

QUALITY SYNTHETIC INDUSTRIES LIMITED

Regd. Office-Anand Jyoti Building, Room No. 107, 1st Floor, 41, Netaji Subhas Road, Kolkata-700 001.

Ph.:033-65180616, 22309902, E-Mail Id qualitysynthetic@gmail.com, Web-site: www.qualitysyntheticfibre.com

CIN - L65929WB1975PLC029956

NOTICE OF POSTAL BALLOT/E-VOTING

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

Dear Shareholders,

Notice is hereby given pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 and other applicable Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Circulars”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that, the Resolutions appended below are proposed to be passed by the Members of **Quality Synthetic Industries Limited** (“Company”) through Postal Ballot through voting by electronic means (“Remote Evoting”).

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

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E-voting facility is available from 09.00 AM (IST) on Friday, 26th January, 2024 onwards to 5.00 PM (IST) on Saturday, 24th February, 2024 Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link

The Board of Directors of the Company, at its meeting held on Tuesday, December 19, 2023 has appointed M/s. Jyoti Arya & Associates, Practicing Company Secretary (COP No. 17651), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before Tuesday, February 27, 2024 at the Company's registered office. In addition to the results being communicated to MSEI Ltd. (MSEI) & Calcutta Stock Exchange(CSE), the results along with Scrutinizer's report will also be placed on Company's website viz. qualitysynthetic@gmail.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Saturday, 24th February, 2024.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot

(only through Remote E-voting):

SPECIAL BUSINESS:

ITEM NO. 1:-

APPOINTMENT OF M/S CA VIPIN MISHRA & COMPANY, CHARTERED ACCOUNTANTS (FRN:039103N), FARIDABAD AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 141 and 142 of Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 and any other provisions applicable provisions (including any statutory modification(s) or re-enactments thereof for the time being in force and as recommended by the Board of Director M/s CA Vipin Mishra & Company, Chartered Accountants (FRN:039103N), Faridabad, who have given their consent to act as the Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company at a remuneration of Rs.30,000-/- (Rupees Thirty Thousand only) per annum who shall hold the Office till the conclusion of the next annual general meeting.”

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized to sign execute and submit such forms/returns and various documents as may be required to submitted to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

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ITEM NO. 2:-

APPOINTMENT OF SMT. VEENA AGARWAL (DIN: 00060415) AS A WOMAN DIRECTOR (NON-EXECUTIVE-PROMOTER)

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 Sections 149(1) 150, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. VEENA AGGARWAL (DIN: 00060415), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from JANUARY 24, 2024 in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from Nomination and Remuneration Committee proposing her candidature for the office of Director, and who has given her consent for such appointment and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as a Woman Director (Promoter-Non-Executive) of the Company, and who shall be liable to retire by rotation.”

RESOLVED FURTHER THAT any one Director, and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

ITEM NO. 3:-

APPOINTMENT OF MR. ATUL KUMAR (DIN: 00060233) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (‘Act’) and Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Rules’), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“LODR”), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Atul Kumar, (DIN: 00060233), who qualifies for being appointed as an Independent Director be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for term of five consecutive years with effect from January 24, 2024 till January 23, 2029 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized to sign

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such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

**By Order of the Board of Directors
For QUALITY SYNTHETIC INDUSTRIES LTD**

Sd/-

(Shweta Agarwal)

**Company Secretary & Compliance Officer
ACS-27057**

Date: 24th January 2024

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 23rd January, 2024 has appointed M/s. **Jyoti Arya & Associates, Practicing Company Secretary (COP No. 17651)**, Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on 19th ,January 2024.The Postal Ballot Notice will also be available on the Company's website at. www.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins at 09.00 AM (IST) on Friday, 26th January, 2024 onwards to 5.00 PM (IST) on Saturday, 24th February, 2024. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the **cut-off date of January 19, 2024** may cast their vote electronically. Once vote on a resolution is cast by

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the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut -Off date are requested to register their e-mail Ids by sending e-mail citing subject **"Quality Synthetic Industries-Postal Ballot Registration of e-mail Id's"** to Registrar and share transfer Agent (RTA) of the Company, i.e., BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD at beetalrta@gmail.com or to the Company at qualitysynthetic@gmail.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
8. The results of the Postal Ballot will be declared on or before Tuesday, February 27, 2024. The results of the Postal Ballot will be hosted on the website of the Company viz www.qualitysyntheticfibre.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairperson and it will display at Company's Registered Office. The resolutions will be taken as passed if the results indicate that the requisite majority of the shareholders assented to the Resolutions.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. February 24, 2024.
10. The voting rights of members shall be in proportion to their shares of the paid up equityshare capital of the Company as on the cut-off date of January 19, 2024.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **February 24, 2024**.

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14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited("NSDL") for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.

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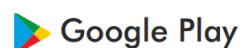
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[jsp](#)

3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com 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

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	<p>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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
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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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:

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- 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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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 pcsjyotiarya@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote - Assistant Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to qualitysynthetic@gmail.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 qualitysynthetic@gmail.com If you are an Individual shareholders holding securities in

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demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 qualitysynthetic@gmail.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 qualitysynthetic@gmail.com
3. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1

Appointment of Statutory Auditors to fill the casual vacancy

The Members of the Company in their 45th Annual General Meeting ('AGM') held on 28th September, 2020 had approved the appointment of M/s Charanjit Singh & Associates, Chartered Accountants (FRN:015328N), Mohali., Chartered Accountants, as the Auditors of the Company for a period of 5 (five) years from the conclusion of the said AGM. However due to Paucity of time due to pre-occupation with other professional engagements M/s M/s Charanjit Singh & Associates has tendered their resignation as the Statutory Auditors of the Company vide their letter dt. 13th November, 2023. The present remuneration of M/s Charanjit Singh & Associates. for conducting the audit for financial year 2022-23, as approved by the Members, is Rs. 30,000 (Rupees Thirty Thousand only) per annum.

QUALITY SYNTHETIC INDUSTRIES LIMITED

Regd. Office-Anand Jyoti Building, Room No. 107, 1st Floor, 41, Netaji Subhas Road, Kolkata-700 001.

Ph.:033-65180616, 22309902, E-Mail Id qualitysynthetic@gmail.com, Web-site: www.qualitysyntheticfibre.com

CIN - L65929WB1975PLC029956

Reason for Resignation: Paucity of time due to pre-occupation with other professional engagements . There is no other circumstances connected to their ceasing to hold office of Auditors which they have felt to be brought to the notice of shareholders/creditors.

The Board of Directors of the Company ('the Board'), on recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s CA Vipin Mishra & Company, Chartered Accountants (FRN:039103N), Faridabad, Haryana-(121001) as the Statutory Auditors of the Company to fill the casual vacancy pursuant to section 139(8) of the Companies Act, 2013, On recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s 30,000 (Rupees Thirty Thousand only) per annum as set out in the Resolution relating to their appointment.

The Committee considered various parameters like capability to serve in a diverse and complex business landscape as that of the company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s CA Vipin Mishra & Company, Chartered Accountants (FRN:039103N), Faridabad, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s CA Vipin Mishra & Company, Chartered Accountants (FRN:039103N), Faridabad have given their consent to act as the Auditors of the Company and have confirmed the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board therefore, recommends the Resolution under reference for the approval of shareholders.

ITEM NO. 2 – Appointment of Mrs. Veena Aggarwal(DIN:00060415) as Woman Director (Non-Executive-Promoter) liable to retire by rotation.

The Board of Directors of the Company, pursuant to the provisions of section 149(1) 152, 161(1) of the Act, and the Articles of Association of the Company, appointed Smt. Veena Aggarwal as an Additional Director of the Company with effect from January 24, 2024.

In terms of the provisions of Section 161(1) of the Act, read with Reg. 17(1C) of SEBI(Listing Obligations & Disclosure Requirement) Regulations 2015,as amended, Mrs. Veena Aggarwal would hold office upto the date of the ensuing General Meeting or within a period of three months from the date of appointment, whichever is earlier .

Smt. Veena Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief resume of Smt. Veena Aggarwal, nature of her expertise in specific functional areas and the names of companies in which she holds directorship and membership/chairmanships of Board committees, shareholding and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are being provided herewith in the Annexure attached herewith.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Veena Aggarwal is appointed as a Director liable to retire by rotation under the provisions of

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Section 149 and 152 of the Companies Act, 2013 read with Companies(Appointment and Qualification of Directors)Rules, 2014.

Smt Veena Aggarwal is not related to any of the directors inter-se.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.2 for approval by the shareholders.

ITEM NO.3

Appointment of Mr. Atul Kumar (DIN: 00060233) as Non-Executive Independent Director

The Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, provisions under the Listing Regulations 2015 and section 161(1) of the Act, and the Articles of Association of the Company, Mr. Atul Kumar as an Additional Director (Independent Category) of the Company for a term of five consecutive years with effect from January 24, 2024 till January 23, 2029.

In terms of the provisions of Section 161(1) of the Act, read with Reg. 17(1C) of SEBI(Listing Obligations & Disclosure Requirement) Regulations 2015,as amended, Mr. Birendra Kumar would hold office upto the date of the ensuing General Meeting or within a period of three months from the date of appointment, whichever is earlier .

Mr. Atul Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors believes that Mr. Atul Kumar possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Atul Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Atul Kumar is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Atul Kumar is appointed as an Independent Director.

Copy of the draft letter of appointment of Mr. Atul Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the other Directors except Mrs. Sujata Kumar(Non-Executive-Independent) being his wife or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.3 for approval by the shareholders.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS - 2 (Secretarial Standards on General Meetings) are provided as an **Annexure**

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to this Notice.

By Order of the Board of
Directors

For QUALITY SYNTHETIC INDUSTRIES
LTD
Sd/-

SHWETA AGARWAL
Company Secretary & Compliance Officer
ACS- 27057

Date: 24th January 2024
Place: New Delhi

QUALITY SYNTHETIC INDUSTRIES LIMITED

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Annexure

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO. 02 & 03 IS FURNISHED AS BELOW:

Name of Directors	Mrs. Veena Aggarwal	Mr. Atul Kumar
DIN	00060415	00060233
Date of Birth	21-10-1959	07-01-1972
Date of First Appointment	24-01-2024	24-01-2024
Designation	Woman Director(Non-Executive-Promoter-Category)	Independent Director(Non-Executive-Category)
Qualification	Mrs. Veena Graduate	Mr. Atul Kumar BSc. Hons Electronics – Magadh University
Expertise in specific functional area	Smt. Veena Aggarwal is in business having around 40 years of experience in the field of finance & investment.	Mr. Atul Kumar has experience in the field of general management & human resources.
Relation with other Directors	Not related to any other directors.	Related to Mrs. Sujata Kumar director, being his spouse. No relationship with any other director.
Listed entities in which directorship held(including foreignCompanies)	1. Mauria Udyog Ltd. 2.Srinarayan Rajkumar Merchants Ltd 3.Jotindra Steel & Tubes Ltd.	Nil
Listed entities in which membership of Committee of Board held .	<u>Mauria Udyog Ltd</u> 1Stakeholders Relationship Co 2.Nomination & Remuneration Co <u>SrinarayanRajkumar Merchants</u> 1.Audit Committee 2.Stakeholders Relationship Co 3.Nomination & Remuneration Co <u>Jotindra Steel & Tubes Ltd.</u> 1Stakeholders Relationship Co 2.Nomination & Remuneration Co	Nil
Listed entities from which resigned during past three years	Nil	Nil
Shareholding in the Company	30500 Equity Shares of Rs. 10/-each (0.55 %)	Nil