



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

Notice is hereby given that the Extra-ordinary General Meeting of Kilitch Drugs (India) Limited will be held on Tuesday, 11th April, 2023 at 9:00 am through Video Conferencing or Other Audio Visual means to transact the following business:

Special Business:

1.Continuation of Appointment of Mr. Mukund Mehta as 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 pursuant to section 196(3) read with Schedule V and 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(s) thereof, for the time being in force), and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Member be and is hereby accorded for continuation of holding of office of Managing Director by Mr. Mukund Mehta (DIN: 00147876) upon attaining the age of 70 years on 10th August, 2023 on the existing terms and conditions duly approved by the Members through a Special Resolution at the Annual General Meeting held on 29th September, 2021.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 29th September, 2021 with respect to the re-appointment of Mr. Mukund Mehta, as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to sign, execute and to do all acts, file requisite e-form, applications, deeds, documents and writings wherever necessary for and on behalf of the

Company and take all such steps including to delegate all or any of the powers conferred herein as may be necessary, proper or expedient to give effect to this resolution.”

2.Re-appointment of Mr. Vasudev Krishnamurti as a Non-executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Memorandum and Article of Association of the Company (including any statutory modifications or re-enactment thereof for the time being in force), and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Consent of the Members be and is hereby accorded to re-appoint Mr. Vasudev Krishnamurti (DIN: 00567672) as a Non-Executive & Independent Director on the Board of the Company, not liable to retire by rotation, for further term of 5 consecutive years with effect from 16th March, 2023.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to sign, execute and to do all acts, file requisite e-form, applications, deeds, documents and writings wherever necessary for and on behalf of the Company and take all such steps including to delegate all or any of the powers conferred herein as may be necessary, proper or expedient to give effect to this resolution.”

3.Re-appointment of Mr. Bhavin Mehta as a Wholetime 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 accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment re-enactment thereof for the time being in force), and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, read with Schedule V to the Companies Act, 2013 and Articles of Association, the approval of Members be and is hereby accorded to appoint Mr. Bhavin Mukund Mehta [DIN: 00147895] as a Whole-time Director of the Company and Key Managerial Personnel, for a further period of 5 (Five) years to hold office upto 31st August, 2027, on the following terms and conditions 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. Bhavin Mukund Mehta, which are as follows:

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

ii. The Whole-time Director shall be entitled to use the company’s car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company;

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

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

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

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

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Bhavin Mukund Mehta [DIN: 00147895], in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to sign, execute and to do all acts, file requisite e-form, applications, deeds, documents and writings wherever necessary for and on behalf of the Company and take all such steps including to delegate all or any of the powers conferred herein as may be necessary, proper or expedient to give effect to this resolution.”

4.Re-appointment of Mr. Venkita Subramanian Rajan as Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Memorandum and Article of Association of the Company (including any statutory modifications or re-enactment thereof for the time being in force), and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to re-appoint Mr. Venkita Subramanian Rajan (DIN: 00059146) as a Non-Executive & Independent director on the Board of the Company for further term of 5 consecutive years with effect from 28th June, 2023.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to sign, execute and to do all acts, file requisite e-form, applications, deeds, documents and writings wherever necessary for and on behalf of the Company and take all such steps including to delegate all or any of the powers conferred herein as may be necessary, proper or expedient to give effect to this resolution.”

Place : Mumbai
Date: 15th March, 2023
Regd. Office: C-301/2, M.I.D.C.,
TTC Industrial Area, Pawane
Village, Navi Mumbai - 400 705.
<https://kilitch.com/>

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

sd/-

Pushpa Nyoupane
Company Secretary



NOTES:

1.Explanatory Statement setting out the material facts concerning each item of Special Business 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.

The relevant details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are also mentioned.

2.In view of the continuing COVID 19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars from time to time permitted the holding of the Extraordinary General Meeting ("EGM") through Video Conferencing/ Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, this EGM of the Company is being conducted through VC/OAVM.

3.Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through Video Conferencing or Other Audio Visual means, physical attendance of Members has been dispensed with. Accordingly, 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 EGM through VC/OAVM and cast their votes through e-voting.

4.The Company's Registrar and Share Transfer Agents (RTA) are: Link Intime India Private Limited having its office at C - 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra India. Tel: 022 49186000

5.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 Monday, 3rd April, 2023. 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. 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.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.

7.As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agents, Link Intime India Private Limited for assistance in this regard.

8.Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

9.To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.

10.The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the 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 RTA.

11.The Company has designated Company Secretary pushpanyoupane@kilitch.com e-mail id for quick redressal of shareholders/investors grievances.

12.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.

13. Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Once the amount and shares are transferred by the Company to IEPF, no claim thereof shall lie against the Company. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF - 5 available on www.iepf.gov.in.

14. All the members wishing to ask the questions during the Extraordinary General Meeting of the Company shall forward them to the corporate office of the Company at 37, Ujagar Industrial Estate, W. T. Patil Marg, Deonar, Mumbai – 400088 on or before Tuesday, 4th April, 2023.

15. 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.

16. 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 shall not be entitled to cast their votes once again.

17. 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. Tuesday, 4th April, 2023. 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.

18. The remote e-voting facility shall commence on Friday, 7th April, 2023 (9:00 a.m. IST) and ends on Monday, 10th April, 2023 (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.

19. The Scrutiniser (Deep Shukla & Associates, Company Secretaries) shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter 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 EGM, 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.

20. 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.

21. 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.

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 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 EGM through Video Conferencing / Other Audio Visual Mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

24. Since the EGM will be held through Video Conferencing / Other Audio Visual Mode, 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

CC: 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



Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No. 1 Continuation of Appointment of Mr. Mukund Mehta as Managing Director of the Company

The Members of the company, at their meeting held on 29th September, 2021, had appointed Mr. Mukund Mehta (DIN: 00147876) as Managing Director of the Company for a period of 5 years. He is attaining age of 70 years on 10th August, 2013.

After considering the expertise in pharmaceutical industry with good command over international market and the contribution towards the Company over 3 decades, the Nomination and Remuneration Committee has recommended to continue the appointment of Mr. Mukund Mehta (DIN:00147876) as Managing Director of the Company on the same terms and conditions as approved by Members at their meeting held on 29th September, 2021.

Mr. Mukund Mehta is interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment. Mr. Bhavin Mehta and Mrs. Mira Mehta being relative of Mr. Mukund Mehta are interested to the 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. 2 Re-appointment of Mr. Vasudev Krishnamurti as a Non-executive Independent Director of the Company

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Members at their meeting held on 27th September, 2018 had approved appointment of Mr. Vasudev Krishnamurti as a non-executive independent for a term of five years with effect from 16th March, 2018.

After a due diligence undertaken by Nomination and Remuneration Committee to determine suitability to continue as an independent director and upon recommendation of the said Committee, the Board considers to reappointment Mr. Vasudev Krishnamurti as a Non-Executive Independent Director for a second term of five years with effect from 16th March, 2023 subject to Members' approval.

Mr. Vasudev Krishnamurti is not disqualified from being appointed as director under the Act and has given her consent to act as an Independent Director. The Company has also received declaration from Mr. Vasudev Krishnamurti the he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

Except Mr. Vasudev Krishnamurti, 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. 3 Re-appointment of Mr. Bhavin Mehta as a Wholetime Director of the Company

The Members of the Company at their meeting held on 29th day of September, 2017 had approved appointment of Mr. Bhavin Mehta as Wholetime Director of the Company for a period of 5 years.

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

Mr. Bhavin Mehta is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Mr. Mukund Mehta and Mrs. Mira Mehta being relative of Mr. 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. 4 Re-appointment of Mr. Venkita Subramanian Rajan as Non-Executive Independent Director of the Company

In terms of provisions of section 149(10) of the Companies Act,



2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Members of the Company at their meeting held on 27th September, 2018 had approved appointment of Mr. Venkita Subramanian Rajan as a non-executive independent for a term of five years with effect from 28th June, 2018.

After a due diligence undertaken by Nomination and Remuneration Committee to determine suitability to continue as an independent director and upon recommendation of the said Committee, the Board considers to reappointment Mr. Venkita Subramanian Rajan as a Non-Executive Independent Director for a second term of five years w.e.f 28th June, 2023.

Mr. Venkita Subramanian Rajan is not disqualified from being appointed as director under the Act and has given her consent to act as an Independent Director. The Company has also received declaration from Mr. Venkita Subramanian Rajan the he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

Except Mr. Venkita Subramanian Rajan, 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.

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 | Mr. Vasudev Krishna Murti | Mr. Bhavin Mehta | Mr. Venkita Subramanian Rajan |
|---------------------------------------|---|---|--|--|
| Date of Birth | 10/08/1953 | 18/03/1952 | 30/09/1976 | 25/05/1943 |
| Actual date of Appointment | 12/05/1992 | 16/03/2018 | 29/09/2007 | 26/06/2018 |
| Qualifications | Bachelor of Commerce, Bachelor of General Law and Diploma in Marketing | Bachelor of Commerce, Post Graduate Diploma in Marketing and Business Management | Post Graduate Diploma in Management, Bachelor of Pharmaceutical Sciences, | Bachelor of Science (Physics), Post Graduate in Business Management, Masters in Marketing, Executive Programme (Stanford University) |
| Expertise in Specific Functional Area | Over the 5 decades of experience in pharmaceutical industry with expertise in operations and marketing, legal and finance and overall management. | Immense knowledge and experience in Sales and Channel Management having good command in Finance | Over the decades of experience in pharmaceutical industry with good command over international marketing and operations, business development and overall management | Huge experience of more than 40 years in all areas of Management. |



| | | | | |
|---|---|-----|---|-----|
| Directorships held in other listed companies (As on 31st March, 2022) | NIL | NIL | NIL | NIL |
| Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on 31st March, 2022) | NIL | NIL | NIL | NIL |
| Shareholding of Directors (As on 31st March, 2022) | 8,90,647 equity shares (5.71%) | NIL | 31,14,184 equity shares (19.99%) | NIL |
| Relationship between Directors inter-se | Father of Mr. Bhavin Mehta and Father-in-law of Mrs. Mira Mehta | NIL | Son of Mr. Mukund Mehta, Managing Director and Husband of Mrs. Mira Mehta | NIL |

INSTRUCTIONS FOR REMOTE E-VOTING:

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

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

A. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2.If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

B. Individual Shareholders holding securities in demat mode with CDSL

1.Users who have opted for CDSL Easi/ Easiest facility, can



login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

C. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. Open the internet browser and launch the 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:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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 |

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o 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 minimum 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

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".

General Guidelines for Members:

i. 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.

ii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.



iii. In case the Members have any queries or issues regarding remote e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under 'Help' section or write an e-mail to enotices@linkintime.co.in or call on 022 - 49186175/49186000.

iv. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this EGM Notice and holds shares as on the Cut-off Date may obtain the login id and password by sending a request at rnt.helpdesk@linkintime.co.in / insta.vote@linkintime.co.in or call on 022 - 49186175/49186000.

Instructions for Members to Vote during the EGM through InstaMeet (VC/OAVM):

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote(s) through the moderator remote e-voting can cast their vote(s) as under:

i. On the Member's page/VC page, click on the link for e-voting "Cast your vote".

ii. Enter demat account no. / folio no. and OTP (One Time Password), received on the registered mobile number/ registered e-mail ID, during registration for InstaMeet and click on 'Submit'.

iii. After successful login, see "Resolution Description" and against the same the options "Favour/ Against" for voting.

iv. Cast vote by selecting appropriate option i.e. Favour/Against, as desired.

v. Enter the number of shares (which represents no. of votes) as on the Cut-off Date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

vi. After selecting the appropriate option i.e. Favour/ Against as desired, 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.

vii. Once the vote is confirmed on the resolution, any modification or change is not allowed subsequently.

Notes:

Shareholders/ Members, who will be present in the Extra-Ordinary 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 Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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: 022-49186175/49186000, InstaMeet support desk, of the RTA.

Instructions for Members attending the EGM through InstaMeet:

Instructions for Members to attend the EGM through InstaMeet are as under:

i. Members are entitled to attend the EGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the EGM through VC/ OAVM shall be open 30 minutes before the time scheduled for the EGM and shall expire 15 minutes after the scheduled time of the Meeting and will be available to the Members on first come first serve basis.

ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the EGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.

iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the EGM as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:

- DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
- Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Members holding shares in NSDL demat account shall provide sixteen digit demat number-8 Character DP ID followed by 8 Digit Client ID



- Members holding shares in physical form shall provide Folio Number registered with the Company
- 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.
- Please enter your mobile number.
- Please enter your email ID as recorded with your DP/RTA/Company.

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

NOTE:

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/ 49186000, the InstaMeet support desk.

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

1. Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail address, mobile number at pushpanyoupane@kilitch.com on or before 04th April 2023 (5.00 p.m. IST)

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

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

Declaration of results on the resolutions:

i. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/ have been carried or not. This report shall be submitted to the Chairperson, or a person authorised by him, in writing, who shall countersign the same.

ii. The results shall be declared after the EGM of the Company and shall be deemed to be passed on the date of EGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company www.kilitch.com within two working days of passing of the resolutions at the EGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.

Members may note that the Notice will also be available on the Company's website www.kilitch.com, RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and also National Stock Exchange of India Ltd. at www.nseindia.com. Members are requested to kindly keep the Extra-Ordinary General Meeting Notice sent to their registered e-mail ID with them while attending the EGM through VC/ OAVM.