



## **KWALITY PHARMACEUTICALS LIMITED**

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

CIN :- L24232PB1983PLC005426 Ph. :-8558820862

Email Id:-[ramesh@kwalitypharma.com](mailto:ramesh@kwalitypharma.com); Website :- [www.kwalitypharma.com](http://www.kwalitypharma.com)

### **POSTAL BALLOT NOTICE**

**Pursuant to section 110 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration Rules), 2014**

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR**”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the resolution set out below for the appointment of **Mr. PRASHANTH VELLANKI (DIN:05182633)** as an Independent Director of the Company, for a period of 5 (five) years with effect from March 16, 2023, is proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”/ “**remote e-voting**”).

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts are appended herewith for your consideration.

Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolution through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically

through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available from **Tuesday, 16th May, 2023, 9.00 a.m. (IST)** onwards to **Wednesday, 14th June, 2023, 5.00 p.m. (IST)** and voting shall not be allowed beyond the said date and time. Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, **Mr. Rishi Mittal**, (Membership No. A12613) Proprietor of M/s Rishi Mittal & Associates, Practicing Company Secretaries has been appointed as the “Scrutinizer”, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairman of the Company within a period of 2 working days from the conclusion of the e-voting. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer’s report will also be placed on Company’s website viz. [www.kwalitypharma.com](http://www.kwalitypharma.com) and shall also be available at the Company’s registered office.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 14th June, 2023.

#### **PROPOSED RESOLUTION**

#### **Appointment of Mr. Prashanth Vellanki (DIN: 05182633) as an Independent Director of the Company for a term of 5(five) 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 the provisions of sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), in accordance with Articles of Association and Nomination and Remuneration Policy of the Company, pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, **Mr. Prashanth Vellanki (DIN: 05182633)**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director with effect from **March 16, 2023**, who meets the criteria for independence under section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from March 16, 2023 upto March 15, 2028.

**RESOLVED FURTHER THAT** any one Director, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For KWALITY PHARMAECUTICALS LIMITED**

**Sd/-  
GURPREET KAUR  
COMPANY SECRETARY  
M. No.: A52091**

Place: Amritsar, Punjab  
Date: May 11, 2023

Regd. Office Address: Village Nagkalan,  
Majitha Road, Amritsar-143601  
CIN: L24232PB1983PLC005426  
Ph. :- 8558820862  
Email Id:- ramesh@kwalitypharma.com  
Website: - [www.kwalitypharma.com](http://www.kwalitypharma.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, May 12, 2023 ("Cut-Off date")** as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited (collectively referred to as "Depositories"). In compliance with MCA Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e- voting instructions.
4. The Notice is also available on the website of the Company at [www.kwalitypharma.com](http://www.kwalitypharma.com), on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with the provisions of section 108 and 110 of the Act , read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The company has engaged the service of NSDL to provide the e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, May 12,**

**2023 (“Cut-Off date”).** Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

7. The voting period begins on **Tuesday, 16<sup>th</sup> May, 2023, 9.00 a.m. (IST) onwards to Wednesday, 14<sup>th</sup> June, 2023, 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the **cut-off date of 12<sup>th</sup> May, 2023**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.
8. All the relevant documents referred to in this Notice and explanatory statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting. The members may write to the Company at [cs@kwalitlypharma.com](mailto:cs@kwalitlypharma.com) this regard.
9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to [rmittalcs@gmail.com](mailto:rmittalcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

## **INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS**

### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number</li></ol>

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.

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 requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 are 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](http://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 an e-Voting link available on [www.cdslindia.com](http://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.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

**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](mailto:rmittalcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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 [cs@kqualitypharma.com](mailto:cs@kqualitypharma.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@kqualitypharma.com](mailto:cs@kqualitypharma.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**APPOINTMENT OF MR. PRASHANTH VELLANKI AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5(FIVE) YEARS:**

The Board of Directors (the “**Board**”), on the recommendation of the Nomination and Remuneration Committee (the “**NRC**”) had approved the appointment of **Mr. Prashanth Vellanki (DIN:05182633)** as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from March 16, 2023 upto March 15, 2028, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Prashanth Vellanki will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Prashanth Vellanki, through this Postal Ballot.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Prashanth Vellanki as a Director of the Company.

The Company has received from Mr. Prashanth Vellanki consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act. He has also given declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and he meets the criteria of independence prescribed under the Act and the SEBI LODR. He further declared that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. He confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company and he has also complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.

In the opinion of the NRC and the Board, Mr. Prashanth Vellanki fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Prashanth Vellanki possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Prashanth Vellanki, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

In conformity with the Company’s Nomination and Remuneration Policy, Mr. Prashanth Vellanki will be entitled to receive sitting fees for the Board and Committee meetings attended by him in line with the fees paid to other non-executive independent directors of the Company.

Mr. Prashanth Vellanki is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Prashanth Vellanki and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

**By Order of the Board of Directors  
For KWALITY PHARMACEUTICALS LIMITED**

**Sd/-  
GURPREET KAUR  
COMPANY SECRETARY  
M.NO- A52091**

Place: Amritsar, Punjab  
Date: May 11, 2023

Regd. Office Address: Village Nagkalan,  
Majitha Road, Amritsar-143601  
CIN: L24232PB1983PLC005426  
Ph. :- 8558820862  
Email Id:- ramesh@kwalitypharma.com  
Website: - [www.kwalitypharma.com](http://www.kwalitypharma.com)

**ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT**  
**Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR and SS-2**

<b>Name</b>	Mr. Prashanth Vellanki
<b>Director Identification Number</b>	05182633
<b>Age</b>	34 years
<b>Qualification</b>	Fellow Member of the Institute of Chartered Accountants of India, Member of the Association of Certified Fraud Examiners (ACFE), an Associate Member of Institute of Internal Auditors (IIA), Honors degree in Commerce and Diploma in Information Systems Audit .
<b>Experience</b>	More than 15 years
<b>Nature of expertise in specific functional areas</b>	Specialized in Financial Statement Audits and Assurance as per various reporting frameworks including Indian GAAP, IFRS, Singapore GAAP etc.
<b>Brief resume of the Director</b>	<p>He has rich &amp; varied experience in the areas of Audit and Assurance, Taxation and Corporate Advisory Services. In the year 2012, he co-founded the Prolead Financial Solutions Private Limited. He is also on the Board of Directors of some companies offering valuable guidance on the Company's Internal Control Assessments and Advisory Services.</p> <p>Mr. Prashanth handles a diverse portfolio of clients across sectors such as Financial Services, Technology, Manufacturing, Hospitality (F&amp;B), Retail and Pharmaceutical Research.</p>
<b>Date of First Appointment</b>	March 16, 2023
<b>Terms and conditions of appointment</b>	<p>Proposed to be appointed as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a period of 5 (five) years, with effect from March 16, 2023.</p> <p>Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy.</p>
<b>Remuneration last drawn</b>	Not applicable
<b>Remuneration proposed to be given</b>	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof.
<b>Number of meetings of the Board attended during the year 2022-23</b>	1
<b>Listed entities in which the person holds the directorship and the membership of Committees of the</b>	NIL

<b>board along with listed entities from which the person has resigned in the past three years</b>	
<b>Directorships held in other Companies/Branches</b>	1. PROLEAD FINANCIAL SOLUTIONS PRIVATE LIMITED 2. PROLEAD TECHNOLOGIES PRIVATE LIMITED 3. PROLEAD PROCESS OUTSOURCING AND COMPLIANCE SERVICES PRIVATE LIMITED 4. PROLEAD NEOVENTURES PRIVATE LIMITED 5. STRIDES EDU SOLUTIONS PRIVATE LIMITED 6. SOPHISTO INDIA PRIVATE LIMITED
<b>Memberships/Chairmanships of committees of other Companies</b>	<b>NIL</b>
<b>Number of shares held in the Company</b>	<b>NIL</b>
<b>Relationship with other Directors and Key Managerial Personnel or their respective relatives</b>	<b>NIL</b>