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 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Kilitch Drugs (India) Limited will be held on Monday, 16th November, 2026, at 9:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") only to transact the following business:

SPECIAL BUSINESSES:

1. APPROVAL TO SELL THE ENTIRE SHAREHOLDING HELD BY THE COMPANY IN ITS MATERIAL SUBSIDIARY

To consider and, if thought fit, to pass with or without modifications, the following resolution as special resolution:

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the relevant rules, notifications and circulars made thereunder, Regulation 24(5) , Regulation 37A and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), and subject to compliance at all times to compliance with the Foreign Exchange Management Act, 1999 (including the Foreign Exchange Management (Overseas Investment) Rules, 2022, Foreign Exchange Management (Overseas Investment) Regulations, 2022) circulars, notifications and master directions issued thereunder ("**FEMA**") and other applicable laws, the memorandum and the articles of association of the Company, the material subsidiary policy of the Company, approval of the board of directors of the Company and subject to obtaining all requisite consent(s), sanction(s), permission(s), clearance(s) and/or approval(s), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which shall include any committee constituted or which maybe constituted to exercise its powers including powers conferred by this resolution) to sell and transfer the entire shareholding held by the Company in Kilitch Estro Biotech PLC, a company incorporated under the laws of the Federal Democratic Republic of Ethiopia and a material subsidiary of the Company (the "**Material Subsidiary**"), to HarmeeCare Pharmaceuticals, a state-owned public enterprise established under the laws of the Oromia Regional State of the Federal Democratic Republic of Ethiopia (the "**Buyer**"), an independent buyer and not a related party, including any equity shares arising from the conversion of outstanding debt (extended by the Company to the Material Subsidiary) into equity shares of the Material Subsidiary prior to completion of the KEB Sale

wherein the aggregate consideration payable by the Buyer for the sale of 100% (hundred percent) shareholding of the Material Subsidiary (and to enable the Material Subsidiary to discharge its existing debts and liabilities) shall be USD 14,000,000 (United States Dollars Fourteen Million) out of which, the consideration due to the Company shall be USD 12,855,000 (United States Dollors Twelve Million Eight Hundred and Fifty Five thousand) ("**KEB Sale**"), on such terms and conditions as approved by the Board of Directors of the Company in relation to the KEB Sale at such times(s) and in such form as may be decided by the Board of Directors of the Company in the best interest of the Company.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to approve and finalise the binding minutes of the meeting to be executed, inter alia, amongst the Company, the Buyer and the Material Subsidiary, along with the other minority shareholders of the Material Subsidiary selling their stake, and to agree to such terms and conditions and make such modifications thereto as may be deemed necessary or expedient in the interests of the Company.

RESOLVED FURTHER THAT Mr. Mukund Mehta, Managing Director, Mrs. Mira Bhavin Mehta, Managing Director and Mr. Bhavin Mukund Mehta, Whole-time Director, be and is hereby authorised, severally, to negotiate, execute and register the Minutes of the Meeting, the share purchase agreement and such other agreements, deeds, undertakings, instruments and documents as may be necessary or expedient in connection with the KEB Sale including the transition services agreement, disclosure letter, bank guarantee agreement, power of attorney and all other transaction and closing documents (collectively, the "**Transaction Documents**") and all other agreements, deeds, instruments, certificates, notices and documents ancillary or incidental to the KEB Sale and to do or cause to be done all such acts, deeds, matters and things as may be necessary in connection with or incidental to the KEB Sale and the aforesaid documents, including determining the timing, manner and extent of implementation, authorising signatories, appointing and engaging advisers, consultants, agents or intermediaries, making or procuring all necessary filings, applications, disclosures, registrations and submissions, obtaining all requisite approvals, consents, permissions and clearances from the Registrar of Companies, the stock exchanges, the Securities and Exchange Board of India, the Reserve Bank of India and any other governmental, regulatory or statutory authority in any jurisdiction (including Ethiopia) and settling any questions, difficulties or doubts that may arise in this regard, on such terms and conditions as they may consider necessary, desirable or appropriate in the best interests of the Company and consistent with this resolution and the approvals obtained or to be obtained in connection with the KEB Sale, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 37A of the Listing Regulations, this special resolution shall be acted upon only if the votes cast by the public shareholders in favour of this resolution exceed the votes cast by the public shareholders against this resolution.

RESOLVED FURTHER THAT any one of the directors of the Company or the company secretary be and is hereby authorised to certify this resolution and to submit the same to such authorities and/or regulatory and/or parties as may be required from time to time in order to give effect to the above resolution."

2. APPROVAL TO COVERT THE EXISTING DEBT EXTENDED BY THE COMPNAY IN ITS MATERIAL SUBSIDIARY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the "**Act**") read with relevant rules, notifications and circulars made thereunder, Regulation 23 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force), and subject to compliance at all times with the provisions of Foreign Exchange Management Act, 1999 (including Foreign Exchange Management (Overseas Investment) Rules, 2022, Foreign Exchange Management (Overseas Investment) Regulations, 2022), circulars, notifications and master directions issued thereunder ("**FEMA**") and other applicable laws, the memorandum and the articles of association of the Company, the material subsidiary policy of the Company, approval of the Board of Directors of the Company and subject to obtaining all requisite consent(s), sanction(s), permission(s), clearance(s) and/or approval(s), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which shall include any committee constituted or which maybe constituted to exercise its powers including powers conferred by this resolution) to convert the entire outstanding debt including service cost aggregating upto (INR 57.00 Crorers) (extended by the Company to Kilitch Estro Biotech PLC, a company incorporated under the laws of the Federal Democratic Republic of Ethiopia and a material subsidiary of the Company as per applicable laws ("**Material Subsidiary**") into equity shares of the Material Subsidiary, in compliance with FEMA and other applicable laws including reporting requirements and other compliances ("**Conversion**"), on such terms and conditions as approved by the Board of Directors of the Company in relation to the Conversion at such times(s) and in such form as may be decided by the Board of Directors of the Company in the best interest of the Company.

RESOLVED FURTHER THAT Mr. Mukund Mehta, Managing Director, Mrs. Mira Bhavin Mehta, Managing Director and Mr. Bhavin Mukund Mehta, Whole time Director, be and is hereby authorised, severally, to negotiate, execute all agreements, deeds, undertakings, instruments and documents as may be necessary or expedient in connection with the Conversion and all other agreements, deeds, instruments, certificates, notices and documents ancillary or incidental to the Conversion and to do or cause to be done all such acts, deeds, matters and things as may be necessary in connection with or incidental to the Conversion and the aforesaid documents, including determining the timing, manner and extent of implementation, authorising signatories,

appointing and engaging advisers, consultants, agents or intermediaries, making or procuring all necessary filings, applications, disclosures, registrations and submissions, obtaining all requisite approvals, consents, permissions and clearances from the Registrar of Companies, the stock exchanges, the Securities and Exchange Board of India, the Reserve Bank of India and any other governmental, regulatory or statutory authority in any jurisdiction (including Ethiopia) and settling any questions, difficulties or doubts that may arise in this regard, on such terms and conditions as they may consider necessary, desirable or appropriate in the best interests of the Company and consistent with this resolution and the approvals obtained or to be obtained in connection with the Conversion, without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT the aforementioned signatories be and is hereby authorized to delegate their power and authorities under this resolution to any officials of the company as and when required.

RESOLVED FURTHER THAT a copy of the aforementioned resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

3. Appointment of Dr. Milind Kishor Madhani (DIN: 02378529) as a Non-executive 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], Dr. Milind Kishor Madhani (DIN: 02378529), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 23rd October, 2026 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of ensuing General Meeting /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 an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years effective from 23rd October, 2026.

4. Appointment of Mr. Gautam Rajan (DIN: 00060730) as a Non executive 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. Gautam Rajan (DIN: 00060730), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 23rd October, 2026 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this ensuing General Meeting /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 an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years effective from 23rd October, 2026.

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

Sd/-

Pushpa Nyoupane
Company Secretary
Place: Mumbai
Date: 22nd October, 2026
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 (hereinafter referred to as the said "MCA") permitted holding of the AGM/EGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025, collectively referred to as "MCA Circulars"]

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

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

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

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. 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 EGM, i.e. Monday, 16th November, 2026. Members seeking to inspect such documents can send an email to pushpanyoupane@kilitch.com.

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM 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 will also be available on the Company's website at www.kilitch.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

6. 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 investor.helpdesk@in.mpms.mufg.com

7. 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.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to MUFG Intime India Private Limited, in case the shares are held in physical form.

9. All documents / requests and other communications relating to equity shares should be addressed to the Company's RTA at the address mentioned below;
   M/s. MUFG Intime India Private Limited
   Unit: Kilitch Drugs (India) Limited
   C-101, 247 Park,L.B.S Marg, Vikhroli (West)
   Mumbai- 400 083.
   Tel: 8108116767
   Toll-free number: 1800 1020 878

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

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

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

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

11. Updation of Members' Details:

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

12. 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.

13. All the members wishing to ask the questions during the EGM 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 Tuesday, 3rd November, 2026.

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 MUFG Intime India Private Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

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

Voting rights of the members for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e**. 6th November, 2026**. 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 13th November, 2026 (9:00 a.m.IST) and ends on 15th November, 2026 (5:00 pm IST).** The e- voting Module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by a member, it cannot be changed subsequently.

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

The Scrutiniser (Deep Shukla & Associates, Company Secretaries) shall, immediately after the conclusion of voting at the EGM, 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 authirised 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 MUFG Intime India Private Limited immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.

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

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

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

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

Item No. 1

As per Section 180(1)(a) of the Companies Act, 2013, disposal of the whole or substantially the whole of an undertaking requires prior approval of the members by way of a special resolution. Further, under Regulations 24(5) and 37A of the SEBI (LODR) Regulations, 2015, disposal of shares in a material subsidiary resulting in the listed entity ceasing to exercise control, or disposal of an undertaking, requires prior approval of the members by way of a special resolution, with the additional public shareholder voting requirement under Regulation 37A.

Kilitch Estro Biotech PLC ("**Material Subsidiary**"/ "**KEB**") a company incorporated under the laws of the Federal Democratic Republic of Ethiopia, is a material subsidiary of Kilitch Drugs (India) Limited (the "**Company**") as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). The Company holds 54,480 equity shares along with 26,833 equity shares held by other minority shareholders in the Material Subsidiary constituting 67% (sixty seven percent) of the share capital of the Material Subsidiary. Basis the recommendations of the Audit Committee in its meeting dated 22nd October, 2026, the Board of Directors have (subject to approval of shareholders and compliances with provisions of law and subject to execution of transaction documents and other ancillary terms) approved the entire divestment / sale of the shares held by the Company in KEB to the buyer, HarmeeCare Pharmaceuticals, a state-owned public enterprise established under the laws of the Oromia Regional State of the Federal Democratic Republic of Ethiopia (the "**Buyer**"), who is an independent buyer and not a related party. The Buyer proposes to acquire the entire shareholding held by the Company in KEB including any equity shares arising from the conversion of outstanding debt including service cost (extended by the Company to KEB) into equity shares of KEB prior to completion of the divestment wherein the aggregate consideration payable by the Buyer for the sale of 100% (hundred percent) shareholding of KEB (and to enable KEB to

discharge its existing debts and liabilities) shall be USD 14,000,000 (United States Dollars Fourteen Million) out of which, the consideration due to the Company shall be USD 12,855,000 ("**KEB Sale**").

Objective and commercial rationale for the Divestment

As part of a strategic evaluation of the Company, the Board and management have undertaken the comprehensive review of its overseas investments, subsidiaries, business operations, overall business structure, and prevailing market conditions both domestic and international, with a view to sharpening the Company's focus on its core business and optimizing the deployment of financial and managerial resources.

The Company's new manufacturing facility at Pen, Maharashtra, is being commissioned in phases and builds on its three decades of experience in aseptic manufacturing. In addition to the commissioned and planned manufacturing segments at the facility, the Company intends to enable the Company to capitalise on the fast-growing GLP-1 therapy segment, pursue EU GMP and PIC/S accreditations, and expand exports to regulated markets, subject to obtaining the requisite regulatory approval.

As part of its review, the Board evaluated the nature of operations, financial performance and future prospect of Kilitch Estro Biotech, PLC, an overseas material subsidiary of the Company ("KEB"). While KEB, has recorded growth in turnover and the management has consistently devoted time and resources towards its operations, KEB has been unable to achieve sustainable profitability, primarily due to foreign exchange challenges, prevailing global economic conditions and underutilisation of its production capacity. Accordingly, the Board considered the divestment of the Company's entire shareholding in KEB to be appropriate and in the overall interests of the Company and its stakeholders. The proposed divestment is intended to enable the Company and its management to focus on its domestic manufacturing operations in India, enhance operational efficiency and pursue sustainable and profitable growth.

Usage of Proceeds from Divestment

The net proceeds from the divestment are proposed to be utilized towards repayment of existing loans and reduction of interest burden, expansion of Company's core in new manufacturing facility and other general corporate purposes, as may be determined by the Board of Directors of the Company ("Board") from time to time. The proposed utilization of the proceeds is expected to provide the Company with greater financial flexibility, support the deployment of capital towards its business priorities and strengthen its financial position.

The Board believes that the proposed divestment represents a strategic step towards rationalizing the Company's business portfolio, optimizing the allocation of capital and managerial resources and reducing financial costs.

Key Terms of the Divestment

1. The buyer, HarmeeCare Pharmaceuticals, a state-owned public enterprise established under the laws of the Oromia Regional State of the Federal Democratic Republic of Ethiopia (the "**Buyer**"), is an independent buyer and not a related party.

2. The Buyer proposes to acquire the entire shareholding held by the Company in KEB including any equity shares arising from the conversion of outstanding debt including service cost (extended by the Company to KEB) into equity shares of KEB prior to completion of the divestment wherein the aggregate consideration payable by the Buyer for the sale of 100% (hundred percent) shareholding of KEB (and to enable KEB to discharge its existing debts and liabilities) shall be USD 14,000,000 (United States Dollars Fourteen Million) out of which, the consideration due to the Company shall be USD 12,855,000 (United States Dollors Twelve Million Eight Hundred and Fifty Five thousand).

3. The Company is also required to arrange for a bank guarantee in favour of the Buyer for an amount equal to 10% (ten percent) of [the consideration to secure its indemnity obligations towards the Buyer.

4. The consummation of the divestment is subject to execution of share purchase agreement and other transaction documents, receipt of shareholder approval of the Company and other compliances under Indian law and laws of Ethiopia.

5. The Audit Committee, in its meeting dated 22nd October, 2026, approved the proposed divestment including the consideration to be received by the Company for divestment basis the valuation report dated 22nd October, 2026 provided by Kreo Capital Private Limited and basis the Audit Committee's recommendation, the board of directors in its meeting dated 22nd October also approved the proposed divestment and execution of binding minutes of meetings (setting out the key terms of the divestment) with the Buyer.

In view of the same and based on the recommendation of the Audit Committee, the Board, at its meeting held on 22nd October 2026, has approved and recommended the above proposal, as mentioned in the special resolution set out under Item No. 1, subject to: (a) obtaining the approval of the shareholders of the Company by means of passing a special resolution in accordance with Section 180(1)(a) of the Companies Act, 2013 read with Regulation 24(5), and Regulation 37A of the Listing Regulations and other applicable provisions, if any; and (b) obtaining such other approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard (including, where applicable, approvals under the Foreign Exchange Management Act, 1999 and rules/regulations made thereunder).

Members may note that in pursuance of Regulation 37A of the Listing Regulations, the special resolution set out in Item No. 1 shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

Accordingly, the Special Resolution as set out under Item No. 1 in the accompanying Notice is being placed before the members for their approval through (remote e-voting or e-voting during EGM) pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

Therefore, the Board recommends passing of the Special Resolution as set out under Item No. 1 of the accompanying notice by the members of the Company.

None of the directors and key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the special resolution set out in Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

Item No. 2

The Company holds 54,480 equity shares, constituting 67% (sixty-seven percent) of the share capital of Kilitch Estro Biotech PLC ("**KEB**" or the "**Material Subsidiary**"), a company incorporated under the laws of the Federal Democratic Republic of Ethiopia. KEB is a material subsidiary of the Company under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and, accordingly, a related party of the Company for the purposes of Section 2(76) of the Companies Act, 2013 (the "**Act**") and Regulation 23 of the Listing Regulations.

As part of the KEB Sale of the Company's entire shareholding in KEB, as set out under Item No. 1, the Company proposes to convert the entire outstanding debt including service cost aggregating upto INR [57.00 crores] (extended by the Company to KEB) into equity shares of KEB, in compliance with FEMA and other applicable laws including reporting requirements and other compliances ("**Conversion**").

Upon completion of the Conversion, the Company shall be allotted additional 1,66,472 equity shares of KEB, and its shareholding in KEB shall increase from 67% (sixty-seven percent) to 89.17%. The equity shares to be allotted to the Company pursuant to the Conversion shall form part of the Company's entire shareholding in KEB proposed to be sold to HarmeeCare Pharmaceuticals (the "**Buyer**") under the KEB Sale, as set out under Item No. 1. Accordingly, the aggregate consideration of USD 12,855,000 (United States Dollors Twelve Million Eight Hundred and Fifty Five thousand) due to the Company under the KEB Sale shall be cumulative and shall cover the Company's existing shareholding in KEB as well as the equity shares to be acquired by the Company pursuant to the Conversion.

As the Conversion is between the Company and its material subsidiary, it constitutes a related party transaction under applicable provisions of the Act and Regulation 23 of the Listing Regulations. Under Regulation 23(4) of the Listing Regulations, all material related party transactions require approval of the shareholders by way of a resolution, and no related party shall vote on such

resolution, whether or not the entity is a related party to the particular transaction. The Conversion, taken together with all other related party transactions in the same financial year exceeds the threshold of 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, and is accordingly a material related party transaction requiring approval of the Members by way of an ordinary resolution.

In view of the same and based on the recommendation of the Audit Committee, the Board, at its meeting held on 22nd October 2026, has approved and recommended the above proposal, as mentioned in the resolution set out under Item No. 2, subject to: (a) obtaining the approval of the shareholders of the Company by means of passing a ordinary resolution in accordance with Regulation 23(4) of the Listing Regulations and other applicable provisions, if any; and (b) obtaining such other approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard (including, where applicable, approvals under the Foreign Exchange Management Act, 1999 and rules/regulations made thereunder).

Accordingly, the Ordinary Resolution as set out under Item No. 2 in the accompanying Notice is being placed before the members for their approval through e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

Therefore, the Board recommends passing of the Ordinary Resolution as set out under Item No. 2 of the accompanying notice by the members of the Company.

None of the directors and key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 2 of the Notice, except to the extent of their shareholding in the Company.

Item No. 3

Dr. Milind Kishor Madhani (DIN: 02378529), 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, effective from 22nd October, 2026 for a term of 5 consecutive years, subject to the approval of the members of the Company. Dr. Milind Kishor Madhani 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, Dr. Milind Kishor Madhani, shall hold office as an Additional Director up to the date of ensuing General Meeting of the Company 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 Dr. Milind Kishor Madhani, the Nomination and Remuneration Committee (NRC) has recommended to the Board his appointment as Independent Director of the Company for a term of 5 (five) years.

In the opinion of the Board, Dr. Milind Kishor Madhani fulfils the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for his appointment as an 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 Dr. Milind Kishor Madhani as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years effective for a period of 5 years with effect from 23rd October, 2026 subject to approval of the Members.

The Company has received required statutory disclosures/ declarations from Dr. Milind Kishor Madhani 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. Other Details of Dr. Milind Kishor Madhani, 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. The draft letter for appointment of Dr. Milind Kishor Madhani as an Independent Director setting out the terms and conditions is available for inspection by Members at the Company through electronic mode.

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 Dr. Milind Kishor Madhani requires the approval of the members by way of a Special Resolution. The Board is of the view that Dr. Milind Kishor Madhani, as an 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 Dr. Milind Kishor Madhani, as an Independent Director on the Board of the Company for a term of five consecutive years effective from 23rd October, 2026 by way of a Special Resolution as set out in Item No. 3 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 Dr. Milind Kishor Madhani, to whom the resolution relates, is in any way concerned or interested, financially or otherwise, in the resolution. The relatives of Dr. Milind Kishor Madhani, 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. 4

Mr. Gautam Rajan (DIN: 00060730), 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, effective from 23rd October, 2026 for a term of 5 consecutive years, subject to the approval of the members of the Company. Mr. Gautam Rajan 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. Gautam Rajan, shall hold office as an Additional Director 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. Gautam Rajan, the Nomination and Remuneration Committee (NRC) has recommended to the Board his appointment as Independent Director of the Company for a term of 5 (five) years.

In the opinion of the Board, Mr. Gautam Rajan fulfils the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for his appointment as an 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. Gautam Rajan as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years effective from 23rd October, 2026 subject to approval of the Members.

The Company has received required statutory disclosures/ declarations from Mr. Gautam Rajan 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. Other Details of Mr. Gautam Rajan, 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. The draft letter for appointment of Mr. Gautam Rajan as an Independent Director setting out the terms and conditions is available for inspection by Members at the Company through electronic mode.

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. Gautam Rajan requires the approval of the members by way of a Special Resolution. The Board is of the view that Mr. Gautam Rajan, as an 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. Gautam Rajan, as an Independent Director on the Board of the Company for a term of five consecutive years effective from 23rd October, 2026 by way of a Special Resolution as set out in Item No. 4 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. Gautam Rajan, to whom the resolution relates, is in any way concerned or interested, financially or otherwise, in the resolution. The relatives of Mr. Gautam Rajan, 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.

Annexure - 1 to Notice of Extra Ordinary General Meeting
Details of Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting

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

Name of Director	**Mr. Guatam Rajan**	**Dr. Milind Madhani**
Date of Birth	1st July, 1972	25th September, 1973
Actual date of Appointment	23rd October, 2026	23rd October, 2026
Qualifications	M.S in Physics, MBA in Marketing	Bachelor of Dental Surgery
Expertise in Specific Functional Area	Mr. Gautam Rajan is having decades of experience in the business of manufacturing and distribution of lab, medical and analytical equipment and instrumentation for the Energy and Healthcare markets in India and South Asia. He has been instrumental in setting up joint ventures/subsidiaries of multinational companies in the same domain and serves on their boards. He has an M.S. in Physics from the University of Mumbai and an MBA in Marketing and Management from Virginia Tech, USA	Dr. Milind Madhani is a Dental Surgeon (BDS) operating a dedicated dental practice in Mumbai, alongside an active career as a multi-asset investor and trader. Combines patient-centric clinical discipline with technical analysis and macroeconomic research to manage dynamic capital allocation across diverse asset classes. Practicing dentistry since 30 years and in involved in financial services since 30 years.

Directorships held in other listed companies	NIL	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies	NIL	NIL
Shareholding of Directors	NIL	NIL
Relationship between Directors inter-se	NA	NA

Annexure 2 – Instruction for remote e-voting and Instruction to join meeting through video conferencing

A. Instruction for remote e-voting

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

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

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.

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

Google Play App Store

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
   Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions").

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

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   5. Set the password of your choice.
      (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).
      Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

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

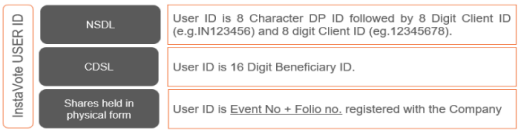
Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL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

Forgot Password:

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

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

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



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

General Instructions - Shareholders

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

B. Instruction to join meeting through video conferencing

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

b) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

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

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

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

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

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

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

a) On the Shareholders VC page, click on link "Cast your vote".
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

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

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

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

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

Helpdesk:

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