



KILITCH DRUGS (INDIA) LIMITED

Kilitch Drugs (India) Limited
CIN: L24239MH1992PLC066718

Registered Office: C-301/2, M.I.D.C. TTC Industrial Area, Pawane Village,
Navi Mumbai - 400 705.

Tel: 022 61214100 **Website:** www.kilitch.com

E-mail: pushpanyoupane@kilitch.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of Kilitch Drugs (India) Limited will be held on Friday, 26th September, 2025 at 9:30 am through Video Conferencing or Other Audio Visual means only to transact the business:

ORDINARY BUSINESS:

1. Adoption of Financial Statement

To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2025, together with the Report of the Board of Directors and Auditors thereon;

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board and Independent Auditors thereon and other Annexures and attachment therewith, as circulated to the members be and are hereby received, considered, approved and adopted."

2. Appointment of Mr. Bhavin Mehta (DIN: 00147895) as a director who retires by rotation and being eligible, offers herself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Bhavin Mehta (DIN: 00147895) as a Director, to the extent that she is required to retire by rotation."

SPECIAL BUSINESS:

3. To approve re-appointment of Mr. Mukund Mehta (DIN: 00147876) as the Managing Director of the Company:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association, the approval of Members be and is hereby accorded to re-appoint Mr. Mukund Mehta [DIN: 00147876] as a Managing Director of the Company and Key Managerial Personnel, for a further period of 5 (Five) years with effect from 1st April, 2026 to 31st March, 2031, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, on the following terms and conditions with liberty and authority to the Board of Directors to alter and vary the terms and conditions including remuneration of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Mukund Mehta, which are as follows:

i. Salary: not exceeding Rs. 10,00,000/- (Rupees Ten Lakh Only) per month based on the merit and taking into account the Company's Performance or such amount as may be decided by the Board of Directors of the Company from time to time;

ii. The Managing Director shall be entitled to use the



company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company;

iii. The Managing Director shall be entitled for fully furnished accommodation not exceeding Rs. 3,00,000 per month;

iv. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company;

v. Reimbursement of Medical Expenses & LTC for him and his family as per the rules of the Company;

vi. Performance Linked Pay, Incentives, Keyman Insurance Policies and such other benefits and allowances as decided by the Board of Directors from time to time.

vii. Other perquisites, allowances, leave on full pay, contribution towards Provident Funds, Gratuity, benefits and amenities as per the service rules of the Company as applicable from time to time.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Mukund Mehta[DIN: 00147876], in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mrs. Mira Mehta, Managing Director, Mr. Bhavin Mehta, Wholetime Director, and Company Secretary of the Company be and are hereby authorized, severally, to sign, execute and to do all acts, file requisite e-form, applications, deeds, documents and writings wherever necessary for and on behalf of the Company and take all such steps including to delegate all or any of the powers conferred herein as may be necessary, proper or expedient to give effect to this resolution."

4. Continuation of Office of Independent Director of Mr. Vasudev Krishna Murti (DIN:00567672) as Non-Executive Independent Director of the Company

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

Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, and other applicable provisions if any, consent of the members of the Company be and is hereby accorded to continuation of Mr. Vasudev Krishnamurti (DIN: 00567672) as a Non-Executive & Independent Director of the Company who shall attend the age of 75 years on 18th March, 2026 during his second term as Independent Director of the Company."

5. Appointment of M/s Deep Shukla & Associates, Company Secretary in Practice as the Secretarial Auditor of Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution;

"RESOLVED THAT pursuant to the provisions of the Sections 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), or reenactment(s) thereof, for the time being in force), and subject to the receipt of such other approvals, consent and permission as may be required, M/s Deep Shukla & Associates, Company Secretary in Practice as the Secretarial Auditor of Company (having peer review no. 2093/2022) be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

RESOLVED FURTHER THAT Mr. Mukund Mehta, Managing Director, Mr. Bhavin Mehta, Wholetime Director, Mrs. Mira Mehta, Managing Director and Ms. Pushpa Nyoupane, Company Secretary be and is hereby authorized, severally, to do all such acts, deeds, matters and things as may be necessary, including filing the requisite forms or submission of documents with any authorities and accepting any modifications to the terms of appointment."



6. Waive off of PLI given to executive directors

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to waive off the PLI given to executive directors as set out in the statement enclosed to the notice convening this meeting.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary be and is hereby authorized, severally, to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.”

7. to ratify the remuneration to Cost Auditor 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s Arvind Kumar & Co. Cost Accountants (Firm Registration No. 000646), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026, amounting to Rs. 60,000 (Rupees Sixty Thousand only) excluding taxes, be ratified.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board
For **Kilitch Drugs (India) Limited**

Sd/-

Pushpa Nyoupane
Company Secretary
Place: Mumbai
Date: 13th August, 2025
Regd. Office: C-301/2, M.I.D.C.
TTC Industrial Area, Pawane Village,
Navi Mumbai - 400 705

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars issued in this regard, the latest being General circular 09/2024 dated 19th September, 2024 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 6th October, 2023 and 3rd October, 2024, has permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) / other audio-visual means (OAVM), without the physical presence of the Members at a common venue.

In view of the above, it has been decided to convene the 33rd AGM of the Company through VC / OAVM only. The deemed venue for the 33rd AGM shall be the Registered Office of the Company. As the AGM is being conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice

2. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 (the Act)

3. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with applicable Rules setting out all material facts of the businesses specified above is annexed hereto. Brief profiles and other additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking re-appointment is also annexed to the Notice.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 26th September, 2025.

Members seeking to inspect such documents can send an email to pushpanyoupane@kilitch.com.

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at www.kilitch.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19th September, 2025 to Friday, 26th September, 2025 (both days inclusive).

7. Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Any shareholder who is desirous of dematerializing their securities may write to the Company at pushpanyoupane@kilitch.com or to the RTA at rnt.helpdesk@in.mpms.mufig.com

8. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent



Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to MUFG Intime India Private Limited, in case the shares are held in physical form.

10. All documents / requests and other communications relating to equity shares should be addressed to the Company's RTA at the address mentioned below;

M/s. MUFG Intime India Private Limited
Unit: Kilitch Drugs (India) Limited
C-101, 247 Park, L.B.S Marg, Vikhroli (West)
Mumbai- 400 083.
Tel: 8108116767
Toll-free number: 1800 1020 878

11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividend not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the address given in this report.

Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share

Transfer Agent.

12. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, MUFG Intime India Private Limited. The forms for updating the same are available at Company website at www.kilitch.com. Members holding shares in electronic form are requested to submit their PAN, KYC details to their depository participants.

13. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

14. All the members wishing to ask the questions during the 33rd Annual General Meeting of the Company and register themselves as a speaker shall forward them to the corporate office of the Company at 37, Ujagar Industrial Estate, W. T. Patil Marg, Deonar, Mumbai – 400088 or send them through email at pushpanyoupane@kilitch.com on or before Friday, 19th September, 2025.

15. Procedure for 'remote e-voting' and e-voting at the AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of MUFG Intime India Private Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

The Company is providing facility for voting by



electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice shall be transacted through such e-voting facility.

Voting rights of the members for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 18th September, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting facility to be provide in the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.

The remote e-voting facility shall commence on Monday, 22nd September, 2025 (9:00 a.m. IST) and ends on Thursday, 25th September, 2025 (5:00 pm IST). The e-voting Module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by a member, it cannot be changed subsequently.

The facility of e-voting through the same portal provided by MUFG Intime India Private Limited will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but shall not be entitled to cast their votes once again.

The Scrutiniser (Deep Shukla & Associates, Company Secretaries) shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing will declare the results of voting forthwith.

The voting results declared along with the report of the

scrutinizer shall be placed on the Company's website at www.kilitch.com and on the website of Link Intime India Private Limited immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various portals directly from their demat accounts.

Detailed instruction to for remote e-voting and instruction to join meeting through video conferencing are provided as annexure to this report.

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

Statement pursuant to Section 102 of the Companies Act, 2013, read with the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2)

Item No: 3

The Members of the Company at their meeting held on 29th day of September, 2021 had approved appointment of Mr. Mukund Mehta as Managing Director of the Company for a period of 5 years. Further, the members at their meeting held on 11th April, 2023, approved continuation of his appointment as Managing Director of the Company upon attaining age of 70 years.

After considering the expertise in pharmaceutical industry with good command over international market, management, business development and his contribution towards the Company over the decades, the Nomination and Remuneration Committee has recommended the reappointment of Mr. Mukund Mehta as a Managing Director of the Company and the Board considers his reappointment for further period of 5 years.

Mr. Mukund Mehta is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Mr. Bhavin Mehta and Mrs. Mira Mehta being relative of Mr. Mukund Mehta are interested to this resolution. Save and except the above, none of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the



said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

Item No: 4

At the Extra Ordinary General Meeting of the Company held on 11th April, 2023, members of the Company re-appointed Mr. Vasudev Krishnamurti as a non-executive independent director of the Company for second term of 5 years with effect from 16th March, 2023.

Further, as per the regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non-Executive Director, after attaining age of 75 years, also requires approval of member of the Company by way of special resolution. Mr. Vasudev Krishnamurti as a non-executive independent director of the Company shall attain age of 75 years in the month of March, 2026 during second term of his appointment.

Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company recommend for passing special resolution for continuation of holding of office of non-executive independent director by Mr. Vasudev Krishnamurti upon attaining the age of 75 years on 18th March, 2026.

Item No. 5

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 (Act) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 17th May, 2025 have approved and recommended the appointment of M/s Deep Shukla & Associates, Company Secretaries in Practice., Mumbai as the Secretarial Auditors of the Company for an audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30.

M/s Deep Shukla & Associates, Company Secretaries in Practice are specialized in Secretarial Audit and other corporate law matters. They have an experience of more than 20 years in providing various corporate law services. The Firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuing the highest

standards in professional practices.

M/s Deep Shukla & Associates, Company Secretary in Practice. have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if made, would be within the limits specified under the Act & Rules made thereunder and SEBI Listing Regulations. They have further confirmed that they are not disqualified and are eligible to be appointed as Secretarial Auditors of the Company in terms of the provisions of the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed their independence and the services to be rendered by them as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD - PoD - 2/CIR/P/2024/185 dated 31st December, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolutions set forth in Item No. 5 of this Notice for approval of the members by way of an Ordinary Resolution.

Item No. 6

The Contribution by Mr. Mukund Mehta, Managing Director, Mrs. Mira Mehta, Managing Director and Mr. Bhavin Mehta, Wholetime Director towards company is instrumental in defining and enhancing company business and brand value of the Company. Their unwavering commitment to providing feedback and guidance on critical matters, along with their vast experience, significantly strengthen the Company's leadership. As the company embarks on ambitious strategic growth plans, their role becomes even more vital, requiring his active participation in key decision-making processes. Addressing these intricate challenges will demand both their expertise and an increased investment of time.

Recognizing these contributions, company's achievement during the year ending 31st March, 2025 and following the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13th August, 2025 approved the payment of performance linked pay to Mr. Mukund Mehta, Managing Director, Mrs. Mira Mehta, Managing Director and Mr. Bhavin Mehta, Wholetime Director as follows;



Mr. Mukund Mehta – Rs. 10,00,000/-

Mr. Bhavin Mehta – Rs. 10,00,000

Mrs. Mira Mehta – Rs. 5,00,000/-

All the terms and conditions of their appointment including remuneration approved earlier by the shareholders remain unchanged and continue to be effective. consent of the Members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice.

Item No. 7

The Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2025, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s Arvind

Kumar & Co. Cost Accountants (Firm Registration No. 000646), as a Cost Auditor, to conduct audit of Cost Records maintained by the Company for the financial year 2025-26.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor needs ratification by the Members.

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

The Board recommends the resolutions set forth in Item No. 6 of this Notice for approval of the members by way of an Ordinary Resolution.

Annexure - 1 to Notice of Annual General Meeting

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

[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Mukund Mehta	Mr. Vasudev Krishna Murti	Mr. Bhavin Mehta
Date of Birth	10/08/1953	18/03/1952	30/09/1976
Actual date of Appointment	12/05/1992	16/03/2018	29/09/2007
Qualifications	Bachelor of Commerce, Bachelor of General Law and Diploma in Marketing	Bachelor of Commerce, Post Graduate Diploma in Marketing and Business Management	Post Graduate Diploma in Management, Bachelor of Pharmaceutical Sciences,
Expertise in Specific Functional Area	Over the 5 decades of experience in pharmaceutical industry with expertise in operations and marketing, legal and finance and overall management.	Immense knowledge and experience in Sales and Channel Management having good command in Finance	Over the decades of experience in pharmaceutical industry with good command over international marketing and operations, business development and overall management
Directorships held in other listed companies	NIL	NIL	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies	NIL	NIL	NIL
Shareholding of Directors	11,40,647 equity shares (7.09%)	NIL	25,23,138 equity shares (15.68%)
Relationship between Directors inter-se	Father of Mr. Bhavin Mehta and Father – in-law of Mrs. Mira Mehta	NIL	Son of Mr. Mukund Mehta, Managing Director and Husband of Mrs. Mira Mehta



Annexure – 2 to Notice of Annual General Meeting

A. REMOTE E-VOTING INSTRUCTIONS

In terms of SEBI circular no. SEBI / HO / CFD / PoD2 / CIR / P / 2023 / 120 dated 11th July, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'

- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



Individual Shareholders registered with CDSL Easi/Easiest facility

METHOD 1 - CDSL Easi/Easiest facility:

Shareholders registered for Easi/Easiest facility:

a) Visit URL:

<https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/Easiest facility:

a) To register, visit URL:

<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: <https://www.cdslindia.com>

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links

of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID

2.Password: Enter existing Password

3.Enter Image Verification (CAPTCHA) Code

4.Click "Submit".



(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in NSDL form, shall provide ‘D’ above
- Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

b) Select ‘View’ icon. E-voting page will appear.

c) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

d) After selecting the desired option i.e. Favour/ Against, click on ‘Submit’.

e) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE:

Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – CUSTODIAN / CORPORATE BODY/ MUTUAL FUND REGISTRATION

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to



insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – INVESTOR MAPPING

a) Visit URL:

<https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on “Investor Mapping” tab under the Menu Section

c) Map the Investor with the following details:

1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.

3) ‘Investor PAN’ - Enter your 10-digit PAN.

4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – STEPS TO CAST VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL:

<https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on “Votes Entry” tab under the Menu section.

c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.

d) Enter “16-digit Demat Account No.”.

e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL:

<https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will see “Notification for e-voting”.

c) Select “View” icon for “Company’s Name / Event number”.

d) E-voting page will appear.

e) Download sample vote file from “Download Sample Vote File” tab.

f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode /



Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has

forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

B. INSTRUCTION TO ATTEND THE GENERAL MEETING THROUGH VIDEO CONFERENCING

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies



can conduct their AGMs/ EGMs on or before 30th September, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.

c) Select the “Company Name” and register with your following details:

d) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back”



and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the

Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022-4918 6000/4918 6175.

By order of the Board
For **Kilitch Drugs (India) Limited**

Sd/-

Pushpa Nyoupane
Company Secretary
Place: Mumbai
Date: 13th August, 2025