

Kilitch Drugs (India) Ltd.

September 03, 2018

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 26th 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 26th Annual General Meeting of the Company to be held on Thursday, 27th September, 2018 at 9:00 A.M. at C-301/2, MIDC, TTC Industrial Area, Pawane Village, Thane-400701, Maharashtra, India.

The above is for your information & records please.

Thanking you,

Yours Truly,

For Kilitch Drugs (India) Limited



Mukund Mehta
Managing Director
DIN: 00147876



Encl: As above

Notice

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KILITCH DRUGS (INDIA) LIMITED WILL BE HELD AT C-301/2, MIDC, TTC INDUSTRIAL AREA, PAWANE VILLAGE, NAVI MUMBAI-400705, MAHARASHTRA, INDIA, ON THURSDAY, THE 27TH DAY OF SEPTEMBER 2018 AT 09:00 AM (IST) TO TRANSACT THE FOLLOWING BUSINESSES:

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 31st March 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. TO CONSIDER DECLARATION OF DIVIDEND.

To declare a final dividend of Re. 00.50 per equity share of face value ₹ 10/- each for financial year 2017-18.

3. TO APPOINT DIRECTORS LIABLE TO RETIRE BY ROTATION:-

To appoint a Director in place of Mr. Mukund Mehta (DIN:00147876), who retires by rotation and being eligible, seeks re-appointment.

4. TO RATIFY THE APPOINTMENT OF M/S. A. M. GHELANI & CO., CHARTERED ACCOUNTANTS (FRN 103173W) AS A 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 (including any statutory modification(s) or Re-enactment(s) thereof for time being in force), pursuant to the recommendations of the audit committee of the Board and pursuant to the resolution passed by the members at the AGM held on 29th September 2017, the appointment of M/s. A. M. Ghelani & Co., Chartered Accountants (Firm Registration No. 103173W) as the statutory auditors of the Company, to hold office till the conclusion of the 29th Annual General Meeting to be held in financial year 2021, is hereby ratified for the financial year 2018-19 and the Board of Directors be and are hereby authorized to fix such remuneration payable to them plus applicable taxes and reimbursement of out of pocket expenses incurred by them, for the financial year 2018-19 as may be determined by the audit committee in consultation with the auditors and the Board of Directors."

SPECIAL BUSINESS:

5. APPOINTMENT OF PROF. VASUDEV KRISHNA MURTI (DIN:00567672) AS AN INDEPENDENT DIRECTOR.

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

"RESOLVED THAT Prof. Vasudev Krishna Murti (DIN:00567672), who has been appointed by the Board of Directors as an Additional Director of the Company with effect from 16th March 2018 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, but who is also eligible for appointment, in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Companies Act, 2013 from member of the Company proposing his appointment as a Director of the Company and who has consented, if appointed, to act as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or Re-enactment(s) thereof for time being in force), Prof. Vasudev Krishna Murti (DIN:00567672), who meets the criteria for being appointed as Independent Director as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 16th March 2018 to March 15, 2023."

6. APPOINTMENT OF MR. VENKITA SUBRAMANIAN RAJAN (DIN:00059146) AS AN INDEPENDENT DIRECTOR.

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

"RESOLVED THAT Mr.Venkita Subramanian Rajan (DIN:00059146), who has been appointed by the Board of Directors as an Additional Director of the Company with effect from 28th June 2018 and holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013; but who is also eligible for appointment, in respect of whom the Company has received a notice in writing pursuant to the provision of Section 160 of the Companies Act, 2013, from member of the Company proposing his appointment as a Director of the Company and who has consented, if appointed, to act as a Director, be and is hereby appointed as a Director of the Company".



RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or Re-enactment(s) thereof for time being in force), Mr. Venkita Subramanian Rajan [DIN:00059146], who meets the criteria for being appointed as Independent Director as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 28th June 2018 to 27th June 2023."

7. TO CONSIDER FOR CONTRIBUTION TO BONAFIDE CHARITABLE AND OTHER FUNDS.

To approve the authority of the Board of Directors for making donation to charitable and other funds and in this regard to consider and if thought fit to pass the following resolution as an ordinary Resolution: .

"RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (herein referred to as 'the Board' which shall deem to include any committees thereof) to contribute and/or donate, from time to time, to bonafide charitable and other funds/trust, amounts not exceeding in aggregate to all such funds/Trust taken together up to a sum of INR 50,00,000/- (Indian Rupees Fifty Lakh only) during any financial year of the Company.

RESOLVED FURTHER THAT any of the previous acts, deeds, actions done / performed / accomplished by the Company as mentioned in Section 181 of the Companies Act, 2013 [i.e. contribution/ donation to bonafide charitable and other funds/trust] be and are hereby ratified by members of the Company."

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

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

Place: Mumbai
Date 13th August 2018

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

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 **Thursday 20th September 2018 to Thursday 27th September 2018** (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. Also shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
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 2017-18, the Notice of the 26th 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) Amendment Rules, 2015 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 - 400083.
Tel: 022- 49186000; Fax: 022-49186060

Instructions for Voting through electronics means:

In compliance with Regulation 44 of SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th 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 am (IST) on Monday 24th September 2018 and will end at 5.00 pm(IST) on Wednesday 26th September 2018**. 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. Thursday, 20th September 2018**.

The Members, whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Thursday, 20th September 2018 only shall be entitled to vote on the Resolutions set out in this Notice.

The Board of Directors at their meeting held on 13th August 2018 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 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. Thursday, 27th September 2018.

The instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday, 24th September 2018 (09:00 am (IST)) and ends on Wednesday 26th September, 2018 (5:00 pm (IST))**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 20th September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
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- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KILITCH DRUGS (INDIA) LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date i.e. **Thursday, 20th September 2018**.

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

Item No. 5:-

Prof. Vasudev Krishna Murti (DIN:00567672) aged 66 was appointed as Additional Non- executive Independent Director of the Company by the Board of Directors under Section 161(1) of the Companies Act, 2013, and hold office upto the date of the Twenty Sixth Annual General Meeting of the Company.

Prof. Vasudev Krishna Murti (DIN:00567672), additional non executive Independent Director of the Company has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for Independent Directors under section 149(6) of the said Act. The Company has received from Prof. Vasudev Krishna Murti (DIN:00567672), the consent to act as Director. As required under section 160 of the Companies Act, 2013 a notice has been received from a Member proposing name of Prof. Vasudev Krishna Murti (DIN:00567672) for the office of a Directorship.

In the opinion of the Board Prof. Vasudev Krishna Murti fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.

In term of Section 149 (13) of the said Act, Prof. Vasudev Krishna Murti, Independent Director is not liable to retire by rotation.

The matter regarding appointment of Prof. Vasudev Krishna Murti as Independent Director was placed before the Nomination & Remuneration Committee which has recommended his appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Prof. Vasudev Krishna Murti as an Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

The terms and conditions of appointment of Prof. Vasudev Krishna Murti, shall be open for inspection by the Members at the registered office during normal business hours on any working day of the Company.

Prof. Vasudev Krishna Murti does not hold any share of the Company.

Upon the confirmation of the appointment of Prof. Vasudev Krishna Murti as Independent Director by the members of the Company the appointment shall be formalize by the issue of a letter of appointment by the Company to the said Director.

Information as required by the Listing Regulation 2015, and SS-2 has been given elsewhere in this Notice.

The aforesaid Director is not disqualified from being appointed as a director in terms of section 164 of the Act.



The Board accordingly, recommends the resolution at Item no. 5 of this notice for approval of the Members.

None of the Directors except Prof. Vasudev Krishna Murti and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the Resolution.

Item No.6:-

Mr. Venkita Subramanian Rajan (DIN:00059146) aged 75 was appointed as Additional Non- executive Independent Director of the Company by the Board of Directors under Section 161 (1) of the Companies Act, 2013, and hold office upto the date of the Twenty Sixth Annual General Meeting of the Company.

Mr. Venkita Subramanian Rajan (DIN:00059146), non-executive Independent Director of the Company has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013 confirming that he meets the criteria prescribed for Independent Directors under section 149 (6) of the said Act. The Company has received from Mr. Venkita Subramanian Rajan (DIN:00059146), the consent to act as Director. As required under section 160 of the Companies Act, 2013 a notice has been received from a Member proposing the name of Mr. Venkita Subramanian Rajan (DIN:00059146) for the office of a Directorship.

In the opinion of the Board Mr. Venkita Subramanian Rajan fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.

In term of Section 149 (13) of the said Act, Mr. Venkita Subramanian Rajan, Independent Director is not liable to retire by rotation.

The matter regarding appointment of Mr. Venkita Subramanian Rajan as Independent Director was placed before the Nomination & Remuneration Committee which has recommended his appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Venkita Subramanian Rajan as an Independent Director is now being placed before the Members in the Annual General Meeting for their approval.

The terms and conditions of appointment of Mr. Venkita Subramanian Rajan, shall be open for inspection by the Members at the registered office during normal business hours on any working day of the Company.

Mr. Venkita Subramanian Rajan does not hold any share of the Company.

Upon the confirmation of the appointment of Mr. Venkita Subramanian Rajan as Independent Director by the members

of the Company the appointment shall be formalize by the issue of a letter of appointment by the Company to the said Director.

Information as required by the Listing Regulation 2015, and SS-2 has been given elsewhere in this Notice.

The aforesaid Director is not disqualified from being appointed as a director in terms of section 164 of the Act.

The Board accordingly, recommends the resolution at Item no. 6 of this notice for approval of the Members.

None of the Directors except Mr. Venkita Subramanian Rajan and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the Resolution.

Item No.7:-

The Company, as a corporate citizen, believes in Corporate Social activities (hereinafter referred as "CSR") in various areas. As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds/trust, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

In order to fully comply with the requirements towards compliances of applicable provisions of the Companies Act, 2013, in view of unavailability of sufficient profits, the consent of the members is sought to enable the Board to commence with Corporate Social activities. The Board recommends the resolution under item no. 7 to be passed as an ordinary resolution by the members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

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

Sd/-

Mukund Mehta

Managing Director

[DIN: 00147876]

Place: Mumbai

Date 13th August 2018

Registered Office:

C-301/2, M.I.D.C. TTC Industrial Area,
Pawane Village, Navi Mumbai - 400 705,
Maharashtra, India.

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

The route map of the Venue of the AGM is given herein below.





KILITCH DRUGS (INDIA) LTD.

26th Annual General Meeting
KILITCH DRUGS (INDIA) LIMITED
[CIN : L24239MH1992PLC066718]

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

Phone: 022 27680913 | Fax: 022 27680912
Website www.kilitch.com | Email: info@kilitch.com

Attendance Slip

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

Date	Venue	Time
September 27, 2018	C-301/2, M.I.D.C. TTC Industrial Area, Pawane Village, Navi Mumbai - 400 705, Maharashtra, India	9.00 AM (IST)

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 26th Annual General Meeting of the Company held on Thursday, September 27, 2018 at 9:00 a.m., at C-301/2, M.I.D.C., TTC Industrial Area, Pawane Village, Navi Mumbai - 400 705, Maharashtra, India.

Signature of the Member/ Proxy

Note: Electronic copy of the Annual Report for 2018 and Notice of the 26th 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 26th Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Annual Report for 2018 and Notice of the 26th 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.

**KILITCH DRUGS (INDIA) LTD.**

26th Annual General Meeting
KILITCH DRUGS (INDIA) LIMITED
 [CIN : L24239MH1992PLC066718]

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

Phone: 022 27680913 | Fax: 022 27680912
 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.: _____ Email Id: _____
 Address : _____
 _____ Signature: _____
2. Mr./Mrs.: _____ Email Id: _____
 Address : _____
 _____ Signature: _____
3. Mr./Mrs.: _____ Email Id: _____
 Address : _____
 _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Thursday, September 27, 2018 at 9.00 a.m. at C-301/2, M.I.D.C., TTC Industrial Area, Pawane Village, Navi Mumbai - 400 705, Maharashtra, India 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, 2018 and reports of the Board of Directors and the Auditors thereon;			
2.	To consider declaration of Dividend;			
3.	Re-appointment of Mr. Mukund Mehta, who retires by rotation and being eligible, seeks re-appointment.			
4.	To ratify the appointment of Auditors of the company, and to fix their remuneration;			
Special Business				
5.	Appointment of Prof. Vasudev Krishna Murti (DIN:00567672) as an Independent Director			
6.	Appointment of Mr. Venkita Subramanian Rajan (DIN:00059146) as an Independent Director			
7.	To consider for contribution to bonafide charitable and other funds			

** This is optional. Please put a tick mark (✓) 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 _____ 2018

Notes:

1. 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.
2. A proxy need not be a member of the company.
3. 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.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. 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.