

September 07, 2017

To Department of Corporate Services BSE Limited P. J. Towers, Dalal Street Fort, Mumbai - 400 001 Scrip Code: BSE - 524500	To Corporate Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot No.C-1, G Block, BKC, Bandra (E), Mumbai 400 051 Scrip Code: NSE - KILITCH
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Sub: Notice of the 25th Annual General Meeting of the company

Dear Sir/ Madam,

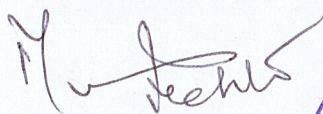
In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 25th Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 9:00 A.M. at C-301/2, MIDC, TTC Industrial Area, Pawane Village, Thane-400701, Maharashtra.

The above is for your information & records please.

Thanking you,

Yours Truly,

For **Kilitch Drugs (India) Limited**



Mukund Mehta
Managing Director
DIN: 0000147876



Encl: As above



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KILITCH DRUGS (INDIA) LIMITED WILL BE HELD AT C-301/2, MIDC, TTC INDUSTRIAL AREA, PAWANE VILLAGE, THANE-400701, ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017 AT 09:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT FINANCIAL STATEMENT:-

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.

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

To appoint a Director in place of Mrs. Mira Bhavin Mehta (DIN: 01902831), who retires by rotation and being eligible, offers herself for re-appointment.

3. TO APPOINT THE STATUTORY AUDITORS OF THE COMPANY, AND TO FIX THEIR REMUNERATION:-

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

"RESOLVED THAT pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s. A. M. Ghelani & Co., Chartered Accountants (having Firm Registration No. 103173W) be and is hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM to be held in Calendar year 2021 (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

4. TO APPROVE REAPPOINTMENT OF MR. BHAVIN MEHTA (DIN:00147876) BEING WHOLE-TIME DIRECTOR:-

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including

any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Bhavin Mehta [DIN: 00147876] as a Whole-time Director of the Company designated as "Executive Director" for a period of 5 (five) years, with effective from 1st September, 2017, on the terms and conditions of appointment as specified in the Memorandum of Agreement entered between Mr. Bhavin Mehta and the Company, which are as follows:

Salary per month: not exceeding Rs.7,00,000 /- with such increments as may be decided by the Board of Directors.

Perquisites and Allowances:

Category A:

Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy.

Leave Travel Concession: Company shall provide leave travel fare to the Whole-Time Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

The Whole time Director shall be provided with a fully furnished accommodation.

Category B:

The Company shall contribute towards Provident Funds/ Superannuation Fund/Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

Category C:

The Company shall provide a car with a driver at the cost of the Company for business use of the Company.

The Whole-Time Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.

Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Whole-Time Director.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

Sitting Fees:

The Whole-time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.

General:

The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to limits as specified under section 197, read with Schedule V of the Companies Act, 2013."

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

5. **TO APPROVE REVISION IN THE REMUNERATION OF MRS. MIRA MEHTA (DIN: 01902831) BEING THE WHOLE-TIME DIRECTOR:-**

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mrs. Mira Mehta [DIN:01902831], Whole-time Director of the Company, for the remaining period of her tenure, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mrs. Mira Mehta, subject

to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **TO APPROVE RE-PRICING OF OUTSTANDING EMPLOYEE STOCK OPTIONS UNDER KDIL ESOS 2007:-**

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

"RESOLVED THAT pursuant to provisions of the Section 42, 62 (1) (b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014, Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, for the time being in force and subject to the approvals, permissions and sanctions which may be agreed to by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee of the Board which supervises ESOS), the approval of the Company be and is hereby accorded to the Board to re-price 1,29,535 options from Rs. 47.50 per option to Rs. 10/- which can be granted by the Board or Committee as may be authorized by the Board under KDIL ESOS 2007 which was approved by the Members in their Annual General Meeting held on 29th September, 2007; however, the price shall not be less than the face value of the share.

FURTHER RESOLVED THAT the Board be are is hereby authorized to do all acts, deed, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution and/or to settle any question or difficulty that may arise with regard to the re-pricing of the said options.

FURTHER RESOLVED THAT such re-pricing of the options will be done without any change or modification specific terms and conditions under which such options will be granted."

7. **TO APPROVE THE INCREASE IN LIMIT OF MAXIMUM NUMBER OF SHARES GRANTED UNDER KDIL ESOS 2007:-**

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

"RESOLVED THAT pursuant to provisions of the Section 42, 62 (1) (b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014, Memorandum and Articles of Association of the Company, the SEBI (Listing obligations and disclosure requirements), 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, for the time being in force and subject to the approvals,

permissions and sanctions which may be agreed to by Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Compensation Committee of the Board which supervises ESOS), the approval of the Company be and is hereby accorded to the Board to increase the limit of the maximum number of shares that may be issued under KDIL ESOS 2007 Scheme to an individual eligible participants from 5,000 shares to 1,00,000 shares.”

8. **TO APPROVE THE AMENDMENT IN CLAUSE 14 OF THE KDIL ESOS 2007:-**

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

“RESOLVED THAT pursuant to provisions of the Section 62 and applicable rules and provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Company, the SEBI (Listing obligations and disclosure requirements), 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, for the time being in force and subject to the approvals, permissions and sanctions which may be agreed to by Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Compensation Committee of the Board which supervises ESOS), the approval of the Company be and is hereby accorded to the Board to amend Clause 14 of the KDIL ESOS 2007 pertaining to exercise period of options already granted and proposed to be granted in future.

FURTHER RESOLVED THAT the Board /Compensation Committee of the Board which supervises ESOS be and is hereby authorized to grant such options which can further be divided into such options to be vested and at such vesting period as may be determined and Options shall be exercisable within a period of 5 years from the date of grant as per the Scheme condition and this amendment shall be applicable for the options already granted and proposed to be granted in future.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deed, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution and/or to settle any question or difficulty that may arise. ”

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

Sd/-

Mukund Mehta
Managing Director
[DIN: 00147876]

Place: Mumbai

Date: 23rd August 2017

Registered Office:

C-301/2, M.I.D.C. TTC Industrial Area,
Pawane Village, Thane: 400 705.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 22, 2017 to Friday, September 29, 2017** (both days inclusive).
4. 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.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Annual Report for 2016-17, the Notice of the 25th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy

of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.

11. If the members have any queries on the audited accounts, directors' report & auditor's report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there-under.
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 will be transacted through such voting.
16. 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.
17. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
18. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
19. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

UNIT: KILITCH DRUGS (INDIA) LIMITED

C/o. Link Intime India Private Limited

Registrar & Share Transfer Agent

C 101, 247 Park,

L B S Marg, Vikhroli West,

Mumbai 400 083

Tel No: +91 22 49186000 Fax: +91 22 49186060

Instructions for Voting through electronics means:

In compliance with Regulation 44, SEBI (Listing obligations and disclosure requirements), 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The Members may cast their votes through E-voting from a place other than the venue of the AGM ("**Remote E-voting**").

The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Remote E-voting facility will commence from **9.00 a.m. on Tuesday, 26th September, 2017 and will end at 5.00 p.m. on Thursday, 28th September, 2017**. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the **cut-off date i.e. Friday, 22nd September, 2017**.

The Members, whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Friday, 22nd September, 2017 only shall be entitled to vote on the Resolutions set out in this Notice.

The Board of Directors at their meeting held on 14th August, 2017 has appointed Mr. Deep Shukla, Practicing Company Secretary (Membership No. FCS 5652) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than forty eight hours pursuant to Reg. 44 of SEBI (LODR), 2015, from the conclusion of the AGM, make a consolidated Scrutinizer's report and submit the same to the Chairman/ Managing Director.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://www.kilitch.com> and on the website of CDSL and shall also be communicated to BSE Limited and NSE Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, 29th September, 2017.

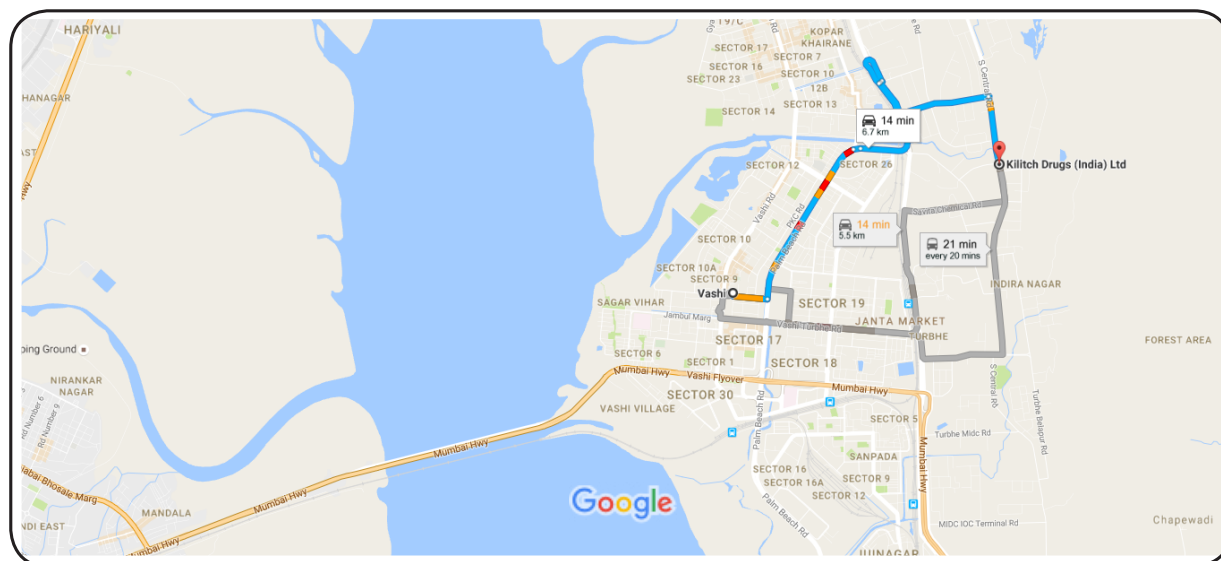
The instructions for e-voting are as under:

- i. The voting period begins on **Tuesday, September 26, 2017 (09:00 a.m.)** and **ends on Thursday, September 28, 2017 (5:00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 22, 2017**, may cast their vote electronically.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on “Shareholders” tab.
- iv. Now, select the “**KILITCH DRUGS (INDIA) LIMITED**” from the drop down menu and click on “SUBMIT”
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:
- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant KILITCH DRUGS (INDIA) LIMITED on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

	For Members holding shares in Demat Form & Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the date of Birth as recorded in your demat account or in the company records for the said demat amount or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- The route map of the VENUE of the AGM is given herein below



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

Item No.4:-

Mr. Bhavin Mehta, aged 41 years is a B.PHARM and has a rich experience of banking and other related financial matters. He was instrumental in signing a Joint Venture MOU with the large trade organizations in various African nations to set up there an ultra-modern manufacturing facilities for manufacturing of pharmaceutical formulations. He is responsible for guiding the Company's management and global operation to its next phase of growth.

In view of the above and taking into consideration the vast experience and able leadership qualities, your Board proposes to reappoint of Mr. Bhavin Mehta, as Whole-time Director of the Company on the remuneration package as detailed below and as recommended and approved by the Nomination and Remuneration Committee.

CATEGORY	PARTICULARS
Basic Salary	Upto maximum Rs. 7,00,000/- (Rupees Seven Lacs Only) per month or Rs. 84,00,000/- (Rupees Eighty Four Lacs Only) per annum based on merit and taking into account the Company's Performance.
Perquisites and Allowances	Category A Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy. Leave Travel Concession: Company shall provide leave travel fare to the Whole-Time Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules. The Whole time Director shall be provided with a fully furnished accommodation. Category B The Company shall contribute towards Provident Funds/ Superannuation Fund/Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act. The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service. Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules. The perquisites under this category shall not be included in the computation of ceiling on remuneration. Category C The Company shall provide a car with a driver at the cost of the Company for business use of the Company. The Whole-Time Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed. Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Whole-Time Director.
Sitting Fees	The Whole-time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.
General	I. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. II. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. III. The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mr. Bhavin Mehta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Except Mr. Bhavin Mehta (being himself), Mrs. Mira Mehta (Being Spouse) and Mr. Mukund Mehta (Being Father), no other Director of the Company may be deemed to be concerned or interested in passing of said resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5:-

The Nomination and Remuneration committee has completed the annual performance appraisal of all the executive directors of the Company. In view of this there is a recommendation for revision in the remuneration of Mrs. Mira Mehta, whole-time Director of the Company with effect from 1st September, 2017. Hence the Board of Directors is requesting your approval for the revise in the remuneration of Mrs. Mira Mehta, Whole-Time Director of the Company.

In view of the above, your Board proposes for revision of Remuneration of Mrs. Mira Mehta, Whole-time Director of the Company on the remuneration package as detailed below and as recommended and approved by the Nomination and Remuneration Committee.

CATEGORY	PARTICULARS
Basic Salary	Upto maximum Rs. 6,00,000/- (Rupees Six Lacs Only) per month or Rs. 72,00,000/- (Rupees Seventy Two Lacs Only) per annum based on merit and taking into account the Company's Performance.
Perquisites and Allowances	Category A Medical Reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company under the mediclaim Policy. Leave Travel Concession: Company shall provide leave travel fare to the Whole-Time Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules. The Whole time Director shall be provided with a fully furnished accommodation. Category B The Company shall contribute towards Provident Funds/ Superannuation Fund/Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act. The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service. Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules. The perquisites under this category shall not be included in the computation of ceiling on remuneration. Category C The Company shall provide a car with a driver at the cost of the Company for business use of the Company. The Whole-Time Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed. Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Whole-Time Director.
Sitting Fees	The Whole-time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.
General	I. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. II. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. III. The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mrs. Mira Mehta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Except Mrs. Mira Mehta (being herself), Mr. Bhavin Mehta (Being Spouse) and Mr. Mukund Mehta (Being Father-in Law), no other Director of the Company may be deemed to be concerned or interested in passing of said resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6 & 7:-

With a view to provide employees of the Company a share in growth of the Company and to attract, retain and motivate the talent, KDIL ESOS 2007 was introduced pursuant to approval of the members of the Company in meeting held on 29th September, 2007.

The Pricing formula in KDIL ESOS 2007 is Rs. 47.50 per option as approved by the members on 31st May, 2010 at the Extra Ordinary Meeting of Shareholders.

Disclosure as required under Clause 7.4 Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is as under:

1. Details of variation: Re-pricing of options at such price as may be decided by the Board at the time of each grant instead of Rs. 47.50 per share.
2. Rationale for re-pricing: To give flexibility to Directors to price the options. This will enable Directors to grant option and make the same attractive enough to the employees so that the objective of retention and attraction of Talent is achieved.
3. Details of Employees:

Sr. No.	Particulars	Options
A.	Scheme Size	3,50,000
B.	Options granted & re-priced @ Rs. 47.50 (options granted to 303 employees)	3,29,700
C.	(less) Options Exercised	29,706
D.	(B – C)	2,99,994
E.	(less) Options re-priced at the AGM held on 30th Sep, 2013	1,90,759
F.	Balance	1,09,235
G.	Pool available (Scheme size - Options granted) i.e. 3,50,000 – 3,29,700	20,300
H.	Options Outstanding (F + G) available for re-issue & proposed to be re-priced	1,29,535

Existing pricing formula: Rs. 47.50 per option

New Pricing Formula:

The Options will be priced by Directors at such discount to the market price as they may deem fit. However, the price shall not be less than face value of the shares. The proposed re-pricing is in conformity with SEBI guidelines.

The Directors, also propose to increase the limit of the maximum number of shares that may be issued under KDIL ESOS 2007 to an individual eligible participants from 5,000 shares to 1,00,000 shares.

The Company may identify certain employee/s to whom it may be necessary to grant option exceeding the limit set out in the KDIL ESOS 2007 to ensure continuity of their service with the Company.

The Board of Directors sought to take approval of the shareholders to increase the limit of the maximum number of shares that may be issued under KDIL ESOS 2007 Scheme.

None of the Directors of the Company is, in a way, concerned or interested in the resolution, except to the extent of the securities that have been offered to them under KDL ESOS 2007.

The Board recommends the Special Resolution set out at Item No. 6 & 7 of the Notice for approval by the shareholders.

Item No. 8:-

The Board of Directors proposes to amend clause 14 of the KDIL ESOS 2007 which was approved by the members of the Company in meeting held on 29th September, 2007 pertaining to exercise period of options already granted and proposed to be granted in future.

Sr. No.	No. of Options Granted	Exercise period
1	600	After one year from the date of grant of option
2	200	After two year from the date of grant of option
3	2400	After three year from the date of grant of option

Due to increase in limit of maximum number of options that may be granted to the identified grantees, limit to exercise the vested options shall also stand changed.

The Board of Directors sought to take approval of the shareholders to approve the change in the limit to exercise the option/s vested during a particular period. The Board/Compensation Committee of the Board which supervises ESOS shall have discretion to grant such options which can further be divided into such options to be vested & at such vesting period as may be determined. Options shall be exercisable within a period of 5 years from the date of grant as per the Scheme condition. This amendment shall be applicable for the options already granted and proposed to be granted in future.

None of the Directors of the Company is, in a way, concerned or interested in the resolution, except to the extent of the securities that have been offered to them under KDL ESOS 2007.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

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

Place: Mumbai
Date: 23rd August 2017

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

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

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]

Sr. No.	Particulars	Mr. Bhavin Mehta	Mrs. Mira Mehta
(a)	A brief resume of the director;	B.Pharm	B.Com
(b)	Nature of his expertise in specific functional areas;	Vast experience of 16 years in pharmaceutical industry and having good command over export markets.	9 Years in Pharmaceutical industry.
(c)	Disclosure of relationships between directors inter-se;	Son of Mr. Mukund Mehta, Spouse of Mrs. Mira Mehta	Daughter-in-law of Mr. Mukund Mehta, Spouse of Mr. Bhavin Mehta
(d)	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; [Other than Kilitch Drugs (I) Ltd]; and	NIL	NIL
(e)	Shareholding of Director.	1,03,300	NIL



25th Annual General Meeting
KILITCH DRUGS (INDIA) LIMITED

[CIN : L24239MH1992PLC066718]

Registered office: C-301/2, M.I.D.C. Industrial Area, Pawane Village, Thane: 400 705

Phone: 022 27680913 Fax: 022 2768091

Website www.kilitch.com; email: info@kilitch.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Date	Venue	Time
September 29, 2017	C-301/2, M.I.D.C. Industrial Area, Pawane Village, Thane: 400 705	9.00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxy holder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company held on Friday, September 29, 2017 at 9:00 a.m. at C-301/2, M.I.D.C. Industrial Area, Pawane Village, Thane: 400 705.

Signature of the Member/ Proxy

Note: Electronic copy of the Annual Report for 2017 and Notice of the 25th Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the 25th Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Annual Report for 2017 and Notice of the 25th Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.



25th Annual General Meeting
KILITCH DRUGS (INDIA) LIMITED

[CIN : L24239MH1992PLC066718]

Registered office: C-301/2, M.I.D.C. Industrial Area, Pawane Village, Thane: 400 705
Phone: 022 27680913 Fax: 022 2768091; Website www.kilitch.com; email: info@kilitch.com

Form No. MGT-11

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	:	Email Id	:
Registered Address	:	Folio No.	:
	:	*DP Id.	:
No. of Shares held	:	*Client Id.	:

* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of _____ shares of Kilitch Drugs (India) Limited hereby appoint:

1. Mr./Mrs. _____ Address : _____	Email Id: _____ Signature: _____
2. Mr./Mrs. _____ Address : _____	Email Id: _____ Signature: _____
3. Mr./Mrs. _____ Address : _____	Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 9.00 a.m. at C-301/2, M.I.D.C. Industrial Area, Pawane Village, Thane: 400 705 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	Number of Shares held	For	Against
Ordinary Business				
1.	To Adopt Standalone and Consolidated Audited Financial Statements for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon;			
2.	Re-appointment of Mrs. Mira Bhavin Mehta, who retires by rotation and being eligible offers herself for reappointment			
Special Business				
3.	To approve reappointment and revision of remuneration of Whole-Time Director Mr. Bhavin Mehta having DIN:00147876.			
4.	To approve revision in the remuneration of Whole-Time Director Mrs. Mira Mehta having DIN: 01902831.			
5.	To approve re-pricing of outstanding Employee Stock Options under KDIL ESOP 2007			
6.	To approve the increase in limit of maximum number of shares granted under KDIL ESOP 2007			
7.	To approve the amendment in clause 14 of the KDIL ESOP 2007			

** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of the Member(s)

1. _____
2. _____
3. _____

Affix One
rupee
Revenue
Stamp

Signed this _____ day of _____ 2017

Notes:

- The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
- A proxy need not be a member of the company.
- In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
- The form of proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.