



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 32nd Annual General Meeting ("AGM") of Kilitch Drugs (India) Limited will be held on Friday, 27th September, 2024 at 9:30 am through Video Conferencing or Other Audio Visual means 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, 2024, together with the Report of the Board of Directors and Auditors thereon;

2. Appointment of Mrs. Mira Bhavin Mehta (DIN: 01902831) as a director who retires by rotation and being eligible, offers herself for re-appointment

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV 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 reappoint Mrs. Mira Bhavin Mehta (DIN: 01902831) as a Director, to the extent that she is required to retire by rotation."

3. Appointment of M/s C Sharat & Associates Chartered Accountants as Statutory Auditors 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 139 and 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modifications(s) or re-enactment thereof for the time being in force] and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint

M/s C Sharat & Associates, Chartered Accountants having firm registration no. 128593W as Statutory Auditors of the Company for a term of three consecutive years from the conclusion of the 32nd Annual General Meeting (AGM) until the conclusion of the 35th Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Mukund Mehta, Managing Director, Mr. Bhavin Mehta and Mrs. Mira Mehta, Wholetime Director, Mr. Sunil Jain, Chief Financial Officer and Ms. Pushpa Nyupane, Company Secretary of the Company be and are hereby authorized severally on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies."

SPECIAL BUSINESS:

4. Appointment of Mr. Dipen Jayantilal Jain (DIN: 01148262) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dipen Jayantilal Jain (DIN: 01148262), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 27th August, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds



office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a recommendation by Nomination and Remuneration Committee, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation and entitled for sitting fees for attending meetings, to hold office for a term of 5 (five) consecutive years commencing from 27th August, 2024 to 26th August, 2029 (both days inclusive).”

5. Change in designation of Mrs. Mira Bhavin Mehta[DIN:01902831] from Whole time Director to Managing 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 in partial modification of the earlier resolution approved by the shareholders on 29th September, 2023, Mrs. Mira Bhavin Mehta (DIN:01902831), who was appointed as wholetime director of the company for a period of five consecutive years effect from 14th November, 2023 till 13th November, 2028, as per recommendation of Nomination and Remuneration Committee, be and is hereby re-designated as Managing Director of the Company, effective from 26th August, 2024.

RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and

conditions of her appointment as approved by the shareholders at their meeting held on 29th September, 2023 remain unchanged.”

6. 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, 2025, amounting to Rs. 60,000 (Rupees Sixty Thousand only) excluding taxes, be ratified.

RESOLVED FURTHER 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**

Pushpa Nyoupane
Company Secretary
Place : Mumbai
Date: 30th August, 2024
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 Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/ CIR/2023/001 dated 5th January, 2023 and SEBI/HO/ DDHS/P/CIR/2023/0164 dated 6th October, 2023 has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company. As the AGM shall be conducted through VC/OAVM only, the facility for appointment of Proxy by the Members is not applicable for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

2. 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(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment, are also annexed to the Notice.

3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 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.

4. The Register of Members and Share Transfer Books

of the Company will remain closed from Friday, 20th September, 2024 to Friday, 27th September, 2024 (both days inclusive).

5. 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@linkintime.co.in.

6. 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.

7. 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 M/s. Link Intime India Private Limited, in case the shares are held in physical form.

8. 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 following address: M/s. Link Intime India Private Limited, 247 park, C – 101, 1st Floor, LBS Marg, Vikhroli West, Mumbai – 400083.

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.

9. 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, Link 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.

10. 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.

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. 27th September, 2024.

11. Members seeking to inspect such documents can send an email to pushpanyoupane@kilitch.com / rnt.helpdesk@linkintime.co.in.

12. All the members wishing to ask the questions during the 32nd 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, 20th September, 2024.

13. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

14. 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 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.

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. Friday, 20th September, 2024. 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 Tuesday, 24th September, 2024 (9:00 a.m. IST) and ends on Thursday, 26th September, 2024 (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.

The facility of e-voting provided by Link Intime India Private Limited will be available during the Meeting through Video Conferencing 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 Video Conferencing but shall not be entitled to cast their votes 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.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) 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>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:



- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- 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.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime 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, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and



register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

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.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in NSDL form, shall provide 'D' above

- 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).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/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) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:

- a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

b. 'Investor's Name' - Enter full name of the entity.

c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.



- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1 - Votes Entry

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

Method 2 - Votes Upload:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

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

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 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 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:

Shareholders 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”.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- 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).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, 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 General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer 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 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.

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 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

M/s Suryaprakash Maurya & Co., Chartered Accountant, resigned from the Company as statutory auditors of the Company with effect from 13th August, 2024 due to their pre-occupation and due to expansion of day-to-day operation of the Company, a large team



would be required to complete the audit process diligently. Pursuant to resignation of M/s Suryaprakash Maurya & Co., Chartered Accountant and on the basis of recommendation of Audit Committee, the Board of Directors of the Company, as per recommendation of audit committee, approved the appointment of M/s C Sharat & Associates, Chartered Accountant (FRN:128593W) as statutory auditors of the Company at their meeting held on 30th August, 2024 to hold office upto the ensuing AGM.

The Audit Committee and the Board of directors of the Company recommend the appointment of M/s C Sharat & Associates, Chartered Accountants as statutory auditors of the Company for a term of 3 years from the conclusion of 32nd Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company as Ordinary Resolution as set out in Item No. 3 above.

Item No: 4

Mr. Dipen Jayantilal Jain (DIN:01148262), on recommendation of nomination and remuneration committee, was appointed as an additional director (Non-Executive, Independent Director) of the Company pursuant to section 149 of the Act, read with applicable rules, by the Board of Directors of the Company, for a term of 5 consecutive years effective from 27th August, 2024 at their meeting held on 26th August, 2024, subject to the approval of the members of the Company at ensuing AGM. Mr. Dipen Jayantilal Jain fulfills the requirements of an Independent Director as laid down under Section 149(6) and regulations 16(1)(b) of the SEBI Listing Regulations.

In accordance with Section 161(1) of the Act, Mr. Dipen Jayantilal Jain, shall hold office as an Additional Director (Non-Executive, Independent) up to the date of this Annual General Meeting and is eligible to be appointed as a Director. However, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the knowledge, expertise and experience of Mr. Dipen Jayantilal Jain, the Nomination and

Remuneration Committee (NRC) has recommended to the Board his appointment as Non-Executive Independent Director of the Company for a term of 5 (five) years.

In the opinion of the Board, Mr. Dipen Jayantilal Jain fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and he is independent of the Management of the Company. Based on the recommendation of the NRC, the Board approved and recommended the appointment of Mr. Dipen Jayantilal Jain as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years effective from 27th August, 2024 up to 26th August, 2029 subject to approval of the Members.

The Company has received required statutory disclosures/ declarations from Mr. Dipen Jayantilal Jain including (a) Consent in writing to act as director in Form DIR-2 (b) Intimation in Form DIR-8 to the effect that he is not disqualified under subsection (2) of Section 164 of the Act, and a declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, and (c) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI Listing Regulations. The details of Mr. Dipen Jayantilal Jain, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

Pursuant to Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a Special Resolution. Accordingly, the appointment of Mr. Dipen Jayantilal Jain requires the approval of the members by way of a Special Resolution. The Board is of the view that Mr. Dipen Jayantilal Jain, as a Non-Executive Independent Director, will be in the interest of the Company, considering his rich experience, knowledge and expertise. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17(1C) and 25(2A) of the SEBI Listing



Regulations, the Company is seeking the approval of its members for appointment of Mr. Dipen Jayantilal Jain, as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years effective from 27th August, 2024 up to 26th August, 2029 by way of a Special Resolution as set out in Item No. 5 above. He shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Dipen Jayantilal Jain, to whom the resolution relates, is in any way concerned or interested, financially or otherwise, in the resolution. The relatives of Mr. Dipen Jayantilal Jain, may also be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. The Board recommends the resolutions set forth in Item No. 4 of this Notice for approval of the members by way of a Special Resolution.

Item No: 5

The Members of the Company at their meeting held on 29th September, 2023 had approved re-appointment of Mrs. Mira Bhavin Mehta [DIN: 01902831] as Wholtime Director of the Company for a period of 5 consecutive years with effect from 14th November, 2023. The terms and conditions of her re-appointment, including remuneration were approved by the shareholders in accordance with the provisions in section 196, 197, 203 read with schedule V and all other applicable provisions of the Companies Act, 2013.

After considering the expertise in pharmaceutical industry, management, business development and her contribution towards the Company, the Nomination and Remuneration Committee has recommended the re-designation Mrs. Mira Bhavin Mehta as a Managing Director of the Company with effect from 26th August, 2024. Except for the change in designation, all other

terms and conditions as approved by the shareholders on 29th September, 2023 remain unaltered.

Mrs. Mira Bhavin Mehtais interested in the resolution set out at Item No. 5 of the Notice with regard to her change in designation. Mr. Mukund Mehta and Mr. Bhavin Mehta being relative of Mrs. Mira Bhavin 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. 6

The Board of Directors of the Company ('the Board') at the meeting held on 26th August, 2024, 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 2024-25.

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 these Resolutions for your approval as Ordinary Resolution.

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

Pushpa Nyoupane
Company Secretary
Place : Mumbai
Date: 30th August, 2024

**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	Mrs. Mira Bhavin Mehta	Mr. Dipen Jayantilal Jain
Date of Birth	06/08/1978	24/10/1977
Actual date of Appointment	30/09/2014	27/08/2024
Qualifications	Bachelor of Commerce	FMBA
Expertise in Specific Functional Area	More than 15 years of experience in pharmaceutical industry with expertise in Finance, Taxation, overall management and business development.	More than 15 years of experience in the area of International Business development, Leadership, Governance and Ecommerce
Directorships held in other listed companies (As on 31 st March, 2024)	NIL	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on 31 st March, 2024)	NIL	NIL
Shareholding of Directors (As on 31 st March, 2024)	NIL	Shares
Relationship between Directors inter-se	Daughter – in- Law of Mr. Mukund Mehta and Wife of Mr. Bhavin Mehta	He is not related to any Director or Key Managerial Personnel of the Company

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

Pushpa Nyoupane
Company Secretary
Place : Mumbai
Date: 30th August, 2024