SEBI Regulations pertaining to submissions and filings of various reports and statements for the period ended December 31, 2024 to the National Stock Exchange of India (NSE):

1. Submission of certificate of security under Regulation 74 of SEBI (Depositories and Participants) Regulations, 2018 as received from Registrar & Transfer Agent of the Company for the Quarter ended December 31, 2024.

2. Submission of statement of Investor Complaints, Grievance Redressal Report under regulation 13(3) of SEBI (LODR) Regulations, 2015 for the Quarter ended December 31, 2024.

3. Submission of Structured Digital Database (SDD) Compliance Certificate under regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended December 31, 2024.

4. Submission of the Reconciliation of Share Capital Audit Report under Regulation 76(2) of SEBI (Depositories and Participants) Regulations, 2018 for the Quarter ended December 31, 2024.

The Board is requested to kindly consider and take note of the same.

ITEM NO. 7

TO TAKE NOTE OF THE ACQUISITION OF SHARES OF THE COMPANY BY PROMOTERS/DESIGNATED PERSONS FROM OPEN MARKET IN ACCORDANCE WITH REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

The Board is hereby informed that the Promoters of the Company have acquired the Equity shares of the Company from open market at different times during the Quarter ended December 31, 2024. The detailed transaction is mentioned in the table below:

S. No.	Name of the Acquirer	Date of transaction	Mode of Transaction	No. of Equity shares	Price (per share) in INR
1.	Mr. Tejasvi Bhargava (Promoter & Managing Director of the Company)	November 11, 2024	Open Market	8,000 Equity Shares	Rs. 98/-
		November 12, 2024	Open Market	10,000 Equity Shares	Rs. 96/-
		November 13, 2024	Open Market	20,000 Equity Shares	Rs. 93/-
		November 18, 2024	Open Market	5,000 Equity Shares	Rs. 93/-
2.	Mr. Birdhi Chand Jain (Chief Financial Officer of the Company and Designated Person)	December 16, 2024	Open Market	1,000 Equity Shares	Rs. 96.05/-
3.	Mr. Kapil Mittal (Designated Person)	December 31, 2024	Open Market	1,000 Equity Shares	Rs. 96.45/-
4.	Mr. Gagan Mehta (Designated Person)	December 31, 2024	Open Market	1,000 Equity Shares	Rs. 96.45/-

The Board is further requested to kindly note that the Company has duly complied with the requirements of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers Regulations), 2011 and Regulation 7(2) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, in this regard.

The Board is requested to kindly consider and take note of the same.

ITEM NO. 8

APPROVAL AND AUTHORIZATION TO BOARD OF DIRECTORS TO BORROW MONIES AS PER SECTION 179(3)(D) AND 180(1)(C) OF THE COMPANIES ACT, 2013

The Board is hereby informed that in accordance with Section 179(3)(d) and 180(1)(c) of the Companies Act, 2013, the Company is required, to borrow monies from M/s. Quality stainless Private Limited and M/s. Quality Bio Green Private Limited from time to time for the purpose of conducting business activities upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crore Only) at market prevailing rates for a specified period of time subject to the Special Resolution passed under Section 180(1)(c) in the Annual General Meeting held on September 04, 2024 for the extension of the limit of borrowing/taking loans/advances from time to time in any number of tranches which in aggregate shall not exceed Rs. 150,00,00,000/-.

The Board is requested to kindly consider the same and pass the necessary resolutions.

ITEM NO. 9

AUTHORISATION TO PROVIDE CORPORATE GUARANTEE TO ICICI BANK LIMITED ("BANK") FOR THE CREDIT FACILITY AVAILED BY QUALITY BIO ENERGY LLP PURSUANT TO SECTION 185, 186,179(3)(f) OF THE COMPANIES ACT, 2013

It is to inform the Board that pursuant to Section 185, 186, 179(3)(f) of the Companies Act, 2013 read with necessary provisions, the Company has been requested to provide the Corporate Guarantee for the credit facility availed by M/s. Quality Bio Energy Limited Liability Partnership ("LLP") upto an aggregate amount of Rs. 5.6 million for the purpose of conducting its business activities subject to the Special Resolution passed under section 186 of the Companies Act, 2013 in the Annual General Meeting held on September 04, 2024 for the extension of the limit of borrowing/taking loans/advances from time to time in any number of tranches which in aggregate shall not exceed Rs. 150,00,00,000/-.

The Board is requested to kindly consider the same and pass necessary resolutions.

ITEM NO. 10

ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

The Board may consider and decide on other matter with the permission of the Chairman and with the consent of the majority of the Directors present in the meeting as may be deemed appropriate on account of business exigencies and requirement.