

KWALITY LIMITED

Regd. Off: KDIL House, F-82, Shivaji Place, Rajouri, New Delhi-110027

CIN: L74899DL1992PLC255519

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of KWALITY LIMITED will be held on Saturday, the 18th day of October, 2014 at 10:00 A.M. at Lavanya, GT Karnal Road, Palla Bakhtavarpur Mord, Alipur, New Delhi-110036 to transact the following special business:

SPECIAL BUSINESS:

Item No. 1

PREFERENTIAL ISSUE OF SECURITIES

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

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and the provisions of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred to as **"the Regulations"**) and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement entered into with the concerned Stock Exchange(s) where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as **"The Board"** which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, up to 3,10,88,082 (Three Crore Ten Lakh Eighty Eight Thousand Eighty Two) Convertible Warrants ("Convertible Warrants") on preferential basis to proposed allottees by way of conversion of unsecured loan given by the proposed allottees to the company and other proposed allottees for consideration in cash with right to them to apply for and get allotted one Equity Share ("Equity Shares") of the face value of Re 1/- (Rupees One Only) each for every warrant held by them, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of warrants at Rs 48.25/- (Rupees Forty Eight and Twenty Five Paise Only) per Equity Share as determined in accordance with the SEBI regulation and upon such other terms and conditions as may be deemed appropriate by the Board at its absolute discretion.

S. No.	Name of Proposed Allottees	No. of warrants proposed to be issued	Category	Allottee is: Body Corporate/Individual/HUF
1	M/s Pashupati Dairies Private Limited	1,55,44,041	Non promoter	Body Corporate
2.	Mr. Sidhant Gupta	51,81,347	Non promoter	Individual
3.	Mrs. Sonika Gupta	51,81,347	Non promoter	Individual
4.	M/s Sidhant & Sons (HUF)	51,81,347	Non promoter	HUF

"RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009 relating to the shares to be issued on preferential basis shall be September 18, 2014 i.e. 30 days prior to Extra Ordinary General Meeting.
- The convertible warrants upon conversion into Equity shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the Company, including entitlement to dividend.
- The Equity shares to be so allotted upon exercise of Convertible warrants shall be in dematerialized form and shall be subject to the provisions of Memorandum and Articles of Association of the Company.
- The holder of each warrant will be entitled to apply for and obtain allotment of 1 (One) Equity Share of the Face value of Re 1/- each of the company against each warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the warrants being so exercised to the company simultaneously with the allotment of Equity Share by the company pursuant to such exercise. The amount so paid will adjusted/set-off against the issue price of the resultant Equity Share.
- In the event the warrant holder (s) does not exercise the convertible warrants within 18 months from the date of allotment of the convertible warrants, the convertible warrants shall lapse and the amount paid shall stand forfeited by the Company.

- f) The aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from the Exchanges for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations, 2009.
- g) In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Convertible Warrants in the present Preferential Issue will be made within a period of 15 days from the date of passing of the aforesaid Resolution

RESOLVED FURTHER THAT that for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Warrants and listing of the Equity Shares on exercise with the Stock Exchange(s) as appropriate and to clarify, resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

By order of Board
For **Kwality Limited**

Sd/-

Deepa Kapoor

Company Secretary & Compliance Officer

Date: 20th September, 2014

Place: New Delhi

NOTES:

- A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED, DULY FILLED AND AUTHENTICATED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS (FORTY-EIGHT HOURS) BEFORE THE SCHEDULED TIME OF THE MEETING.**
- The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and disclosure as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 setting out material facts relating to the above mentioned business of the Notice as set out above, is annexed hereto.
- In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Member/Proxies should bring the Attendance Slip in the Meeting duly filed in, for attending the meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- Members are requested to bring their admission slips to the Extra-Ordinary General Meeting.
- The relevant documents referred to in Notice are open for inspection at registered office of the Company on all working days, Between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.
- Members are requested to intimate the Registrar and Share Transfer Agent of the Company - M/s Beetal Financial & Computer Services Private Limited, 99, Beetal House, Madangir, New Delhi - 110062, immediately of any change in their address in respect of equity shares held in physical mode and to their DPs in respect of equity shares in dematerialized form.
- Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
- Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
- Members are requested to write to the Company for any queries, so as reach the Company at least 15 days before the meeting, to enable the management to keep the information ready at the meeting.
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

Instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.

- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "KWALITY LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <No. of shares> in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
 - (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 - (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
 - (ix) Click on the relevant EVSN on which you choose to vote.
 - (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot password & enter the details as promoted by the system.
 - (xvi) Institutional shareholders (i.e other than Individuals, HUF, NRI etc) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney (POA) which they have missed in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
- Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

- (C) The e-voting period begins on October 13, 2014 at 10:00 AM and ends on October 15, 2014 at 6:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
13. Mr. Mukun Arora of M/s Mukun Vivek & Company, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 14. The notice is being dispatched/mailed to all the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) on September 19, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
 15. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kdil.in within two days of the passing of the resolutions at the Annual General Meeting of the Company and communicate to Stock Exchanges, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

The Company has significant growth plans for its future, these growth plan of the company require huge funds to be deployed. The Current projects in the form of capex of the company require significant outflow of fund. These projects will necessitate external infusion of funds at different point of time in future.

Moreover, the company has received a letter from the banker to convert the unsecured loan amount from M/s, Pashupati Dairies Private Limited into securities of the Company.

The Company ("Kwality Limited") gave an offer to M/s Pashupati Dairies Private Limited and received a consent letter from them and an application for conversion of unsecured loan into Securities in such time and on such terms and conditions as may be determined by the Board of Directors of the Company.

The Board of Directors at their meeting held 20th September, 2014, has decided to convert amount due toward the unsecured loan of M/s Pashupati Dairies Private Limited and the fund raised by way of issuing of convertible warrants on preferential basis to proposed allottees into the securities of the company.

The proposed issue and allotment of convertible warrants on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations 2009 and the Companies Act, 2013 read with the applicable rules made thereunder. The salient features of the preferential issue of Convertible warrants as under:

1. Preferential issue size is as follows:
 - a. 3,10,88,082 (Three Crore Ten Lakh Eighty Eight Thousand Eighty two) Convertible Warrants at a price of Rs. 48.25/- (Rupees Forty Eight and Twenty Five Paisa only) which is higher than the price determined in accordance with the SEBI (ICDR) Regulations 2009 which may be exercised to receive Equity Shares.
2. Relevant date for the purpose is 18.09.2014 which is the date 30th day prior to the date of EGM where this resolution is being considered for approval.

The minimum price as per the pricing formula prescribed under the SEBI (ICDR) Regulations 2009 for the preferential issue of Convertible warrants is Rs. 48.11/- (Rupees Forty Eight and Eleven Paisa Only) being higher of :

 - (a) the average of the high and low the volume weighted average prices at the National Stock Exchange of India Limited for 26 Weeks prior to the relevant date viz. Rs. 42.36/- (Rupees Forty Two and Thirty Six Paisa Only),
 - or
 - (b) the average of the high and low of the volume weighted average prices at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 48.11/- (Rupees Forty Eight and Eleven Paisa only).
3. 25% of the amount for preferential issue of Convertible warrants shall be received by the Company prior to the respective allotments from the proposed allottees from consideration for cash. The Company has already received Rs. 75 (Seventy Five crore) as unsecured loan from M/s Pasupati Dairies Private limited.
4. At the time of exercise, the Convertible Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Convertible Warrants to being exercised.

5. The Convertible Warrants shall be Exercised within a period of 18(Eighteen) months from the date of their allotment, in one or more tranches.
6. In the event the Warrants Holder(s) does not exercise the Convertible Warrants within 18 months from the date of allotment of the Convertible Warrants, the Convertible Warrants shall lapse and the amount paid shall stand forfeited of the Company.
7. The Investor holds no shares of the Company during the six months preceding the relevant date.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

a) **Object of the preferential issue of Equity Shares and Convertible Warrants**

To convert unsecured loan of amount of Rs. 75crore and infusion of further funds to support the on-going growth plan of the Company and also enhance its capital base/ net worth and augment long term resources of the Company.

b) **Intention of promoter/directors/key management personnel to the offer**

Mr. Sidhant Gupta, Director of the Company, subscribe the 51,81,347 Convertible Warrants issued on preferential basis.

c) **Shareholding pattern before and after the issue: Shareholding pattern before and after the proposed preferential Issue of Equity Shares and Convertible Warrants is as follow:**

Category Code	Category of Shareholder	Pre-Issue		Post-Issue	
		Pre-issue Shares held	% of Total Holding	Post-issue Shares held	% of Total Holding
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian Promoters(A)	15,21,54,714	74.88	15,21,54,714	64.95
(B)	Public Shareholding				
(1)	Institutions				
(a)	Mutual funds/UTI/Banks	1,11,564	0.05	1,11,564	0.05
(b)	Foreign Institutional Investors	7,76,373	0.38	7,76,373	0.33
	Sub-Total (B1)	8,87,937	0.44	8,87,937	0.38
(2)	Non- Institutions				
(a)	Bodies Corporate	76,45,069	3.76	2,31,89,110	9.90
(b)	Individuals	4,07,15,541	20.04	5,10,78,235	21.80
(c)	NRIs	3,05,377	0.15	3,05,377	0.13
(d)	HUF	3,76,161	0.19	55,57,508	2.37
(e)	Clearing Members	11,00,635	0.54	11,00,635	0.47
(f)	Trust	1,000	0.00	1,000	0.00
	Sub-Total(B2)	5,01,43,783	24.68	8,12,31,865	34.67
	GRAND TOTAL (A)+(B1)+(B2)	20,31,86,434	100.00	23,42,74,516	100.00

* Considering preferential issue of Convertible Warrants to be issued pursuant to this resolution is converted in to equity shares, falling which, the percentage will change accordingly.

- d) **Proposed time of allotment:** In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Convertible Warrants in the present Preferential Issue will be made within a period of 15 days from the date of passing of the aforesaid Resolution, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

e) **Identifying Proposed allottee, percentage of expanded capital to be held by them:**

Sr. No	Name of the proposed allottee	present holding	% to pre issue capital	Present issue	% to post issue capital
1.	M/s Pashupati Dairies Private Limited	Nil	Nil	1,55,44,041	6.63
2.	Mr. Sidhant Gupta	Nil	Nil	51,81,347	2.21
3.	Mrs. Sonika Gupta	Nil	Nil	51,81,347	2.21
4.	M/s Sidhant & Sons (HUF)	Nil	Nil	51,81,347	2.21

- f) **Change in management:** There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.
- g) **Lock in requirements:** The Convertible Warrants to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.
- h) **Auditor' Certificate:** M/s P.P. Mukerjee & Associates, Chartered Accounts, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate shall be laid before the shareholders at their proposed Extra Ordinary General Meeting.
- i) **Undertaking:** The undertaking required under Regulation 73 of SEBI (ICDR) Regulations 2009 will not applicable to the Company as the Company's Equity Shares have been listed on the Stock Exchange for a period exceeding the minimum period as specified under Regulation 76 of SEBI (ICDR) Regulations 2009.
- However the Company undertakes to re-compute the price, if required, in terms of the provisions of these regulations where it is required to do so.
- j) No preferential allotment has been made during the year to any persons.
- k) The entire preferential allotment is to be made for conversion of loan and consideration for cash.
- l) The details of the natural persons, who are the ultimate beneficial owners and having ultimate control over the Companies to which the shares of the Company proposed to be allotted are as follows:

Sr. No.	Name and address of the proposed allottee	Category (Promoter/ Non-Promoter)	Names of ultimate Beneficial owners of the proposed allottees	Address of ultimate beneficial owners of the proposed allottees
1.	M/s Pashupati Dairies Private Limited Village Kumarherha, NH-73, Dehradun Road, Saharanpur, U.P.-247001	Non-promoter	Mr. Sidhant Gupta Mr. Ved Parkash Gupta Mrs. Sonika Gupta M/s Sidhant & Sons M/s VP Gupta HUF	X-12, 2nd Floor, Hauz Khas, New Delhi-110016 X-12, 2nd Floor, Hauz Khas, New Delhi-110016 X-12, 2nd Floor, Hauz Khas, New Delhi-110016 X-12, 2nd Floor, Hauz Khas, New Delhi-110016 X-12, 2nd Floor, Hauz Khas, New Delhi-110016
2.	Mr. Sidhant Gupta X-12, 2nd Floor, Hauz Khas, New Delhi-110016	Non-promoter	Mr. Sidhant Gupta	X-12, 2nd Floor, Hauz Khas, New Delhi-110016
3.	Mrs. Sonika Gupta X-12, 2nd Floor, Hauz Khas, New Delhi-110016	Non-promoter	Mrs. Sonika Gupta	X-12, 2nd Floor, Hauz Khas, New Delhi-110016
4.	M/s Sidhant & Sons (HUF) X-12, 2nd Floor, Hauz Khas, New Delhi-110016	Non-promoter	Mr. Sidhant Gupta	X-12, 2nd Floor, Hauz Khas, New Delhi-110016

The board has already approved the issue of convertible Warrants on preferential basis to the proposed persons in the manner stated hereinabove. Regulation 72(1)(a) of the ICDR regulations provided that preferential issue of specified securities by a listed Company would require approval of its shareholders by way of a special resolution. The Board therefore, recommends the above mentioned resolutions to be passed as a special resolutions.

Except Mr. Sanjay Dhingra, Managing Director and Mr. Sidhant Gupta, Director of the Company, No other Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution.

By order of Board
For **Kwality Limited**

Date: 20th September, 2014
Place: New Delhi

Sd/-
Deepa Kapoor
Company Secretary & Compliance Officer

KWALITY LIMITED

Regd. Office: Kwaliti House, F-82, Shivaji Place, Rajouri Garden, New Delhi- 110027
CIN: L74899DL1992PLC255519

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

Saturday, 18th October, 2014 at 10:00 a.m.

VENUE: Lavanya, GT Karnal Road, Palla Bakhtavarpur Mord, Alipur, New Delhi-110036

DP Id. _____ Folio No. _____

Client ID. _____ No. of Shares held _____

Member's Name _____

Complete Address _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Saturday, 18th October, 2014 at 10:00 a.m. at Lavanya, GT Karnal Road, Palla Bakhtavarpur Mord, Alipur, New Delhi-110036

Member's Signature

If proxy attended instead of Member:

Proxy Name _____ Proxy's Signature _____

Note:

Members / Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. **NO GIFT/COUPON WILL BE DISTRIBUTED AT THE EXTRA-ORDINARY GENERAL MEETING.**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L74899DL1992PLC255519

Name of the company: Kwaliti Limited

Registered office: Kwaliti House, F-82, Shivaji Place, Rajouri Garden, New Delhi-110027

Name of the member (s) : _____ E-mail Id: _____

Folio No/ Client Id : _____ DP ID : _____

Registered address : _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : _____ E-mailId: _____

Address : _____

Signature : _____, or failing him

2. Name : _____ E-mailId: _____

Address : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the ---th day of October, 2014 At 9.30 a.m. at -----
-----and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Votes	
		For	Against
1	Preferential issue of securities		

Signed this..... day of..... 2014

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.