



CIN No. L24232PB1983PLC005426

GST No. 03AAACK6458M1ZB

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

I.E. Code No. 1293001210

KWALITY PHARMACEUTICALS LTD.

Regd. Office: 6th Mile Stone, Village Nag Kalan, Majitha Road, Amritsar - 143 601 (INDIA)

Phone : 91-8558820862 (Accounts)
: 91-8558820863 (Admin.)
: 91-9915743720 (Exports)
M.D. Mobile : 91-9814071215, 9814052314
E-mail : export@kwalitypharma.com
ramesh@kwalitypharma.com

Date: 06-09-2019

Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

Company Code no. : 539997

SUB:- SUBMISSION OF NOTICE OF 36TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir,

Please find attached herewith copy of notice of 36TH AGM to be held on Monday, 30th September, 2019 at the Regd Office of the company situated at VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR, PUNJAB-143601.

You are requested to display the said Notice on the Notice Board and website of your Exchange for the information of members and general public.

This is for your information and record.

Thanking you
Yours Faithfully,

FOR KWALITY PHARMACEUTICALS LIMITED

Gurpreet Kaur
Gurpreet Kaur
CS & Compliance Officer





KWALITY PHARMACEUTICALS LIMITED

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

CIN No.:- L24232PB1983PLC005426; Phone no. :-8558820862

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

Notice

Notice is hereby given that the **36th Annual General Meeting** of the members of **KWALITY PHARMACEUTICALS LIMITED** will be held on Monday **30th September, 2019** at 11:30 A.M. at the Registered Office of the Company at **VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR – 143601** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with Reports of the Board of Directors and Auditors' thereon.
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. RAMESH ARORA, (DIN : 00462656)**, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
3. To appoint a Director in place of **Mrs. ANJU ARORA, (DIN : 03155641)**, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.
4. **To appoint Statutory Auditors and fix their remuneration:**

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

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, **M/s ARORA AGGARWAL & CO.**, Chartered Accountants, Amritsar (FRN: 021086N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 36th Annual General Meeting upto the conclusion of the 41st Annual General Meeting (AGM) of the Company at an annual remuneration/ fees of Rs. 4,00,000/- (Rupees Four Lakh Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

SPECIAL BUSINESS:

5. Revision of Remuneration of Mr. RAMESH ARORA (DIN: 00462656), Managing Director

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



“RESOLVED THAT in partial modification of the resolutions passed earlier in the Board and General Meetings for the appointment and/or remuneration of **Mr. RAMESH ARORA (DIN: 00462656)** as the Managing Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. RAMESH ARORA (DIN: 00462656)**, Managing Director of the Company from the existing Rs. 2,50,000/- per month to Rs. 3,00,000/- per month with effect from 01-10-2019 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

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

6. Revision of Remuneration of Mr. Ajay Kumar Arora (DIN:00462664), Whole Time Director

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

“RESOLVED THAT in partial modification of the resolutions passed earlier in the Board and General Meetings for the appointment and/or remuneration of **Mr. AJAY KUMAR ARORA (DIN:00462664)**, as the Whole Time Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. AJAY KUMAR ARORA (DIN:00462664)**, Whole Time Director of the Company from the existing Rs. 2,50,000/- per month to Rs. 3,00,000/- per month with effect from 01-10-2019 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

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



7. Revision of Remuneration of Mr. ADITYA ARORA (DIN:07320410), Whole Time Director

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

“RESOLVED THAT in partial modification of the resolutions passed earlier in the Board and General Meetings for the appointment and/or remuneration of **Mr. ADITYA ARORA (DIN:07320410)**, as the Whole Time Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. ADITYA ARORA (DIN:07320410)**, Whole Time Director of the Company from the existing Rs. 1,00,000/- per month to Rs. 2,00,000/- per month with effect from 01-10-2019 for the remaining period of his tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

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

8. Revision of Remuneration of Mrs. ANJU ARORA (DIN:03155641), Whole Time Director

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

“RESOLVED THAT in partial modification of the resolutions passed earlier in the Board and General Meetings for the appointment and/or remuneration of **Mrs. ANJU ARORA (DIN:03155641)**, as the Whole Time Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mrs. ANJU ARORA (DIN:03155641)**, Whole Time Director of the Company from the existing Rs. 40,000/- per month to Rs. 1,00,000/- per month with effect from 01-10-2019 for the remaining period of her tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of her appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as the minimum remuneration, even if in any year, during the tenure of the managerial personnel, the company has no



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profits or its profits are inadequate as may be determined by the Board/ Nomination & Remuneration committee after making an assessment of company's performance and subject to necessary approvals, if any."

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

9. Revision of Remuneration of Mrs. GEETA ARORA (DIN:03155615), Whole Time Director

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

"RESOLVED THAT in partial modification of the resolutions passed earlier in the Board and General Meetings for the appointment and/or remuneration of **Mrs. GEETA ARORA (DIN:03155615)**, as the Whole Time Director of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mrs. GEETA ARORA (DIN:03155615)**, Whole Time Director of the Company from the existing Rs. 40,000/- per month to Rs. 1,00,000/- per month with effect from 01-10-2019 for the remaining period of her tenure with the liberty to the Board of Directors to alter and vary the terms and conditions of her appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

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

10. Ratification Of Cost Auditors Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, the company hereby ratifies the remuneration of Rs. 60,000/- (Rs. Sixty Thousand Only) plus reimbursement of out of pocket expenses to M/s. Verma Khushwinder & Co., Cost Accountants, Jalandhar, appointed by the Board of Directors of the company, to conduct the audit of cost records of the company for the financial year ending 31st March, 2020."

By Order Of the Board

Sd/-

Place:- Amritsar
Date:-05th September 2019

(GURPREET KAUR)
Company Secretary



NOTES

1. The relevant Explanatory Statements pursuant to section 102 (1) of the Companies Act, 2013, in respect of Ordinary & Special Business at the meeting, are annexed hereto and forms part of this notice.
2. The information required pursuant to SEBI (LODR) Regulations, 2015 about director(s) proposed to be reappointed/appointed is given as an Annexure to this notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Electronic copy of the Annual Report along with the notice of the 36th Annual General Meeting of the Company for year ended 31.03.2019 is being sent to all members whose email ids are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report along with notice for year ended 31.03.2019 is being sent in the permitted mode.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents, if any, referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. All Members are requested to intimate immediately any change in their address to Company's Registrar and Share Transfer Agent **Bigshare Services Pvt. Ltd at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra-400059.** (Board No. : 022 62638200, Fax No: 022 62638299, Email: investor@bigshareonline.com, Website: www.bigshareonline.com)
 - Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company.
 - Quote their Folio No. / Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
 - Intimate Registrar and Share Transfer Agent M/s Big share Services Private Limited for consolidation of folios, in case having more than one folio.



- Bring their copies of annual report and attendance slip with them at the meeting.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Big share Services Private Limited, to provide efficient and better service to the Members. Members holding share in physical form are requested to advice such changes to the Company's Registrar and transfer agents, M/s Big share Services Private Limited.
 11. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1 April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Big share Services Private Limited for assistance in this regard.
 12. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
 13. Members who wish to claim dividend which remain unclaimed, are requested either to correspond with the Secretarial Department at the Company's registered office or with the Company's Registrar and Share Transfer Agent (Big Share Services Pvt. Ltd.) for revalidation.
 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
 15. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
 16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 17. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.

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

ORDINARY BUSINESS:

Item No. 4

As per section 139 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the tenure of **M/s Vijay Mehra & Co., Chartered Accountants (ICAI Firm Regn. No. FRN 001051N)**, present Statutory Auditors of the Company, expires at the conclusion of the 36th Annual General Meeting. Upon recommendation of Audit Committee, the Board of Directors of the Company at its meeting held on 10.08.2019 subject to the approval of shareholders of the Company in the ensuing Annual General Meeting, approved the appointment of **M/s ARORA AGGARWAL & CO, Chartered**



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Accountants, Amritsar (FRN:021086N), as the Statutory Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting (AGM) of the Company at such remuneration as may be agreed upon between the Auditors and Board of Directors of the Company. They have given their consent and confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment.

M/s ARORA AGGARWAL & CO, Chartered Accountants, Amritsar are Member of the Institute of Chartered Accountants of India (ICAI) with registration No. **021086N** and practicing in the field of Project Financing, Corporate Advisory Services, Auditing, Statutory Bank Audits, Income Tax, Internal Audit & Management Consultancy, Accounting, Company Law matters, Legal documentations, Indirect Taxations, etc. It is a Partnership Firm within the guidelines of ICAI with qualified and well experienced Chartered Accountants as partners. All of them are complementary to each other and have good liasioning with clients, long standing experience, excellent hold on their subject and expertise in their profession. Each Division of the firm is backed by dedicated, well experienced and committed team of well qualified, experienced Professional associates. **M/s ARORA AGGARWAL & CO, Chartered Accountants, Amritsar (FRN:021086N)** holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The terms of appointment include half yearly audit of standalone and consolidated financial results and annual audit of standalone and consolidated financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

M/s ARORA AGGARWAL & CO, Chartered Accountants, Amritsar (FRN:021086N) will be paid an annual remuneration / fees of Rs. 4,00,000/- (Rupees Four Lakh Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

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

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 4 of the accompanying Notice.

SPECIAL BUSINESS:

Item No: 5

Mr. RAMESH ARORA (DIN: 00462656), was appointed as Managing Director of the Company w.e.f. 16th January 2016 for a term of 5 Years upto 15th January, 2021 at monthly remuneration of Rs. 2,00,000/-. His remuneration was further increased from Rs. 2,00,000/- per month to Rs. 2,50,000/- per month with effect from 01-10-2017 after taking shareholders approval in annual general meeting held on 30-09-2017. Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on 10th August 2019 recommended revision in remuneration of **Mr. RAMESH ARORA** for payment upto Rs. 3,00,000/- (Rupees Three Lakh only) per month which was approved by the Board of Directors at their Meeting held on 10th August 2019 subject to further approval of Members at 36th Annual General Meeting.

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

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)



		adverse market conditions and due to change in government policy. But the company is confident that it will be able to increase the level of profits by inducting managerial remuneration with proven track record and experience and by increasing the volumes of business.
(9).	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Company is striving to extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach. 2. Company has also been working towards improving plant efficiencies. 3. Various cost reduction measures also being worked out for reduction in indirect overheads, 4. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover.
(10).	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.200 Crore and expected PAT in measurable terms 2019-20 is around Rs. 10 Crore
	Disclosures	NIL

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No: 6

Mr. AJAY KUMAR ARORA (DIN:00462664), was appointed as Whole Time Director of the Company w.e.f. 16th January 2016 for a term of 5 Years upto 15th January, 2021 at monthly remuneration of Rs. 2,00,000/-. His remuneration was further increased from Rs. 2,00,000/- per month to Rs. 2,50,000/- per month with effect from 01-10-2017 after taking shareholders approval in annual general meeting held on 30-09-2017. Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on 10th August 2019 recommended revision in remuneration of **Mr. AJAY KUMAR ARORA** for payment upto Rs. 3,00,000/- (Rupees Three Lakh only) per month which was approved by the Board of Directors at their Meeting held on 10th August 2019 subject to further approval of Members at 36th Annual General Meeting.

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

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)



(3).	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mr. Ajay Kumar Arora has more than 3 decades of experience in the overall operations of our Company. Under his leadership, Company has made a strong presence in the Pharmaceutical Sector today. He is adept to the new technological changes taking place in the Industry all over the world. He is responsible for overall planning and development of our Company. He drives our Company with his insights and vision. His strong interpersonal skill, technical knowledge and leadership quality has helped our Company to make the strong presence in Pharmaceutical Sector.
(2).	Past Remuneration	Rs. 2,50,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and his suitability	3 decades of experience in the overall operations of our Company. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5).	Remuneration proposed	As set out in the resolution for the item no. 06 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Brother's Wife Mr. Ramesh Arora (Managing Director) Brother Mrs. Geeta Arora (Whole Time Director) Wife Mr. Aditya Arora (Whole Time Director & CFO) Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy. But the company is confident that it will be able to



		increase the level of profits by inducting managerial remuneration with proven track record and experience and by increasing the volumes of business.
(9).	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Company is striving to extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach. 2. Company has also been working towards improving plant efficiencies. 3. Various cost reduction measures also being worked out for reduction in indirect overheads, 4. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover.
(10).	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.200 Crore and expected PAT in measurable terms 2019-20 is around Rs. 10 Crore
	Disclosures	NIL

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Ajay Kumar Arora, Mr. Ramesh Arora, Mr. Aditya Arora, Mrs. Anju Arora and Mrs. Geeta Arora, and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No: 7

Mr. ADITYA ARORA (DIN:07320410), was appointed as Whole Time Director of the Company w.e.f. 30TH September 2016 for a term of 5 Years upto 29th September, 2021 at monthly remuneration of Rs. 40,000/-. His remuneration was further increased from Rs. 40,000/- per month to Rs. 1,00,000/- per month with effect from 01-10-2017 after taking shareholders approval in annual general meeting held on 30-09-2017. Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on 10th August 2019 recommended revision in remuneration of **Mr. ADITYA ARORA** for payment upto Rs. 2,00,000/- (Rupees Two Lakh only) per month which was approved by the Board of Directors at their Meeting held on 10th August 2019 subject to further approval of Members at 36th Annual General Meeting.

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

I. General Information

(1).	Nature of Industry	Pharmaceuticals (manufacturing)
(2).	Date of commencement of commercial production	04-05-1983 (date of Incorporation)
(3).	In case of new companies, expected date of commencement of activities as per project	Not applicable



	approved by the financial institutions appearing in the prospectus	
(4).	Financial Performance based on given indicators	Please refer to the Financial results in Annual Report.
(5).	Foreign investments or collaborations, if any	NIL

I. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mr. Aditya Arora , is Whole Time Director and CFO of our Company. He is an active, energetic, dynamic and assisting to take our Company in the growth path.
(2).	Past Remuneration	Rs. 1,00,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and his suitability	He is an active, energetic, dynamic and assisting to take our Company in the growth path.
(5).	Remuneration proposed	As set out in the resolution for the item no. 07 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Father's Brother's Wife Mr. Ramesh Arora (Managing Director) Father's Brother Mrs. Geeta Arora (Whole Time Director) Mother Mr. Ajay Kumar Arora (Whole Time Director) Father
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy. But the company is confident that it will be able to increase the level of profits by inducting managerial remuneration with proven track record and experience and by increasing the volumes of business.
(9).	Steps taken or proposed to be taken for improvement	1. Company is striving to extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach. 2. Company has also been working towards improving plant efficiencies. 3. Various cost reduction measures also being worked out for reduction in



		indirect overheads, 4. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover.
(10).	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.200 Crore and expected PAT in measurable terms 2019-20 is around Rs. 10 Crore
	Disclosures	NIL

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. Aditya Arora, Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Anju Arora and Mrs. Geeta Arora, and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No: 8

Mrs. ANJU ARORA (DIN : 03155641), was appointed as Whole Time Director of the Company w.e.f. 16th January 2016 for a term of 5 Years upto 15th January, 2021 at monthly remuneration of Rs. 40,000/-. Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on 10th August 2019 recommended revision in remuneration of **Mrs. ANJU ARORA** for payment upto Rs. 1,00,000/- (Rupees One Lakh only) per month which was approved by the Board of Directors at their Meeting held on 10th August 2019 subject to further approval of Members at 36th Annual General Meeting.

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

II. General Information

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

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mrs. ANJU ARORA , is Whole Time Director of our Company. She has completed her Bachelor of Arts from Amritsar. She is on the Board of the Company since 2010.
(2).	Past Remuneration	Rs. 40,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and his suitability	She oversees day to day marketing



		operations of the Company.
(5).	Remuneration proposed	As set out in the resolution for the item no. 08 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by her.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mr. Ramesh Arora (Managing Director) Husband Mrs. Geeta Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time Director) Husband's Brother Mr. Aditya Arora(Whole Time Director & CFO) Husband's Brother's Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy. But the company is confident that it will be able to increase the level of profits by inducting managerial remuneration with proven track record and experience and by increasing the volumes of business.
(9).	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none">1. Company is striving to extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.2. Company has also been working towards improving plant efficiencies.3. Various cost reduction measures also being worked out for reduction in indirect overheads,4. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover.
(10).	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.200 Crore and expected PAT in measurable terms 2019-20 is around Rs. 10 Crore
	Disclosures	NIL

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.



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Except Mrs. Anju Arora, Mr. Aditya Arora, Mr. Ramesh Arora, Mr. Ajay Kumar Arora, and Mrs. Geeta Arora, and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No: 09

Mrs. GEETA ARORA (DIN : 03155615), was appointed as Whole Time Director of the Company w.e.f. 16th January 2016 for a term of 5 Years upto 15th January, 2021 at monthly remuneration of Rs. 40,000/-. Considering the overall growth of the company, Nomination & Remuneration Committee at its meeting held on 10th August 2019 recommended revision in remuneration of **Mrs. GEETA ARORA** for payment upto Rs. 1,00,000/- (Rupees One Lakh only) per month which was approved by the Board of Directors at their Meeting held on 10th August 2019 subject to further approval of Members at 36th Annual General Meeting.

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

III. General Information

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

III. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	Mrs. GEETA ARORA , is Whole Time Director of our Company. She has completed her Master of Arts from Amritsar. She is on the Board of the Company since 2010.
(2).	Past Remuneration	Rs. 40,000/- per month
(3).	Recognition or awards	N.A.
(4).	Job Profile and her suitability	She oversees Human Resource and Management Operations of the Company.
(5).	Remuneration proposed	As set out in the resolution for the item no. 09 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by her .
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mr. Ramesh Arora (Managing Director) Husband's Brother Mrs. Anju Arora (Whole Time Director) Husband's Brother's wife Mr. Ajay Kumar Arora (Whole Time



		Director) Husband Mr. Aditya Arora (Whole Time Director & CFO) Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy. But the company is confident that it will be able to increase the level of profits by inducting managerial remuneration with proven track record and experience and by increasing the volumes of business.
(9).	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none">1. Company is striving to extend its reach to global markets which should provide the Company better opportunities in terms of volume and reach.2. Company has also been working towards improving plant efficiencies.3. Various cost reduction measures also being worked out for reduction in indirect overheads,4. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover.
(10).	Expected increase in productivity and profits in measurable terms	Expected turnover around Rs.200 Crore and expected PAT in measurable terms 2019-20 is around Rs. 10 Crore
	Disclosures	NIL

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

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

Except Mrs. Geeta Arora, Mr. Aditya Arora, Mr. Ramesh Arora, Mr. Ajay Kumar Arora, and Mrs. Anju Arora, and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors M/s Verma Khushwinder & Co., Cost Accountants, Jalandhar to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.



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None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

By Order Of the Board

Sd/-

**(GURPREET KAUR)
Company Secretary**

**Place:- Amritsar
Date:-05th September 2019**



Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting

Name of Director	Date of Birth	Brief Resume and Nature of Expertise in Functional Area	List of Directorship / Committee Memberships in other Public Companies as on 31 st March, 2019
RAMESH ARORA (DIN:00462656)	12/06/1954	Mr. Ramesh Arora aged 65 years is Bachelor of Commerce. He has experience of more than 4 decades in the areas of management, marketing strategies and overall administration control and supervision.	Other Directorship: One (in Private Limited Company) Committee positions held in Kwality Pharmaceuticals Limited :-Nil Committee Positions held in other Public Companies: Nil Relationship with other directors :- Relative of Directors Mr. Aditya Arora, Mr. Ajay Kumar Arora, Mrs. Geeta Arora & Mrs. Anju Arora No of Shares held in the Company :- 2966016
ANJU ARORA (DIN: 03155641)	01/02/1962	Mrs. Anju Arora aged 57 years is Bachelor of Arts. She has experience of more than thirteen years in Marketing.	Other Directorship: Nil Committee positions held in Kwality Pharmaceuticals Limited :- Member in Stakeholders Relationship Committee Positions held in other Public Companies: Nil Relationship with other directors :- Relative of Directors Mr. Ramesh Arora, Mr. Ajay Kumar Arora, Mrs. Geeta Arora & Mr. Aditya Arora No of Shares held in the Company :- 135634

By Order Of the Board

Sd/-

(GURPREET KAUR)
Company SecretaryPlace:- Amritsar
Date:-05th September 2019

**KWALITY PHARMACEUTICALS LIMITED**

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

CIN No. :- L24232PB1983PLC005426; Phone no. :- 8558820862

Email Id:- ramesh@kwalitypharma.com; Website :- www.kwalitypharma.com**Form No. MGT-11****Proxy form****[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of **KWALITY PHARMACEUTICALS LIMITED**, holding _____ shares of the above named company, hereby appoint

Name :	E-mail Id:
Address:	
Signature :	or failing him/her

Name :	E-mail Id:
Address:	
Signature:	or failing him/her

Name :	E-mail Id:
Address:	
Signature:	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36th Annual General Meeting** of the company, to be held on **Monday 30th September, 2019** at 11:30 A.M. at the Registered Office of the Company at **VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR – 143601** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote	
		For	Against
1.	To receive, consider and adopt the (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2019 together with Reports of the Board of Directors and Auditors thereon. (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2019 and the Report of the Auditors thereon.		
2.	Re-appointment of Mr. Ramesh Arora, Managing Director who retires by Rotation and being eligible, offers himself for re-appointment		
3	Re-appointment of Mrs. Anju Arora, Whole Time Director who retires by Rotation and being eligible, offers herself for re-appointment		
4.	Appointment of Statutory Auditors M/s ARORA AGGARWAL & CO., Chartered Accountants & fixing their remuneration		
5.	Revision of remuneration of Mr. Ramesh Arora, Managing Director		
6.	Revision of remuneration of Mr. Ajay Kumar Arora, Whole Time Director		
7.	Revision of remuneration of Mr. Aditya Arora, Whole Time Director		



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8.	Revision of remuneration of Mrs. Anju Arora, Whole Time Director		
9.	Revision of remuneration of Mrs. Geeta Arora, Whole Time Director		
10.	To ratify the remuneration of Cost Auditors		

Signed this ____ day of ____ 2019.

Affix Revenue
Stamp of Re.1

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



KWALITY PHARMACEUTICALS LIMITED

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

CIN No. :- L24232PB1983PLC005426; Phone no. :- 8558820862

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

36th Annual General Meeting to be held on Monday, September 30, 2019.

Name and Address of the Sole/ First member

(In block capitals)

DP ID No.:-

Ledger Folio No./Client ID No. _____

No. of shares held: _____

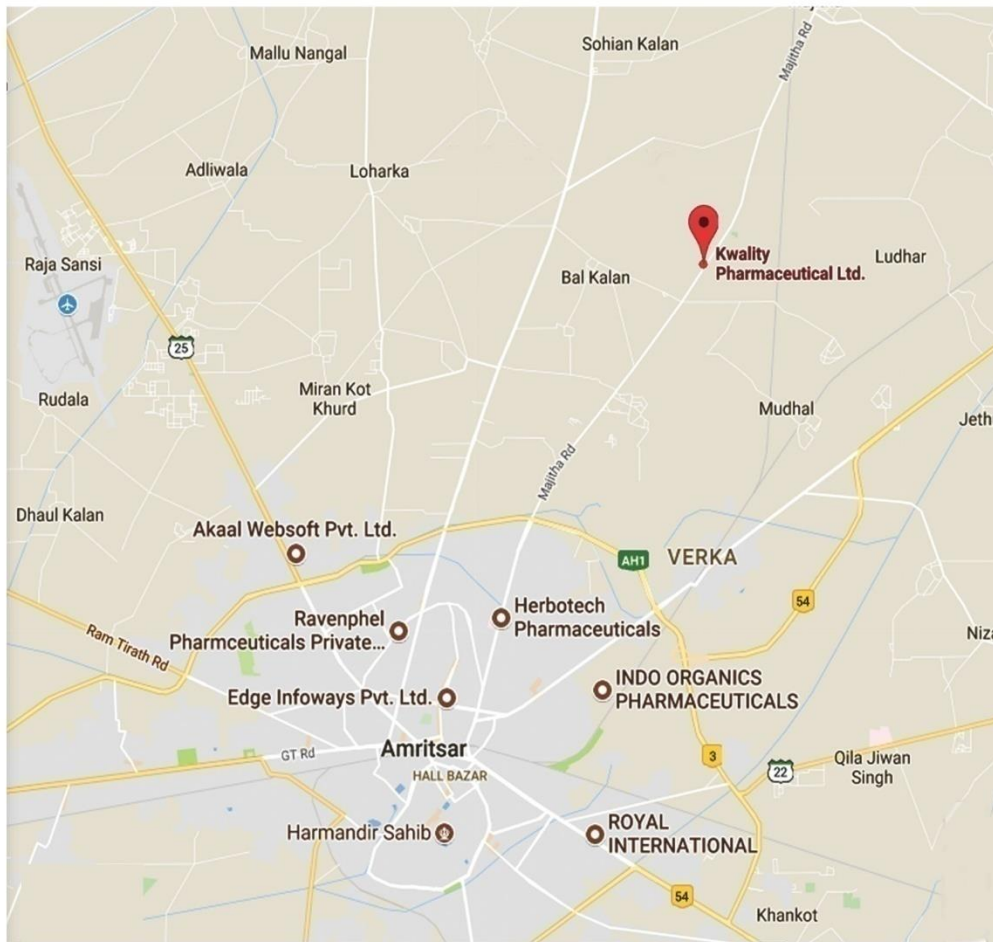
I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 36th Annual General Meeting of the **KWALITY PHARMACEUTICALS LIMITED to be held on Monday 30th September, 2019 at 11:30 A.M. at the Registered Office of the Company at VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR – 143601.**

(Member's /Proxy's Signature)

Notes:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available



ROUTE MAP FOR ANNUAL GENERAL MEETING



KWALITY PHARMACEUTICALS LIMITED