



Ref. No.: 14/2026-27

Date: 29th May, 2026

Stock Code :-

BSE: 544622

NSE: KWIL

ISIN: INE2KCE01013

BSE Limited,

Department of Corporate Services,
2nd Floor, New Trading,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited,

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Postal Ballot

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the Listing Regulations read with Schedule III thereto and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026, we hereby enclose the copy of Postal Ballot Notice dated 29th May, 2026, which is being sent to the Members through electronic mode today i.e. 29th May, 2026, for seeking their approval for the following items proposed to be passed through postal ballot via remote e-voting:

- (a) Appointment of Mr. Abhijit Bhattacharya (DIN: 11638966) as Non-Executive Non-Independent Director of the Company; **(Ordinary Resolution)**; and
- (b) Appointment of Mr. Tahir Toloy Tanridagli (DIN: 11164403) as Non-Executive Non-Independent Director of the Company. **(Ordinary Resolution)**

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the relevant circulars issued by MCA and SEBI, from time to time, the Notice is being sent to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depository Participant(s) as on Tuesday, 26th May, 2026 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting period commences from 09:00 A.M. (IST) on Saturday, 30th May, 2026 and ends at 05:00 P.M. (IST) on Sunday, 28th June, 2026.

Kwality Wall's (India) Limited

Registered Office: 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India, 400063

CIN - L10505MH2025PLC437886 | Website – www.kwalitywallsindia.com | Phone - 022 45747000 | Email - kwalitywalls.India@magnumicecream.com



The Postal Ballot Notice containing e-voting instructions and other necessary details is being made available on the website of the Company www.kwalitywallsindia.com.

Please take the above information on record.

Yours sincerely,

For Kwality Wall's (India) Limited

Anand Upadhyay
Company Secretary & Compliance Officer
Membership No: A23622

Encl.: As above

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Website: www.kwalitywallsindia.com, **Email:** kwalitywalls.India@magnumicecream.com **Tel:** 022 - 4574 7000

INFORMATION AT A GLANCE

Details of Resolutions:	<ol style="list-style-type: none"> 1. Appointment of Mr. Abhijit Bhattacharya (DIN: 11638966) as Non-Executive Non-Independent Director of the Company. 2. Appointment of Mr. Tahir Toloy Tanridagli (DIN: 11164403) as Non-Executive Non-Independent Director of the Company.
Cut-off date for sending the Notice to eligible shareholders:	Tuesday, 26th May, 2026
Cut-off date for determining eligibility for e-voting:	
E-voting start date and time:	Saturday, 30th May, 2026 at 09:00 A.M. (IST)
E-voting end date and time:	Sunday, 28th June, 2026 at 05:00 P.M. (IST)

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that the items of special businesses as set forth are proposed to be passed by the Members of **Kwality Wall's (India) Limited** ("the Company") by means of Postal Ballot through remote e-voting only, pursuant to the provisions of Sections 110 and 108 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, and the subsequent Circulars issued by the MCA in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), relevant Circulars issued by SEBI in this regard, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India ("SS - 2"), (as amended) and other applicable laws and regulations, if any.

The Explanatory Statement pursuant to Section 102(1) of the Act, along with information as required under the Listing Regulations and SS-2, setting out all material facts relating to the proposed resolutions, is annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

In compliance with the aforesaid provisions and the MCA Circulars read with SEBI Circulars, this Notice is being sent only through electronic mode to all its Members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 26th May, 2026, and whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") or Depository(ies) or Depository Participant(s) ("DPs") and the communication of assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system.

Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted.

The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	Saturday, 30th May, 2026 at 09:00 A.M. (IST)
End of remote e-voting	Sunday, 28th June, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter.

Members are requested to refer to the instructions for remote e-voting given in the Notes to this Notice for the process and manner in which remote e-voting is to be carried out. If your e-mail address is not registered with the Company / RTA / Depositories / DP, please follow the process provided in the Notes to this Notice. The Notice is also available on the website of the Company at www.kqualitywallsindia.com and on the website of KFin Technologies Limited at www.kfintech.com.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the applicable Rules, the Company has availed services of the KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) of the Company, for the purpose of providing remote e-voting facility to its Members.

The Board of Directors of the Company has appointed Mr. Nitesh Latwal (M. No. A32109, CP No. 16276), and in his absence, Mr. Ajay Khandelwal (M. No. F12387, CP No. 18606), Partners, PI & Associates, Practising Company Secretaries, to act as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit its report to the Chairperson of the Company, or any other person duly authorised by the Chairperson, after completion of the scrutiny of the remote e-voting process. The results shall be declared within two working days from the last day of remote e-voting and would be communicated to the Stock Exchange(s) and KFin Technologies Limited. The results will also be displayed on the Company’s website at www.kqualitywallsindia.com and on the website of KFin Technologies Limited at www.kfintech.com.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of the remote e-voting facility provided by the Company.

SPECIAL BUSINESSES:

Item No. 1: Appointment of Mr. Abhijit Bhattacharya (DIN: 11638966) as Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Abhijit Bhattacharya (DIN: 11638966), who was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company by the Board of Directors with effect from 30th March, 2026 and holds office up to the date of the ensuing General Meeting or up to three months from the date of appointment, whichever is earlier, in terms of Section 161 of the Act read with Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director and who, being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolution.”

Item No. 2: Appointment of Mr. Tahir Toloy Tanridagli (DIN: 11164403) as a Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Tahir Toloy Tanridagli (DIN: 11164403), who was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company by the Board of Directors with effect from 30th March, 2026 and who holds office up to the date of the ensuing General Meeting or up to three months from the date of appointment, whichever is earlier, in terms of Section 161 of the Act read with Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director and who, being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolution.”

NOTES:





1. The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ('SS-2'), each as amended from time to time, setting out the required material facts, reasons, and information, is annexed herewith and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the aforesaid provisions and the MCA Circulars read with SEBI Circulars, this Notice is being sent only through electronic mode to all its Members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 26th May, 2026, and whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depository(ies) / Depository Participant(s) ('DPs'), and the communication of assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date, i.e. Tuesday, 26th May, 2026 shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the relevant cut-off date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories / DPs) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
4. Members may note that this Notice will also be available on the Company's website at www.kwalitywallsindia.com, on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
5. Pursuant to Sections 108 and 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules, MCA Circulars, SEBI Circulars and Regulation 44 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 ("SEBI Master Circular"), the Company has engaged KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company, to provide remote e-voting facility for its Members.
6. The procedure for remote e-voting is given below.
 - i. The remote e-voting facility is available at <https://evoting.kfintech.com/> from Saturday, 30th May, 2026 at 09:00 A.M. (IST) and ends on Sunday, 28th June, 2026 at 05:00 P.M. (IST) (both days inclusive). The remote e-voting module will thereafter be blocked by KFin Technologies Limited and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - ii. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
 - iii. The Board of Directors of the Company has appointed Mr. Nitesh Latwal (M. No. A32109, CP No. 16276), and in his absence, Mr. Ajay Khandelwal (M. No. F12387, CP No. 18606), Partners, PI & Associates, Practising Company Secretaries, to act as the Scrutinizer for conducting the voting process through Postal Ballot and remote e-voting in accordance with the law and in a fair and transparent manner.
 - iv. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairperson or any other person authorised by the Chairperson. Upon receipt of the Scrutinizer's Report, the results of the Postal Ballot will be announced by the Chairperson or such authorised person within the aforesaid period.
 - v. The results, along with the Scrutinizer's Report, shall be available at the Registered Office and Corporate Office of the Company and placed on the Company's website at www.kwalitywallsindia.com and on the website of KFin Technologies Limited at www.kfintech.com immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited.

If the resolutions are passed by the requisite majority, they shall be deemed to have been passed as if the same had been passed at a General Meeting of the Members convened in that behalf and shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Sunday, 28th June, 2026 at 05:00 P.M. (IST).

- vi. As required by Rules 20 and 22 of the Rules read with the MCA Circulars, SEBI Circulars and the Listing Regulations, the details pertaining to the dispatch of this Notice will be published in one English newspaper and one Marathi newspaper and will also be hosted on the Company's website www.kwalitywallsindia.com, website of KFin Technologies Limited at www.kfintech.com, and the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
 - vii. All documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office, Corporate Office of the Company as well as electronically on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 02:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting, i.e. Sunday, 28th June, 2026 at 05:00 P.M. (IST). Any Member interested in inspection may write to the Company at kwalitywalls.India@magnumicecream.com.
7. The instructions for Members for e-voting are as under:
- a. Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026, the e-voting process has been enabled for all individual demat account holders by way of a single login credential through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process.
 - b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - c. Method of login for Individual Members holding the securities in demat mode

Step 1:

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name or ESP i.e., Kfintech. v. Members will be re-directed to Kfintech's website for casting their vote during the remote e-voting period.

	<p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nSDL.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nSDL.com. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name or ESP name i.e., KFintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KFintech. v. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.

Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Company name or e-voting service provider - 'KFintech'. v. Members will be redirected to the e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Step 2:

Access to KFintech e-voting system in the case of Members holding shares in physical form and non-individual Members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs will receive an e-mail from KFintech which will include details of the E-Voting Event Number (EVEN), User ID and password. They will have to follow the process set out below:

- i. Launch your internet browser and type the following URL: :: [KFintech eVoting System - Login](#) ::.
- ii. Enter the login credentials (i.e. User ID and password). In the case of a physical folio, the User ID will be the EVEN (E-Voting Event Number) followed by the folio number. In the case of a demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach the password change menu, wherein you are required to mandatorily change your password. The new password shall comprise a minimum of 8 characters, with at least one upper case letter (A-Z), one lower case letter (a-z), one numeric value (0-9), and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details, such as mobile number and e-mail ID, on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to log in again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN, i.e. '9736', and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times until they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line “KWIL - Postal Ballot through Electronic Voting”.
2. In case of any queries or issues regarding the remote e-voting facility, Members may send an email to evoting@kfintech.com or call KFin Technologies Limited on toll free no. 1800 309 4001. All grievances with regard to remote e-voting facility may be addressed to Ms. Krishna Priya, Sr. Manager, KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032 or by email to einward.ris@kfintech.com from their registered email id.

Members may also refer to the Frequently Asked Questions (FAQs) and E-Voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com>
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**By Order of the Board
For Kwalify Wall’s (India) Limited**

Registered Office:

13th Floor, Oberoi Commerz II,
International Business Park,
Oberoi Garden City, Goregaon East,
Mumbai, Maharashtra, India, 400063

Anand Upadhyay
Company Secretary & Compliance Officer
Membership No: A23622

Mumbai
29th May, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1: Appointment of Mr. Abhijit Bhattacharya (DIN: 11638966) as Non-Executive Non-Independent Director of the Company

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”) of the Company, at its meeting held on 30th March, 2026, after evaluating the skills, experience, expertise and knowledge of Mr. Abhijit Bhattacharya (DIN: 11638966), approved his appointment as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from 30th March, 2026. The Board also designated Mr. Bhattacharya as the Chairperson of the Company with effect from 30th March, 2026.

The Members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. Further, Regulation 17(1C) of the Listing Regulations, as amended from time to time, requires that approval of the shareholders by way of Ordinary Resolution for appointment of a person as a Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

Further, Mr. Abhijit Bhattacharya is a Member of the Nomination and Remuneration Committee of the Company with effect from 30th March, 2026.

Mr. Abhijit Bhattacharya is the Chief Financial Officer of The Magnum Ice Cream Company N.V. and had previously served as Chief Financial Officer for Unilever Ice Cream since 2024. He has nearly four decades of experience across finance, strategy, operations and business transformation, including senior leadership roles across Europe, Asia and the United States.

In his current role, he is responsible for the finance function of The Magnum Ice Cream Company. His areas of experience include financial management, capital allocation, mergers and acquisitions, investor relations, governance, risk management, information technology, shared business services and corporate transformation.

Prior to joining Unilever Ice Cream, Mr. Bhattacharya spent 38 years with Koninklijke Philips N.V., where he held senior leadership positions in finance and operations, including Chief Financial Officer and Member of the Board of Management and Executive Committee, Head of Investor Relations, Chief Financial Officer of Philips Healthcare and Chief Financial Officer of Philips Lighting. He also chaired and supported major strategic transformation initiatives, including separation planning, carve-outs and spin-offs, and has experience in leading finance and operational organisations through complex change.

He has extensive experience in managing cross-border organisations, aligning financial strategy with long-term business objectives and supporting large multinational businesses through transformation, performance management and stakeholder engagement.

Mr. Bhattacharya holds a Bachelor of Commerce from Sydenham College of Commerce & Economics and is an Associate of the Institute of Cost & Management Accountants, India.

Based on the recommendation of the Nomination and Remuneration Committee and having regard to the skills, experience, expertise and knowledge of Mr. Abhijit Bhattacharya, the Board considers him suitable for appointment as a Non-Executive Non-Independent Director of the Company.

Accordingly, approval of the Members is being sought on the appointment of Mr. Abhijit Bhattacharya as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Company has received notice under Section 160 of the Act proposing Mr. Abhijit Bhattacharya’s candidature as a Director of the Company. Mr. Abhijit Bhattacharya is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The requisite details and information in respect of Mr. Abhijit Bhattacharya pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, are provided as **Annexure A** on page 10 to this Notice and form part of this Notice.

Except Mr. Abhijit Bhattacharya, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested, in the Resolution No. 1, except to the extent of their shareholding in the Company, if any.

Documents relating to this item of business shall be available for inspection in the manner set out in point no 6 (vii) of the Notes to this Notice.

The Board considers the appointment of Mr. Abhijit Bhattacharya in the interest of the Company and recommends the Ordinary Resolution as set out in Item No. 1 for approval of Members.

Item No. 2: Appointment of Mr. Tahir Toloy Tanridagli (DIN: 11164403) as a Non-Executive Non-Independent Director of the Company

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“Board”) of the Company, at its meeting held on 30th March, 2026, after evaluating the skills, experience, expertise and knowledge of Mr. Tahir Toloy Tanridagli (DIN: 11164403), approved his appointment as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from 30th March, 2026.

The Members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. Further, Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, requires that approval of the shareholders by way of Ordinary Resolution for appointment of a person as a Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

Mr. Tahir Toloy Tanridagli has over 25 years of experience in the food and beverage sector across multiple international markets. He is currently President – Middle East, Turkey and South Asia (METSAs) at The Magnum Ice Cream Company and had previously served as General Manager for Middle East and Turkey at Unilever Ice Cream. In his current role, he provides strategic direction across markets and oversees business performance and growth across the region.

His areas of experience include general management, business strategy, brand building, marketing leadership, category development and profit and loss management across consumer categories. At Unilever, he held senior leadership positions including Vice President roles in foods and ice cream, General Manager roles for ice cream businesses in the Middle East and Turkey, Marketing Director – Ice Cream, Unilever Turkey, and brand leadership roles in beverages and new projects.

Earlier in his career, Mr. Tanridagli held marketing positions at Mondelez International Inc. (formerly Kraft Foods Inc.). He brings broad experience across categories including foods, beverages, tea and ice cream, together with deep expertise in market development, consumer-led growth, commercial execution and leadership of multi-country and cross-functional teams across Turkey, the Middle East and South Asia.

Mr. Tanridagli holds a degree in Business Administration from Bogaziçi University.

Based on the recommendation of the Nomination and Remuneration Committee and having regard to the skills, experience, expertise and knowledge of Mr. Tahir Toloy Tanridagli, the Board considers him suitable for appointment as a Non-Executive Non-Independent Director of the Company.

Accordingly, approval of the Members is being sought for the appointment of Mr. Tahir Toloy Tanridagli as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Company has received notice under Section 160 of the Act proposing Mr. Tahir Toloy Tanridagli’s candidature as a Director of the Company. He is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The requisite details and information in respect of Mr. Tahir Toloy Tanridagli, pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, are provided as **Annexure A** on page 10 to this Notice and form part of this Notice.

Except Mr. Tahir Toloy Tanridagli, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested, in the Resolution No. 2, except to the extent of their shareholding in the Company, if any.

Documents relating to this item of business shall be available for inspection in the manner set out in point no 6 (vii) of the Notes to this Notice.

The Board considers the appointment of Mr. Tahir Toloy Tanridagli in the interest of the Company and recommends the Ordinary Resolution as set out in Item No. 2 for approval of Members.

Annexure: A

Details of Directors Seeking Appointment

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Abhijit Bhattacharya	Mr. Tahir Toloy Tanridagli
DIN	11638966	11164403
Age	64 years	49 years
Date of birth	18th October, 1961	24th July, 1976
Nationality	Indian	Turkish
Date of first appointment on the board	30th March, 2026	Appointed as an Additional Director (Non-Executive Non-Independent Director) with effect from 25th June, 2025 and ceased to hold office with effect from 21st November, 2025. He was re-appointed as an Additional Director (Non-Executive Non-Independent Director) with effect from 30th March, 2026.
Qualification	Bachelor of Commerce from Sydenham College of Commerce & Economics; Associate of the Institute of Cost and Management Accountants of India	Degree in Business Administration from Bogaziçi University, Faculty of Economics and Administrative Sciences
Experience and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Finance, accounting and financial control • Strategic finance, capital allocation and treasury oversight • Mergers and acquisitions, carve-outs, separations and spin-offs • Corporate transformation, restructuring and performance management • Investor relations and stakeholder engagement • Corporate governance, risk management and compliance oversight • Information technology, shared business services and finance process leadership • Separation planning, carve-outs, spin-offs and large-scale business transformation • Leadership of global and cross-border operations • Operations, shared business services and finance transformation • Senior leadership experience in multinational consumer and healthcare businesses <p>For further details, refer Notice and Explanatory Statement</p>	<ul style="list-style-type: none"> • General management and business leadership in FMCG and ice cream businesses • Regional leadership across the Middle East, Turkey and South Asia • Profit and loss management and commercial execution • Brand building, marketing strategy and category development • Go-to-market strategy, sales and distribution management • Leadership of cross-border and multicultural teams • Business growth and market expansion across multiple geographies • Stakeholder management and collaboration with regional and global leadership teams • Category leadership across foods, beverages, tea and ice cream businesses • Strategic direction, market development and oversight of regional business performance • Experience across foods, beverages, tea and ice cream categories <p>For further details, refer Notice and Explanatory Statement</p>

Terms and conditions of appointment	Appointed as a Non-Executive Non-Independent Director with effect from 30th March, 2026	Appointed as a Non-Executive Non-Independent Director with effect from 30th March, 2026
Details of remuneration last drawn	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Directorships in other Companies (excluding foreign companies)	Nil	Nil
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	Nil
Listed entities from which the Director has resigned in last 3 (three) years	Nil	Nil
No. of Board Meetings attended during FY 2025-26	Not Applicable	One
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None
No. of shares held either directly or as a beneficial owner	None	None

**By Order of the Board
For Kquality Wall's (India) Limited**

Registered Office:

13th Floor, Oberoi Commerz II,
International Business Park,
Oberoi Garden City, Goregaon East,
Mumbai, Maharashtra, India, 400063

Anand Upadhyay
Company Secretary & Compliance Officer
Membership No: A23622

Mumbai
29th May, 2026