



**KWALITY PHARMACEUTICALS LIMITED**

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

CIN : L24232PB1983PLC005426; Phone no. :-8558820862

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

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**NOTICE**

Notice is hereby given that the **42<sup>nd</sup> Annual General Meeting** of the members of **KWALITY PHARMACEUTICALS LIMITED** will be held on **Tuesday 09<sup>th</sup> September, 2025** at 12:00 noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025, 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<sup>st</sup> March, 2025 and the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. AJAY KUMAR ARORA (DIN: 00462664)**, 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. GEETA ARORA (DIN : 03155615)**, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MR. VINOD KUMAR SHARMA (DIN: 08502519) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT Mr. Vinod Kumar Sharma (DIN: 08502519) who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Independent, Non Executive) of the Company with effect from July 26, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature to the office of Directorship of the Company, be and is hereby appointed as an Independent Director of the Company.”**



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**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and 25 read with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of **Mr. Vinod Kumar Sharma (DIN: 08502519)** who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from **July 26, 2025 upto July 25, 2030**, be and is hereby approved.”

### **5. RE-APPOINTMENT OF MR. RAMESH ARORA (DIN: 00462656), AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:**

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 recommendation of Nomination and Remuneration Committee to the Board Directors and in accordance with the provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), and the Articles of Association of Company, consent of the members of the company be and is hereby accorded to the re-appointment of **Mr. Ramesh Arora (DIN: 00462656), as Managing Director** of the Company, for a further period of five years from the completion of his present term of office (i.e. on 15<sup>th</sup> January 2026) and commencing from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 who shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for fixing the remuneration of **Mr. RAMESH ARORA (DIN: 00462656)**, Managing Director of the Company for Rs. 7,00,000/- per month for the period of 3 years starting with effect from 16<sup>th</sup> January, 2026, with the liberty to the Board of Directors to alter and vary the terms and conditions of his remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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



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

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

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

**6. RE-APPOINTMENT OF MR. AJAY KUMAR ARORA (DIN: 00462664), AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:**

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 recommendation of Nomination and Remuneration Committee to the Board Directors and in accordance with the provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and the Articles of Association of Company, consent of the members of the company be and is hereby accorded to the re-appointment of **Mr. Ajay Kumar Arora (DIN: 00462664), as Whole Time Director** of the Company, for a further period of five years from the completion of his present term of office (i.e. on 15<sup>th</sup> January 2026) and commencing from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 who shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for fixing the remuneration of **Mr. Ajay Kumar Arora (DIN: 00462664), Whole Time Director** of the Company for Rs. 7,00,000/- per month for the period of 3 years starting with effect from 16<sup>th</sup> January, 2026, with the liberty to the Board of Directors to alter and vary the terms and conditions of his



remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

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

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

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

**7. RE-APPOINTMENT OF MRS. ANJU ARORA (DIN: 03155641), AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:**

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 recommendation of Nomination and Remuneration Committee to the Board Directors and in accordance with the provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and the Articles of Association of Company, consent of the members of the company be and is hereby accorded to the re-appointment of **Mrs. Anju Arora (DIN: 03155641), as Whole Time Director** of the Company, for a further period of five years from the completion of her present term of office (i.e. on 15<sup>th</sup> January 2026) and commencing from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 who shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



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Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for fixing the remuneration of **Mrs. Anju Arora (DIN: 03155641)**, Whole Time Director of the Company for Rs. 3,00,000/- per month for the period of 3 years starting with effect from 16<sup>th</sup> January, 2026, with the liberty to the Board of Directors to alter and vary the terms and conditions of her remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

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

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

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

### **8. RE-APPOINTMENT OF MRS. GEETA ARORA (DIN: 03155615), AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:**

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 recommendation of Nomination and Remuneration Committee to the Board Directors and in accordance with the provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"),



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and the Articles of Association of Company, consent of the members of the company be and is hereby accorded to the re-appointment of **Mrs. Geeta Arora (DIN: 03155615)**, as **Whole Time Director** of the Company, for a further period of five years from the completion of her present term of office (i.e. on 15<sup>th</sup> January 2026) and commencing from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 who shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for fixing the remuneration of **Mrs. Geeta Arora (DIN: 03155615)**, Whole Time Director of the Company for Rs. 3,00,000/- per month for the period of 3 years starting with effect from 16<sup>th</sup> January, 2026, with the liberty to the Board of Directors to alter and vary the terms and conditions of her remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

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

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

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

### **9. RE-APPOINTMENT OF MR. KARTIK KAPUR (DIN: 08966816) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**



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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, **Mr. Kartik Kapur (DIN: 08966816)**, who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from **January 16, 2021 to January 15, 2026** (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office **for a second term of five (5) consecutive years** commencing from **January 16, 2026 to January 15, 2031** (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **10. APPOINTMENT OF SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and pursuant to the recommendations of the Audit Committee and the approval of the Board of Directors of the Company, **M/s Rishi Mittal & Associates, Peer-reviewed Practicing Company Secretaries (Membership No. 12613 & Peer Review Number 2486/2022)** be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025- 26 and to hold office from the conclusion of 42<sup>nd</sup> Annual General Meeting (AGM) till the conclusion of the 47<sup>th</sup> AGM, to conduct Secretarial Audit and furnish the Secretarial Audit Report and to provide any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during



their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

#### **11. RATIFICATION OF COST AUDITORS REMUNERATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, the company hereby ratifies the remuneration of Rs. 1,10,000/- (Rupees One Lac Ten Thousand Only) plus reimbursement of out of pocket expenses to M/s Verma Khushwinder & Co., Cost Accountants, Jalandhar, appointed by the Board of Directors of the company, to conduct the audit of cost records of the company for the financial year ending 31<sup>st</sup> March, 2026.”

**By Order Of the Board**

**Sd/-**

**(GURPREET KAUR)**

**Company Secretary & Compliance Officer**

**Place:- Amritsar**

**Date:- 16<sup>th</sup> August 2025**

#### **NOTES**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, 42<sup>nd</sup> AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial



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Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kwalitapharma.com](http://www.kwalitapharma.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
8. In Compliance with the Ministry of Corporate Affairs (MCA) Circular No. 09/2024 dated 19 September, 2024 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October, 2024 issued by the Securities and Exchange Board of India (SEBI) ("the Circulars") the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at [www.kwalitapharma.com](http://www.kwalitapharma.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A letter providing the web-link for accessing the Annual report, including the exact path, is being sent to those members who have not registered their email addresses with the Company.
9. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.
10. The Deemed Venue of the 42<sup>nd</sup> AGM of the Company shall be its Registered Office i.e. **VILLAGE NAGKALAN, MAJITHA ROAD, AMRITSAR – 143601.**
11. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.



12. Pursuant to the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard -2, the brief profile /particulars of the Directors of the Company proposed to be appointed/re-appointed at the Annual General Meeting are given in the Annexure to the Notice.
13. The relevant Explanatory Statements pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, are annexed hereto and forms part of this notice.
14. The register of members and share transfer books will remain closed from **Tuesday, 02<sup>nd</sup> September, 2025 to Tuesday, 09<sup>th</sup> September, 2025** (both days inclusive) for the purpose of Annual General Meeting.
15. Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., Monday, 01<sup>st</sup> September, 2025**, shall be entitled to vote on the matters provided in the notice.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
17. The remote e-voting period commence on **Saturday, 06<sup>th</sup> September, 2025 at 09.00 A.M.** and ends on **Monday, 08<sup>th</sup> September, 2025 at 5.00 PM**. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.
18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Big share Services Private Limited, to provide efficient and better service to the Members. Members holding share in physical form are requested to advice such changes to the Company's Registrar and transfer agents, M/s Big share Services Private Limited Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. (Board No.: 022 62638200, Fax No: 022 62638299, Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com) , Website: [www.bigshareonline.com](http://www.bigshareonline.com))
19. 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.
20. 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.
21. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
22. Mr. Rishi Mittal, Practicing Company Secretary (Membership No. A12613, COP No. 3004) appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kwalitypharma.com](http://www.kwalitypharma.com) and website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) not later than two working days of the conclusion of the Meeting.
24. To support 'Green Initiative', the members who have not yet registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose e-mail ids are already registered may update the changes therein, if any. This may be treated as an advanced opportunity in terms of proviso to rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014.

**25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 06<sup>th</sup> September, 2025 at 9:00 A.M. and ends on 08<sup>th</sup> September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday 01<sup>st</sup> September, 2025 , may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01<sup>st</sup> September, 2025.**

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

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

**Step 1: Access to NSDL e-Voting system**

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

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



Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</li> </ol>



authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. 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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](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 a 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 or joining virtual meeting & voting during the meeting.

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

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

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



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

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

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

<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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.



3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@kwalitiypharma.com](mailto:cs@kwalitiypharma.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance **between 04<sup>th</sup> September, 2025 (09:00 a.m.) to 06<sup>th</sup> September, 2025 (05:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at [cs@kwalitiypharma.com](mailto:cs@kwalitiypharma.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries during **04<sup>th</sup> September, 2025 (09:00 a.m.) to 06<sup>th</sup> September, 2025 (05:00 p.m.)** mentioning their name, demat account number/folio number, email ID, mobile number at [cs@kwalitiypharma.com](mailto:cs@kwalitiypharma.com). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**By Order Of the Board**

**Sd/-**

**(GURPREET KAUR)**

**Company Secretary & Compliance Officer**

**Place:- Amritsar**

**Date:- 16<sup>th</sup> August 2025**

**Explanatory Statements Pursuant to Section 102 (1) of the Companies Act, 2013****Item No: 4**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Vinod Kumar Sharma (DIN: 08502519) as an Additional Director (Non-Executive, Independent) of the Company with effect from July 26, 2025**. In terms of Section 161 (1) of the Companies Act, 2013, Mr. Vinod Kumar Sharma holds office up to the date of this Annual General Meeting. Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, **Mr. Vinod Kumar Sharma** has given necessary declaration to the Board that he meets the criteria for independence as provided u/s 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Vinod Kumar Sharma fulfils the conditions specified in the Act and the Rules framed thereunder, for appointment as Independent Director and that, he is independent of the management. The appointment of Mr. Vinod Kumar Sharma is now being placed before the Members for their approval.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature to the office of the directorship of the Company. **Mr. Vinod Kumar Sharma** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for appointment as an Independent Director of the Company. The Company has also received the confirmation 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 with an objective judgement and without any external influence.

Further, he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Except **Mr. Vinod Kumar Sharma**, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the **Special Resolution** set out at Item No. 4 of the accompanying Notice for the approval of members.

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

Name of the Director	Vinod Kumar Sharma
Director Identification Number (DIN)	08502519
Date of birth /(Age)	08/07/1972 53 years
Date of First Appointment on the Board	26/07/2025



Qualification	Doctor of Philosophy- PhD, Marketing Management, Certificate Course, Digital Transformation from University of Virginia, USA, Diploma Program in Innovation Management from International Business Management Institute (IBMI), Berlin, PGDBM, Marketing from Institute of Management Technology, Ghaziabad, M.M.M- Marketing from Pondicherry University
Brief Profile	<p>Mr. Vinod Kumar Sharma has extensive experience over 33 years in the Pharmaceutical Industry. He has worked with leading FMCG &amp; Healthcare Organisations like Dabur India Limited, Sun Pharmaceuticals Limited, IPCA Labs Limited, Mankind Pharma Limited, Alkem Labs Limited, Unichem Labs Limited &amp; Sentiss Pharma at Senior positions (upto Vice President &amp; Sr. Vice President) primarily in Business Management roles. He has held key leadership positions and has been instrumental in driving Strategic Growth, Operational Excellence and Regulatory Compliance within reputed Pharmaceutical Companies.</p> <p>Mr. Vinod Kumar Sharma has also worked with various industries leaders including – Pharma/Healthcare, IT, PSUs, Banking/Finance, Consulting, Telecom/Electronics, General Management/HR, Education, Human Resource/Hospitality.</p> <p>He is also serving as Guest/Visiting faculty in top Institutes in India &amp; USA, including IIMs &amp; IITs.</p>
Experience and expertise in specific functional areas	Business Management, Strategic Planning, Corporate Governance, Regulatory Affairs in the Pharmaceutical Industry.
Terms and conditions of appointment or re-appointment	Appointed as an Independent Director for a term of 5 years, not liable to retire by rotation
Remuneration sought to be paid (₹)	Sitting Fees
Remuneration Last Drawn (₹)	Not Applicable
Number of Meetings of Board attended during the year	Not Applicable
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	There exists no relationship with other Directors and Key Managerial Personnel inter-se
Shareholding in the Company as on March 31, 2025	NIL



Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	Dezin Consulting Private Limited
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL
Skills and capabilities required for the role	Knowledge of managing a business, especially in the pharmaceutical industry, Ability to guide the company in its growth, operations, and risk management and Independent thinking and good judgment to contribute effectively in Board meetings.
Manner in which the proposed person meet such requirements/ Justification for choosing the appointee for appointment as Independent Director	Mr. Vinod Kumar Sharma has extensive experience in business and general management within the pharmaceutical industry. He has successfully contributed to strategic business decisions. His leadership background and deep understanding of the pharma sector equip him to offer valuable, independent guidance to the Board of Kwalita Pharmaceuticals Limited.

### **Item No.5**

At 38<sup>th</sup> AGM held on 30<sup>th</sup> September 2021, **Mr. Ramesh Arora (DIN: 00462656)** was re-appointed as the Managing Director of the company for a period of 5 (five) years effective from 16<sup>th</sup> January 2021 till 15<sup>th</sup> January, 2026. Further at 41<sup>st</sup> AGM held on 24<sup>th</sup> September 2024, the resolution for increase in remuneration of **Mr. Ramesh Arora**, Managing Director, with effect from 1st October, 2024 for the remaining period of his tenure in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits and in compliance with the requirements of regulation 17(6)(e) SEBI Listing Regulations, 2015 was passed vide Special Resolution. The current term of re-appointment and validity of remuneration resolution will expire on 15<sup>th</sup> January 2026. Therefore, it is proposed to seek members' approval for the re-appointment of **Mr. Ramesh Arora**, Managing Director, for a period of another 5 (five) years starting from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 and remuneration payable to **Mr. Ramesh Arora** is proposed to be approved for a period of 3 (three) years starting w.e.f. 16<sup>th</sup> January, 2026.

As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on 16<sup>th</sup> August 2025, have considered and recommended/ approved the reappointment and remuneration proposed to be paid to **Mr. Ramesh Arora**, Managing Director, subject to approval of the Members by way of Special Resolution.



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In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits / inadequacy of profits. Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

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

The Company has received a declaration from **Mr. Ramesh Arora** in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, **Mr. Ramesh Arora** satisfies all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, he is not disqualified from being appointed as Director in terms of section 164 of the Act and have given consent to act as Director. Brief resume, nature of expertise, name of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding, and relationships among directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / reappointment.

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

Name of the Director	Ramesh Arora
Director Identification Number (DIN)	00462656
Date of birth /(Age)	12/06/1954, 71 years.
Date of First Appointment on the Board	04-05-1983
Qualification	He holds a degree in Bachelor of Commerce from the Guru Nanak Dev University Amritsar.
Brief Profile	The Managing Director and Promoter of the company, Mr. Ramesh Arora, has been the Director of the Company since incorporation.



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	Mr. Ramesh Arora has widely travelled as an avid reader and an astute thinker in the Pharma industry with a rare insight into various sectors. His responsibilities are to provide direction, business, and organizational leadership, formulate long-term business strategy and planning, explore new business opportunities, and create and maintain high corporate official relationships.
Experience and expertise in specific functional areas	Mr. Ramesh Arora has more than 4 decades of experience in the areas of management, marketing strategies and overall administration control and supervision. He is a visionary and guides the Company and its management at all the stages of its development and strategic decisions.
Terms and conditions of appointment or re-appointment	Re-appointed as Managing Director for a period of 5 years, effective from 16-01-2026 to 15-01-2031, liable to retire by rotation.
Remuneration sought to be paid (₹)	No change proposed. The same remuneration as previously approved by the shareholders will continue for the new term i.e. Rs. 7,00,000/- per month
Remuneration Last Drawn (₹)	Rs. 7,00,000/- per month
Number of Meetings of Board attended during the year	11/11 board meetings attended during 2024-25.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Wife Mr. Ajay Kumar Arora (Whole Time Director) Brother Mrs. Geeta Arora (Whole Time Director) Brother's wife Mr. Aditya Arora (Whole Time Director & CFO) Brother's Son
Shareholding in the Company as on March 31, 2025	<b>2698684</b>
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	<b>PHD CHAMBER OF COMMERCE AND INDUSTRY KALER BIOPHARMACHEM PRIVATE LIMITED IAIR INFOCOM PRIVATE LIMITED</b>
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL



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	For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the BSE Limited.

II. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	<b>Mr. Ramesh Arora</b> is on board of Company since inception and has more than 4 decades of experience in the areas of management, marketing strategies and overall administration control and supervision.
(2).	Past Remuneration	Rs. 7,00,000/- per month
(3).	Recognition or awards	The Company has received various awards and recognition during his Tenure.
(4).	Job Profile and his suitability	4 decades experience in the areas of management, marketing strategies, administration control and supervision. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.
(5).	Remuneration proposed	As set out in the resolution for the item no. 5 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) Wife Mr. Ajay Kumar Arora (Whole Time Director) Brother



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		Mrs. Geeta Arora (Whole Time Director) Brother's wife Mr. Aditya Arora (Whole Time Director & CFO) Brother's Son
(8).	Reasons for Losses / Inadequate profits	There are no losses however, there may be inadequate profits in future due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
(11.)	Disclosures	NIL

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

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

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.



**Item No.6**

At 38<sup>th</sup> AGM held on 30<sup>th</sup> September 2021, **Mr. Ajay Kumar Arora (DIN: 00462664)** was re-appointed as the Whole Time Director of the company for a period of 5 (five) years effective from 16<sup>th</sup> January 2021 till 15<sup>th</sup> January, 2026. Further at 41<sup>st</sup> AGM held on 24<sup>th</sup> September 2024, the resolution for increase in remuneration of **Mr. Ajay Kumar Arora**, Whole Time Director, with effect from 1st October, 2024 for the remaining period of his tenure in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits and in compliance with the requirements of regulation 17(6)(e) SEBI Listing Regulations, 2015 was passed vide Special Resolution. The current term of re-appointment and validity of remuneration resolution will expire on 15<sup>th</sup> January 2026. Therefore, it is proposed to seek members' approval for the re-appointment of **Mr. Ajay Kumar Arora**, Whole Time Director, for a period of another 5 (five) years starting from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 and remuneration payable to **Mr. Ajay Kumar Arora** is proposed to be approved for a period of 3 (three) years starting w.e.f. 16<sup>th</sup> January, 2026.

As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on 16<sup>th</sup> August 2025, have considered and recommended/ approved the reappointment and remuneration proposed to be paid to **Mr. Ajay Kumar Arora**, Whole Time Director, subject to approval of the Members by way of Special Resolution.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits / inadequacy of profits. Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

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

The Company has received a declaration from **Mr. Ajay Kumar Arora** in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, **Mr. Ajay Kumar Arora** satisfies all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, he is not disqualified from being appointed as Director in terms of



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section 164 of the Act and have given consent to act as Director. Brief resume, nature of expertise, name of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding, and relationships among directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / reappointment.

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

Name of the Director	Ajay Kumar Arora
Director Identification Number (DIN)	00462664
Date of birth /(Age)	29/01/1968 , 57 years.
Date of First Appointment on the Board	01-08-1995
Qualification	Mr. Ajay Kumar Arora holds degree of B.PHARMACY
Brief Profile	Mr. Ajay Kumar Arora is the Promoter and Whole Time Director of the Kwalita Pharmaceuticals Limited. He has completed his Bachelor of Pharmacy from Sagar University Madhya Pradesh. He is associated with our Company for more than 3 decades. He heads the purchasing department from RM to machinery to every other requirement. He is also responsible for carrying out the day to day business of manufacturing, keeping watch over various departments carrying out their business. He drives our Company with his insights and vision.
Experience and expertise in specific functional areas	He has experience of more than 3 decades in Pharmaceuticals. He has been associated with the Company since 1995 as a promoter and well versed with manufacturing technologies, systems, processes and controls.
Terms and conditions of appointment or re-appointment	Re-appointed as Whole Time Director for a period of 5 years, effective from 16-01-2026 to 15-01-2031, liable to retire by rotation.
Remuneration sought to be paid (₹)	No change proposed. The same remuneration as previously approved by the shareholders will continue for the new term.
Remuneration Last Drawn (₹)	Rs. 7,00,000/- per month
Number of Meetings of Board attended during the year	11/11 board meetings attended during 2024-25.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mrs. Anju Arora (Whole Time Director) Brother's Wife, Mr. Ramesh Arora (Managing Director) Brother, Mrs. Geeta Arora (Whole Time Director)



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	Wife, Mr. Aditya Arora (Whole Time Director & CFO) Son
Shareholding in the Company as on March 31, 2025	<b>1410638</b>
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	BIOBURN INNOVATIONS PRIVATE LIMITED
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL

**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	For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the BSE Limited.

### IV. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	<b>Mr. Ajay Kumar Arora</b> has more than 3 decades of experience in the overall operations of Company. Under his leadership, Company has made a strong presence in the Pharmaceutical Sector today. He is adept to the new technological changes taking place in the Industry all over the world.
(2).	Past Remuneration	Rs. 7,00,000/- per month
(3).	Recognition or awards	The Company has received various awards and recognition during his Tenure.
(4).	Job Profile and his suitability	3 decades of experience in the overall operations of our Company. Having spent a long time in the industry and the moving



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		spirit of the Company, he is best suited to take up the job.
(5).	Remuneration proposed	As set out in the resolution for the item no. 6 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
(7).	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Mrs. Anju Arora (Whole Time Director) 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 in future due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.
(11.)	Disclosures	NIL

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



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

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

### **Item No.7**

At 38<sup>th</sup> AGM held on 30<sup>th</sup> September 2021, **Mrs. Anju Arora (DIN: 03155641)** was re-appointed as the Whole Time Director of the company for a period of 5 (five) years effective from 16<sup>th</sup> January 2021 till 15<sup>th</sup> January, 2026. Further at 41<sup>st</sup> AGM held on 24<sup>th</sup> September 2024, the resolution for increase in remuneration of **Mrs. Anju Arora**, Whole Time Director, with effect from 1st October, 2024 for the remaining period of her tenure in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits and in compliance with the requirements of regulation 17(6)(e) SEBI Listing Regulations, 2015 was passed vide Special Resolution. The current term of re-appointment and validity of remuneration resolution will expire on 15<sup>th</sup> January 2026. Therefore, it is proposed to seek members' approval for the re-appointment of **Mrs. Anju Arora**, Whole Time Director, for a period of another 5 (five) years starting from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 and remuneration payable to **Mrs. Anju Arora** is proposed to be approved for a period of 3 (three) years starting w.e.f. 16<sup>th</sup> January, 2026.

As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on 16<sup>th</sup> August 2025, have considered and recommended/ approved the reappointment and remuneration proposed to be paid to **Mrs. Anju Arora**, Whole Time Director, subject to approval of the Members by way of Special Resolution.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits / inadequacy of profits. Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

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



The Company has received a declaration from **Mrs. Anju Arora** in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that she is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, **Mrs. Anju Arora** satisfies all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, she is not disqualified from being appointed as Director in terms of section 164 of the Act and have given consent to act as Director. Brief resume, nature of expertise, name of companies in which she hold directorships and memberships/chairmanships of Board Committees, shareholding, and relationships among directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / reappointment.

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

Name of the Director	Anju Arora
Director Identification Number (DIN)	03155641
Date of birth /(Age)	01/02/1962, 63 years.
Date of First Appointment on the Board	01-10-2010
Qualification	Mrs. Anju Arora holds degree of Bachelor of Arts.
Brief Profile	Mrs. Anju Arora is the Whole Time Director of the Company. She has completed her Bachelor of Arts from Amritsar. She oversees day to day marketing operations of the Company. She leads and manages the marketing team, ensuring seamless execution of marketing plans. Monitor day-to-day operations of the department to ensure efficiency, productivity, and adherence to timelines.
Experience and expertise in specific functional areas	She has experience of more than 18 years in Marketing. She has been instrumental in driving the Company's sales growth, market expansion, and strategic positioning in highly competitive environments.
Terms and conditions of appointment or re-appointment	Re-appointed as Whole Time Director for a period of 5 years, effective from 16-01-2026 to 15-01-2031, liable to retire by rotation.
Remuneration sought to be paid (₹)	No change proposed. The same remuneration as previously approved by the shareholders will continue for the new term.
Remuneration Last Drawn (₹)	Rs. 3,00,000/- per month
Number of Meetings of Board attended during the year	11/11 board meetings attended during 2024-25.



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Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Ramesh Arora (Managing Director) Husband, Mrs. Geeta Arora (Whole Time Director) Husband's Brother's wife, Mr. Ajay Kumar Arora (Whole Time Director) Husband's Brother, Mr. Aditya Arora (Whole Time Director & CFO) Husband's Brother's Son
Shareholding in the Company as on March 31, 2025	<b>135634</b>
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL

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

### V. 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	For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the BSE Limited.

### VI. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	<b>Mrs. Anju Arora</b> , is Whole Time Director of Company. She has completed her Bachelor of Arts from Amritsar. She is on the Board of the Company since 2010. She leads and manages the marketing team, ensuring seamless execution of marketing plans.
(2).	Past Remuneration	Rs. 3,00,000/- per month



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(3).	Recognition or awards	The Company has received various awards and recognition during her Tenure.
(4).	Job Profile and her suitability	She oversees day to day marketing operations of the Company. She has been instrumental in driving the Company's sales growth, market expansion, and strategic positioning in highly competitive environments. She is best suited to take up the job
(5).	Remuneration proposed	As set out in the resolution for the item no. 7 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by 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 in future due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
(10).	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view of the steps taken by the Company as stated above, the



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		Company believes that there will be significant increase in productivity and profitability in the years to come.
(11.)	Disclosures	NIL

As required by the Companies Act, 2013, approval of the members is being sought, for the reappointment and fixation of remuneration of **Mrs. Anju Arora**, Whole Time Director.

Except **Mrs. Anju Arora**, Appointee and Mr. Ramesh Arora, Mrs. Geeta Arora, Mr. Ajay Kumar Arora & Mr. Aditya Arora, directors being relatives of **Mrs. Anju Arora**, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP are concerned or interested either financially or otherwise in the Resolution at Item No. 7 of the accompanying Notice.

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

### **Item No.8**

At 38<sup>th</sup> AGM held on 30<sup>th</sup> September 2021, **Mrs. Geeta Arora (DIN: 03155615)** was re-appointed as the Whole Time Director of the company for a period of 5 (five) years effective from 16<sup>th</sup> January 2021 till 15<sup>th</sup> January, 2026. Further at 41<sup>st</sup> AGM held on 24<sup>th</sup> September 2024, the resolution for increase in remuneration of **Mrs. Geeta Arora**, Whole Time Director, with effect from 1st October, 2024 for the remaining period of her tenure in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits and in compliance with the requirements of regulation 17(6)(e) SEBI Listing Regulations, 2015 was passed vide Special Resolution. The current term of re-appointment and validity of remuneration resolution will expire on 15<sup>th</sup> January 2026. Therefore, it is proposed to seek members' approval for the re-appointment of **Mrs. Geeta Arora**, Whole Time Director, for a period of another 5 (five) years starting from 16<sup>th</sup> January, 2026 till 15<sup>th</sup> January 2031 and remuneration payable to **Mrs. Geeta Arora** is proposed to be approved for a period of 3 (three) years starting w.e.f. 16<sup>th</sup> January, 2026.

As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on 16<sup>th</sup> August 2025, have considered and recommended/ approved the reappointment and remuneration proposed to be paid to **Mrs. Geeta Arora**, Whole Time Director, subject to approval of the Members by way of Special Resolution.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits / inadequacy of profits. Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by a Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; **OR** where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.



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

The Company has received a declaration from **Mrs. Geeta Arora** in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that she is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, **Mrs. Geeta Arora** satisfies all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, she is not disqualified from being appointed as Director in terms of section 164 of the Act and have given consent to act as Director. Brief resume, nature of expertise, name of companies in which she hold directorships and memberships/chairmanships of Board Committees, shareholding, and relationships among directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / reappointment.

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

Name of the Director	Geeta Arora
Director Identification Number (DIN)	03155615
Date of birth /(Age)	29/11/1970, 54 years.
Date of First Appointment on the Board	01-10-2010
Qualification	Mrs. Geeta Arora did Master of Arts from Amritsar.
Brief Profile	Mrs. Geeta Arora is the Whole Time Director of the Company. She has completed her Master of Arts from Amritsar. She plays a key role in overseeing the Human Resources function of the Company, contributing to talent management, organizational development, and employee welfare initiatives. Her leadership ensures a strong people-centric culture aligned with the Company's strategic objectives.
Experience and expertise in specific functional areas	She has experience of more than 18 years in Administration. She oversees the entire HR function, including talent acquisition, employee engagement, training and development, performance management, and policy formulation. Under her leadership, the Company



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	has witnessed a more structured and employee-centric approach to workforce management, contributing significantly to employee retention and organizational culture.
Terms and conditions of appointment or re-appointment	Re-appointed as Whole Time Director for a period of 5 years, effective from 16-01-2026 to 15-01-2031, liable to retire by rotation.
Remuneration sought to be paid (₹)	No change proposed. The same remuneration as previously approved by the shareholders will continue for the new term.
Remuneration Last Drawn (₹)	Rs. 3,00,000/- per month
Number of Meetings of Board attended during the year	11/11 board meetings attended during 2024-25.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Ramesh Arora (Managing Director) Husband's Brother, Mrs. Anju Arora (Whole Time Director) Husband's Brother's wife, Mr. Ajay Kumar Arora (Whole Time Director) Husband, Mr. Aditya Arora (Whole Time Director & CFO) Son
Shareholding in the Company as on March 31, 2025	<b>111500</b>
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL

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

### VII. 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	For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company



		available on the website of the Company & that of the BSE Limited.
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### VIII. INFORMATION ABOUT THE APPOINTEE

(1).	Background details	<b>Mrs. Geeta Arora</b> , is Whole Time Director of Company. She has completed her Master of Arts from Amritsar. She is on the Board of the Company since 2010. She plays a key role in overseeing the Human Resources function of the Company.
(2).	Past Remuneration	Rs. 3,00,000/- per month
(3).	Recognition or awards	The Company has received various awards and recognition during her Tenure.
(4).	Job Profile and her suitability	She oversees the Human Resources function of the Company, contributing to talent management, organizational development, and employee welfare initiatives. Her leadership ensures a strong people-centric culture aligned with the Company's strategic objectives. She is best suited to take up the job
(5).	Remuneration proposed	As set out in the resolution for the item no. 8 of the notice
(6).	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The 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 in future due to hike in the interest rate, rising running cost, challenging business environment, adverse market conditions and due to change in government policy.
(9).	Steps taken or proposed to be taken for improvement	Company is working towards improving plant efficiencies. Company is taking initiatives in increasing efficiency and cost



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

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

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

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

### **Item No.9**

The term of office of **Mr. Kartik Kapur (DIN: 08966816)** as an Independent Director of the Company, is due to expire on 15<sup>th</sup> January, 2026. Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of **Mr. Kartik Kapur**, the Board of Directors at its meeting held on **16<sup>th</sup> August, 2025** proposed to re-appoint him as an Independent Director for a second term of 5 consecutive years, with effect from 16<sup>th</sup> January, 2026, not liable to retire by rotation.

In accordance with Section 149(10) of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by way of a special resolution is required for such re-appointment, even if the re-appointment is being made prior to the expiry of the existing term.

The Company has received a declaration from **Mr. Kartik Kapur** confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, he possesses appropriate skills, experience, knowledge, and integrity for re-appointment as an Independent Director.



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

Name of the Director	Kartik Kapur
Director Identification Number (DIN)	08966816
Date of birth /(Age)	18/04/1994, 31 years
Date of First Appointment on the Board	16/01/2021
Qualification	Mr. Kartik Kapur hold degree of M. Pharma (Industrial Pharmacy) from Manipal College of Pharmaceutical Sciences, Karnataka.
Brief Profile	<b>Mr. Kartik Kapur</b> is a pharmaceutical industry professional with over <b>6 years</b> of experience in areas including <b>regulatory affairs, quality control and manufacturing</b> . He holds qualification of <b>M. Pharma</b> and brings valuable insights into pharma operations and governance.
Experience and expertise in specific functional areas	Business Management, Strategic Planning, Corporate Governance, Regulatory Affairs in the Pharmaceutical Industry.
Terms and conditions of appointment or re-appointment	Re-appointed for a second term of 5 consecutive years from 16-01-2026 to 15-01-2031, not liable to retire by rotation.
Remuneration sought to be paid (₹)	Sitting Fees
Remuneration Last Drawn (₹)	Sitting Fees
Number of Meetings of Board attended during the year	3/11 board meetings attended during 2024-25.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	There exists no relationship with other Directors and Key Managerial Personnel inter-se
Shareholding in the Company as on March 31, 2025	NIL
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	NIL
Skills and capabilities required for the role	Strong ethical standards and professional integrity, deep knowledge of pharmaceutical regulations, Strategic thinking and risk oversight in pharma operations and good judgment to contribute effectively in Board meetings.



Manner in which the proposed person meet such requirements/ Justification for choosing the appointee for re-appointment as Independent Director	Mr. Kartik Kapur possesses over <b>6 years</b> of rich experience in the <b>pharmaceutical industry</b> . He has in-depth knowledge of pharmaceutical regulations. He has sound understanding of <b>corporate governance practices, risk management, and financial oversight</b> , and demonstrates high standards of <b>integrity, independence of judgment</b> , and active Board participation.
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**Except Mr. Kartik Kapur**, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the **Special Resolution** as set out at Item No. 9 of the accompanying Notice.

#### **Item No.10**

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on **16<sup>th</sup> August 2025** have recommended the appointment of **M/s Rishi Mittal & Associates**, Practicing Company Secretaries, Amritsar, **Peer Reviewed Certificate No. 2486/2022** as Secretarial Auditors of the Company on the following terms and conditions:

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

- a) **Term of appointment:** 5 (Five) consecutive years for Audit period of 5 years commencing from F.Y 2025-26 till F.Y 2029-30.
- b) **Proposed Fees:** Rs. 40,000/- plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, at such fees as may be mutually agreed between the Board of Directors and Secretarial Auditors.

The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c) **Basis of Recommendations:** The recommendations are based on evaluation and consideration of various factors such as industry experience, competency, efficiency and quality in conduct of audit and Independent assessment, etc.



- d) Credentials:** The Secretarial Audit Firm, established in the year 1998, is founded by Mr. Rishi Mittal, Company Secretary having experience of more than 25 years in the field of corporate secretarial and other compliance management services.

The firm is primarily engaged in providing Secretarial Audit, Corporate Governance, Compliance Management, Diligence Reports and Assurance services. The firm has good exposure of handling secretarial audits of several listed and unlisted companies. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

- e) Consent and Eligibility:** M/s Rishi Mittal & Associates, have consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 and that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Auditors holds a valid Peer Review Certificate issued by ICSI.

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.

#### **Item No.11**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of Cost Auditors **M/s Verma Khushwinder & Co.**, Cost Accountants, Jalandhar to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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

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

**By Order Of the Board**

**Sd/-**

**(GURPREET KAUR)**

**Company Secretary & Compliance Officer**

**Place:- Amritsar**

**Date:- 16<sup>th</sup> August 2025**



**Information Pursuant to the Listing Regulations and Secretarial Standards in Respect of Directors Retiring by Rotation**

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 <sup>st</sup> March, 2025
<b>AJAY KUMAR ARORA (DIN: 00462664)</b>	<b>29/01/1968</b>	Mr. Ajay Kumar Arora aged 57 years has done Bachelor of Pharmacy. Mr. Ajay Kumar Arora assumes a crucial role in overseeing the company's manufacturing planning and operations. With a B. Pharma. degree and more than 30 years of experience, his contribution to organizational development is of paramount importance. Primarily, he takes charge of procurement of raw material including API, ensuring the acquisition of machinery and other essential requirements. Additionally, he actively manages day-to-day manufacturing activities and provides oversight to various departments, including conducting initial audits of documentation, production, and inspections.	<p>Other Directorship: <b>1 (in Private Limited Company)</b></p> <p>Name of listed entities in which person also holds directorship or membership of committee :- <b>Nil</b></p> <p>Listed entities from which he has resigned as Director in past 3 years:- <b>Nil</b></p> <p>Committee positions held in Kwaliti Pharmaceuticals Limited:- <b>Nil</b></p> <p>Committee Positions held in other Public Companies: <b>Nil</b></p> <p>Relationship with other Directors:- <b>Relative of Directors Mrs. Geeta Arora, Mr. Aditya Arora, Mr. Ramesh Arora and Mrs. Anju Arora.</b></p> <p>No. of Shares held in the Company:- <b>1410638</b></p> <p>No. of Board Meetings Attended during the year: - <b>11/11 in FY 2024-25.</b></p>

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<b>GEETA ARORA (DIN: 03155615)</b>	<b>29/11/1970</b>	Mrs. Geeta Arora aged 54 years She has completed her Master of Arts from Amritsar. She is on the Board of the Company since 2010. She has an experience of more than 17 years in Administration. She oversees Human Resource and Management Operations of the Company	<b>Other Directorship :- Nil</b>  Name of listed entities in which person also holds directorship or membership of committee :- <b>Nil</b>  Listed entities from which she has resigned as Director in past 3 years:- <b>Nil</b>  Committee positions held in Kwality Pharmaceuticals Limited:- <b>Chairperson in Corporate Social Responsibility Committee and Member in Stakeholders Relationship Committee.</b>  Committee Positions held in other Public Companies: <b>Nil</b>  Relationship with other Directors:- <b>Relative of Directors Mr. Ajay Kumar Arora, Mr. Aditya Arora, Mr. Ramesh Arora and Mrs. Anju Arora.</b>  No. of Shares held in the Company:- <b>111500</b>  No. of Board Meetings Attended during the year: - <b>11/11 in FY 2024-25.</b>
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Place: Amritsar  
Date: 16<sup>th</sup> August 2025

By Order of the Board  
Sd/-  
  
(GURPREET KAUR)  
Company Secretary & Compliance Officer