



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF KILITCH DRUGS (INDIA) LIMITED WILL BE HELD on Wednesday at 9.00 am 29th September 2021 through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the businesses as mentioned below.

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT FINANCIAL STATEMENT:-

To consider and adopt the Audited Standalone and Consolidated Financial statements of the Company for the financial year ended 31st March 2021, and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. TO APPOINT A DIRECTOR LIABLE TO RETIRE BY ROTATION:-

Re-appointment of Mrs. Mira Bhavin Mehta (DIN:01902831) Director liable to retire by rotation. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Mira Bhavin Mehta (DIN: 01902831), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. TO APPOINT M/S SURYAPRAKASH MAURYA & CO, CHARTERED ACCOUNTANTS (FRN:147410W) AS THE AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

To appoint M/S Suryaprakash Maurya & Co (FRN:147410W) as statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or Re-enactment(s) thereof for time being in force), pursuant to the recommendations of the audit committee and Board of Directors of the Company, M/s Suryaprakash Maurya & Co, Chartered Accountants (FRN:147410W) be and is hereby appointed as the statutory auditors of the Company (in place of M/s. A. M. Ghelani & Co. Chartered Accountants, whose term has expired in this Annual General Meeting), to hold office from the conclusion of this AGM till the conclusion of thirty fourth AGM to be held in the year 2026 on such remuneration plus taxes, out of pocket

expenses as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary to give effect to this resolution."

SPECIAL BUSINESS:

4. TO APPROVE THE REAPPOINTMENT 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, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation by Nomination & Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, approval of the Company be and is hereby accorded for the re-appointment of Mr. Mukund Mehta [DIN: 00147876] as a Managing Director for a further period of 5 years w.e.f. 1st April 2021, (i.e. From 1st April 2021 to 31st March 2026) on the remuneration and on such terms and conditions as set out in the statement annexed to the notice convening this meeting with liberty and authority to the Board of Directors to alter and vary the terms and conditions 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.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Mukund Mehta [DIN: 00147876], in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

FURTHER RESOLVED THAT any one of the Directors/KMP, of the Company be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Ministry of Corporate Affairs [Registrar of Companies, Maharashtra]."



5. TO APPROVE INCREASE IN REMUNERATION OF MR. BHAVIN MUKUND MEHTA (DIN: 00147895), WHOLETIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and all 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 or the time being in force) applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded for revision in remuneration of Mr. Bhavin Mehta [DIN: 00147895], Wholetime director of the Company with effect from 1st April, 2021 for his remaining term, till 31st August 2022, on the such terms and conditions as set out in the Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Bhavin Mehta.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Bhavin Mehta as Whole-time Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.”

FURTHER RESOLVED THAT any one of the Directors/KMP, of the Company be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Ministry of Corporate Affairs [Registrar of Companies, Maharashtra].”

Place: Mumbai
Date: 13th August, 2021

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

6. TO APPROVE INCREASE IN REMUNERATION OF MRS. MIRA BHAVIN MEHTA (DIN: 01902831), WHOLETIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and all 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 or the time being in force) applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded for revision in remuneration of Mrs. Mira Bhavin Mehta [DIN: 01902831], Wholetime director of the Company with effect from 1st April, 2021 on her remaining term, till 13th November 2023 on the such terms and conditions as set out in the Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mrs. Mira Bhavin Mehta.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mrs. Mira Bhavin Mehta as Whole-time Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.”

FURTHER RESOLVED THAT any one of the Directors/KMP, of the Company be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Ministry of Corporate Affairs [Registrar of Companies, Maharashtra].”

For & on behalf of Board of Directors of
Kilitch Drugs (India) Limited

Sd/-
Mukund Mehta
Managing Director
[DIN: 00147876]



NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Also, in compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company www.kilitch.com

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the

members such as the President of India or the Governor of a State or body corporate can attend the 29th AGM through VC/OAVM and cast their votes through e-voting.

4. The members who have not yet registered their e- mail ids with the Company may contact **Link Intime India Private Limited**, on rnt.helpdesk@linkintime.co.in or 022- 49186000 for registering their e- mail ids on or before September 22, 2021. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.

5. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

6. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.

7. 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 **Link 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.

8. The facility of e-voting through the same portal provided by **Link 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 will not be entitled to cast their votes once again.

9. 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. 22nd September, 2021**. 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 system 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.

10. The remote e-voting facility shall commence on Sunday, September 26, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (5:00 pm IST). The e- voting Module shall be disabled by **Link Intime India Private Limited** for voting thereafter.



Once the vote on a resolution is cast by a member, it cannot be changed subsequently.

11. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2020-21 shall also be available on the Company's website www.kilitch.com

12. The results declared along with the report of the scrutinizer shall be placed on the Company's website 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. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

13. Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. Link Intime India Private Limited In for reply to their queries/ redressal of complaints, if any

14. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.

15. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 23rd September, 2021 to Wednesday, 29th September, 2021** (both days inclusive).

16. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as Annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there-under.

18. 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 will be transacted through such voting.

19. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.

20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

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

Members are requested to note that dividends 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). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address: M/s. Link Intime India Private Limited.

22. 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.

23. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

UNIT: KILITCH DRUGS (INDIA) LIMITED
C/o. Link Intime India Private Limited
Registrar & Share Transfer Agent
C 101, 247 Park, L.B.S.Marg,
Vikhroli (West), Mumbai - 400083.
Tel: 022- 49186000; Fax: 022-49186060



Instructions for Voting through electronics means attending AGM through Video conferencing

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by **Link Intime India Private Limited** through instavote.

The remote e-voting facility shall commence from 9:00 a.m. IST on on Sunday, September 26, 2021 and will end at 5:00 pm IST Tuesday, September 28, 2021. Remote E- voting will not be allowed beyond the aforesaid date and time and the Remote E- Voting module shall be disabled by Link Intime India Private Limited upon expiry of aforesaid period.

The Members may cast their votes through instavote ("Remote E-voting").

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e -Voting services. Click on "Access to e-Voting" under e -Voting services and you will be able to see e -Voting page. Click on company name or e -Voting service provider 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. • If the user is not registered for IDeAS e -Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e -Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. A fter successful authentication, you will be redirected to NSDL Depository site wherein you can see e -Voting page. Click on company name or e -Voting service provider name and you will be redirected to e -Voting service provider website for casting your vote during the remote e -Voting period or joining virtual meeting & voting during the meeting.



Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e -Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e -Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e -Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.Once login, you will be able to see e -Voting option. Once you click on e -Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e -Voting service provider name and you will be redirected to e -Voting service provider website for casting your vote during the remote e -Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <ul style="list-style-type: none">A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none">Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <p>► 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).</p>



	<p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>4. After successful login, you will be able to see the notification for e -voting. Select ‘View’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. 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).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 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.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 -23058738 or 22 - 23058542 - 43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

InstaVote Support Desk
Link Intime India Private Limited



GENERAL INSTRUCTIONS:

1. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut off date i.e. **22 September 2021**.
2. The remote e-voting facility shall commence on **Sunday, September 26, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (5:00 pm IST)**. The e- voting Module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by a member, it cannot be changed subsequently
3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut Notice of the AGM and holds shares as on the cutoff date for voting i.e. Wednesday, September 22, 2021, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Mr. Deep Shukla, Practicing Company Secretary (FCS No. 5652 CP. No. 5364) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
6. The Scrutinizer shall 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 shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.kilitch.com and on the website of Linkintime at <https://instavote.linkintime.co.in> and shall also be communicated to BSE Limited and NSE Limited.

PROCESS AND MANNER FOR ATTENDING THE TWENTY NINTH AGM THROUGH INSTAMEET:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

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

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on garimatrivedi@kilitch.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.



5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.

5. 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.

6. 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



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

Item No. 3:

The Members of the Company on 29th September 2017, appointed M/s. A. M. Ghelani & Co. Chartered Accountants (FRN:103173W) as the statutory auditors of the Company, to hold office till the conclusion of the 29th Annual General Meeting to be held in financial year 2021. M/s. A. M. Ghelani & Co. will complete their present term on conclusion of this AGM, in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended to the approval of the Members, appointment of M/s Suryaprakash Maurya & Co, Chartered Accountants (FRN:147410W), as the new Auditors of the Company for a period of five years till the conclusion of the thirty fourth AGM to be held in the year 2026.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Suryaprakash Maurya & Co., to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Suryaprakash Maurya & Co., have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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

The Board recommends this Resolution for your approval.

Item No.4

Mr. Mukund Mehta was appointed as the Managing Director at the 24th Annual General Meeting of the company held on 30 September 2016 for a period of 5 years.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view the relevant experience, the Board of Directors of the Company at its meeting held on 22nd June 2021 has re-appointed him as the Managing Director of the Company for a further period of 5 years commencing from 1 April 2021 subject to the approval of the members of the Company.

The terms and conditions of his re-appointment are as under:

Category	Particulars
Basic Salary	Upto maximum Rs.10,00,000/- (Rupees Ten Lacs Only) per month or Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) per annum based on merit and taking into account the Company's Performance.
Perquisites and Allowances	Category A
	Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy.
	Leave Travel Concession: Company shall provide leave travel fare for the Managing Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.



	<p>Accomodation: Company shall provide furnished accomodation to the Managing Director.</p> <p>Category B</p> <p>The Company shall contribute towards Provident Funds/ Superannuation Fund/ Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act.</p> <p>The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.</p> <p>Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated butnot availed of will be allowed to be encashed at the end of the term as per Company rules.</p> <p>The perquisites under this category shall not be included in the computation of ceiling on remuneration.</p>
	<p>Category C</p> <p>The Company shall provide a car with a driver at the cost of the Company for busines use of the Company.</p> <p>The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.</p> <p>Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.</p> <p>Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Managing Director.</p>
<p>Sitting Fees</p>	<p>The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.</p>
<p>General</p>	<p>I. The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board directions given by the Board from time to time in all respects and conform to and comply with all directions and regulations as may from time to time be given and made by the Board.</p>



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| | <p>ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</p> <p>iii. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.</p> |
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The above may be treated as a written memorandum setting aside the terms of re-appointment of Mr. Mukund Mehta under Section 130 of the Companies Act, 2013. The brief profile of Mr. Mukund Mehta is annexed to this notice.

Except Mr. Mukund Mehta (being himself), Mr. Bhavin Mehta (Son) and Mrs. Mira Mehta (Daughter in-law), no other director of the Company may be deemed to be interested or concerned in the passing of this resolution.

No other directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this resolution.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the shareholders.

Item No.5:-

Mr. Bhavin Mehta was re-appointed as the Whole-time Director of the Company at the 25th AGM of the Company held on 29 September 2017 for a period of 5 years commencing from 1 September 2017.

Further, considering the contribution made by Mr. Bhavin Mehta and the progress made by the Company under his guidance and as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 22 June 2021 has approved the revision in remuneration of Mr. Bhavin Mehta w.e.f. 1st April, 2021 for his remaining term, on such terms and conditions as mentioned herein below.

Category	Particulars
Basic Salary	Upto maximum Rs.10,00,000/- (Rupees Ten Lacs Only) per month or Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) per annum based on merit and taking into account the Company's Performance.
Perquisites and Allowances	Category A Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy.
	<p>Leave Travel Concession: Company shall provide leave travel fare for the Wholetime Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.</p> <p>Accomodation: Company shall provide furnished accomodation to the Wholetime Director.</p>



	<p>Category B</p> <p>The Company shall contribute towards Provident Funds/ Superannuation Fund/ Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act.</p> <p>The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.</p> <p>Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.</p> <p>The perquisites under this category shall not be included in the computation of ceiling on remuneration.</p>
	<p>Category C</p> <p>The Company shall provide a car with a driver at the cost of the Company for business use of the Company.</p> <p>The Wholetime Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.</p> <p>Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.</p> <p>Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to Wholetime Director.</p>
Sitting Fees	<p>The Wholetime Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.</p>
General	<p>I. The Wholetime Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.</p>



	<p>ii. The Wholetime Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</p> <p>iii. The Wholetime Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.</p>
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Except, Mr. Bhavin Mehta (being himself), Mrs. Mira Mehta (Wife) and Mr Mukund Mehta (father), no other director of the Company may be deemed to be interested or concerned in the passing of this resolution.

No other directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this resolution.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Board recommends the Special Resolution set out in Item No. 5 of the Notice for approval by the shareholders.

Item No.6:-

Mrs. Mira Mehta was re-appointed as the Wholetime Director of the Company at the 27th AGM of the Company held on 29 September 2019 for a period of 5 years commencing from 14 November 2018.

The Nomination and Remuneration Committee has completed the annual performance appraisal of all the executive directors of the Company. In view of the Board of Directors at its Meeting held on 13 August 2021, approved the revision in remuneration w.e.f. 1st April, 2021 for her remaining term, on the such terms and conditions as mentioned herein below.

Category	Particulars
Basic Salary	Upto maximum Rs.8,00,000/- (Rupees Eight Lacs Only) per month or Rs. 96,00,000/- (Rupees Ninety Six Lacs Only) per annum based on merit and taking into account the Company's Performance.
Perquisites and Allowances	<p>Category A</p> <p>Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy.</p> <p>Leave Travel Concession: Company shall provide leave travel fare for the Wholetime Director and her family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.</p> <p>Accommodation: Company shall provide furnished accommodation to the Wholetime Director.</p> <p>Category B</p> <p>The Company shall contribute towards Provident Funds/ Superannuation Fund/ Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act.</p>



	<p>The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.</p> <p>Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.</p> <p>The perquisites under this category shall not be included in the computation of ceiling on remuneration.</p>
	<p>Category C</p> <p>The Company shall provide a car with a driver at the cost of the Company for business use of the Company.</p> <p>The Wholetime Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.</p> <p>Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.</p> <p>Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Wholetime Director.</p>
<p>Sitting Fees</p>	<p>The Wholetime Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. She shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by her for attending meeting of the Board of Directors and the Committees thereof.</p>
<p>General</p>	<p>i. The Wholetime Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.</p> <p>ii. The Wholetime Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</p> <p>iii. The Wholetime Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.</p>



KILITCH DRUGS (INDIA) LTD.

Except Mrs. Mira Mehta (being herself), Mr. Bhavin Mehta (Son) and Mr. Mukund Mehta (father in-law), no other director of the Company may be deemed to be interested or concerned in the passing of this resolution.

No other directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this resolution.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

Place: Mumbai
Date: 13th August, 2021

For & on behalf of Board of Directors of
Kilitch Drugs (India) Limited

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

Sd/-
Mukund Mehta
Managing Director
[DIN: 00147876]



Annexure to Notice
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	Mrs. Mira Mehta
Date of Birth	10/08/1953	06/08/1978
Actual date of Appointment	12/05/1992	17/10/2013
Qualifications	B.COM, BGL	B.COM
Expertise in Specific Functional Area	36 years of experience in pharmaceutical industry with good command over export market	13 years of experience in pharmaceutical industry
Directorships held in other listed companies (As on March 31, 2021)	NIL	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2021)	NIL	NIL
Shareholding of Directors (As on March 31, 2021)	8,90,647 equity shares (5.75%)	NIL
Relationship between Directors inter-se	Father of Bhavin Mehta and Father-in-Law of Mrs. Mira Mehta	Wife of Mr. Bhavin Mehta and Daughter in law of Mr. Mukund Mehta