

December 6, 2024

Ref : KIMIABL/COMP/BSE/24-25/

To

**Department of Corporate Affairs- Listing
BSE Limited**

PhirozJeeJeebhoy Towers,
Dalal Street, Fort Mumbai-400001

Scrip Code: 530313 [KIMIABL]

Sub: Intimation of 31st Annual General Meeting (AGM) scheduled to be held through Video Conferencing/Other Audio Visual Means ("VC/OAVM")

Dear Sir/Madam,

This is in reference to our disclosure dated December 05, 2024 regarding approval of notice of 31st Annual general meeting ("AGM") to be convened on Monday, December 30th, 2024 at 4:00pm (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"). The notice is also available on the website of the company at www.kimiabioscience.com.

Key Details with respect to AGM are as under:-

- 1) The AGM will be held on Saturday, December 28th, 2024 at 4:00pm (IST) Through video conferencing /other Audio Visual means in compliance with the General Circular No. 20/2020 dated 05th May, 2020 issued by Ministry of Corporate Affairs ("MCA") read with General Circular No. 02/2022 dated 05th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022.
- 2) In Compliance of the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, the Annual Report along with the notice of the AGM is being circulated to the shareholders of the company through electronic mode.
- 3) Pursuant to section 108 of the act read with Rule 20 of the company (Management and Administration) rules, 2014 and Regulation 44 of the listing Regulations, as amended, the company is pleased to provide its member the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting or through an electronic voting system during the AGM.

KIMIA BIOSCIENCES LIMITED

Regd. Office/Works
Village Bhondsi, Damdama Lake Road,
Gurugram, Haryana-122102
Tel.: +91 9654746544, 9654206544

Corporate Office
974, 9th Floor, Aggarwal Millennium Tower-II
Netaji Subhash Place, Pitampura, New Delhi-110034, INDIA
Tel.: +91 11 47063600, 470630601

compliance.kimia@gmail.com | info@kimiabiosciences.com | www.kimiabiosciences.com | CIN No.: L24239HR1993PLC032120



- 4) The company has fixed Monday, 23rd December, 2024 as the "Cut-off Date" for determining the eligibility of members to vote by Remote E-voting or e-voting at the AGM.
- 5) The Company will be availing remote e-voting for casting vote during AGM of National Securities Depository Limited(NSDL).The remote e-voting period shall commence on Friday, 27th December ,2024 at 9:00 A.M and ends on Sunday,29th, 2024 at 5:00 P.M. Additionally, the company will be providing e-voting system for casting vote during the AGM.
- 6) Pursuant to Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Register of member and Share Transfer books of the company will remain closed from Monday, December 23rd, 2024 to Monday, December 30th, 2024 (both days inclusive) for the purpose of AGM. The Notice of AGM and the Annual report 2023-24 shall be sent through electronic mode only to those members whose email addresses are registered with the Company/ Depository participants/RTA and will be available on the Company's website i.e. www.kimiabiosciencelimited and on the website of BSE limited i.e. www.bseindia.com in due course of time.

Kindly take the above information on your record.

Thanking You,
Yours faithfully,

For **KIMIA BIOSCIENCES LIMITED**

Pallavi Garg Digitally signed
by Pallavi Garg
Date: 2024.12.06
18:50:02 +05'30'

Pallavi Garg

Company Secretary & Compliance Officer

Place: New Delhi

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E-mail: compliance.kimia@gmail.com Web: www.kimiabiosciences.com

CIN: L24239HR1993PLC032120, Tel: 011-47063600, +91 9654206544 | +91 9654746544 Fax: 011-47063601/02

NOTICE OF THE 31ST (THIRTY ONE) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty -One (31ST) Annual General Meeting of Members of Kimia Biosciences Limited will be held on Monday, 30th December, 2024 at 04:00 (IST) PM through video conferencing or other audio visual means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2024, along with the Reports of the Directors' and Auditors thereon.
2. To re-appoint a director in place of Mr. Vipul Goel (DIN:00064274), the Director, who retires by rotation, and is eligible, offers himself for re-appointment

SPECIAL BUSINESS:

3. Appointment of Statutory Auditor to fill casual vacancy.

"**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Sunil Suresh & Associates, Chartered Accountants, (Firm Registration number 011646N), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Singhi & Co; Chartered Accountants.

"**RESOLVED FURTHER THAT** M/s Sunil Suresh & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from June 28, 2024, until the conclusion of the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with Auditors duly approved by the Board of Directors of the Company".

4. To approve the appointment of a Statutory Auditor.

To appoint Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** subject to the provision of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Sunil Suresh & Associates, Chartered Accountants (Firm Registration No. 011646N, be and are hereby appointed as Statutory Auditor of the Company, to hold the office from the conclusion of 36th Annual General Meeting, for a period of 5 years, at such remunerations plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultations with Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds, and things, to give effect to the aforesaid resolutions".

5. To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2025.

To consider and, if thought fit, to give your assent or dissent to the following resolution as an **Ordinary Resolution**: "**RESOLVED**

THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of Audit Committee, the remuneration payable to M/s Mahesh Singh & Co., Cost Accountants having Firm Registration Number 100441, appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to Rs. 40,000/- (Rupees Forty Thousand only) plus out of pocket expenses that may be incurred during the course of audit be and is hereby approved and ratified.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties and doubts that may arise in this regard."

6. To approve the continuation of payment of remuneration to Managing Director & CEO in case of inadequate profits.

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modifications, amendments or re-enactments thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, pursuant to the provision of Articles of Association of the Company, approval of the Members be and is hereby accorded to the continuation in remuneration of Mr. Sameer Goel, Managing Director & CEO (DIN:00161786) with effect from 01st April, 2024, as set out in the statement annexed to the Notice convening this meeting.

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to give effect to the aforesaid resolutions”.

7. To approve the borrowing limit under the provisions of the Companies Act, 2013

To pass with or without modification the following resolution as Special Resolution.

“**RESOLVED THAT** pursuant to section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company be and is hereby authorized to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves, apart from temporary loans obtained from the Company’s banker in the ordinary course of business, provided that the total amount upto which moneys may be borrowed by the Board of Directors shall not exceed the sum of Rs 100 crores (Rupees Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company at any one time.

By the Order of the Board of Directors

For Kimia Biosciences Limited

Sd/-

Sameer Goel

(Chairman & Managing Director)

(DIN: 00161786)

Place: New Delhi

Date: 05/12/2024

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolutions and the reasons thereof is annexed hereto and forms part of this Notice (“Notice”).
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kimiabiosciences.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM

Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday 27th December 2024 at 09:00 A.M. (IST) and ends on Sunday 29th December 2024 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd December 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday 23rd December, 2024.




How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

| |
|--|
| 5. Password details for shareholders other than Individual shareholders are given below: |
| a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. |
| b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. |
| c) How to retrieve your 'initial password'? |
| (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. |
| (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered. |
| 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password: |
| a) Click on " Forgot User Details/Password? "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com . |
| b) Physical User Reset Password? " (If you are holding shares in physical mode) option available on www.evoting.nsdl.com . |
| c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. |
| d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. |
| 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. |
| 8. Now, you will have to click on "Login" button. |
| 9. After you click on the "Login" button, Home page of e-Voting will open. |

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gr2advisory@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.kimia@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.kimia@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance.kimia@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

The Members of the Company at its Annual General Meeting held on had appointed M/s Singhi & Co (Firm Registration) as Statutory Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company.

M/s Singhi & Co, Chartered Accountants vide their letter dated May 30, 2024 have resigned from the position of Statutory Auditor, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on June 28, 2024, as per the recommendation of the Audit Committee, and pursuant to the provision of Section 139(8) of the Companies Act, 2013 has appointed Sunil Suresh & Associates, Chartered Accountants, (Firm Registration no:) to hold office as Statutory Auditor of the Company till the conclusion of 30th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s Singhi & Co, Chartered Accountants subject to the approval by the members at the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s Sunil Suresh & Associates, Chartered Accountants to act as Statutory Auditors of the Company in place of M/s Singhi & Co, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

The Board of Directors at its meeting held on June 28, 2024, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable, if any, recommended the appointment of M/s Sunil Suresh & Associates, Chartered Accountants (Firm Registration No:) as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 31st Annual General Meeting,

till the conclusions of the 36th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes, and out-of-pocket expenses, as may be determined and recommended by the Audit Committee in Consultation with the Auditors and duly approved by the Board of Directors of the Company.

None of the Directors, Key Managerial Personnel, and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM NO. 5

The Company is required under Section 148 of the Companies Act, 2013 (Act) read with Companies (Cost Records and Audit) Amendment Rules, 2016 to have the audit of its cost records conducted by a Cost Accountant

in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Mahesh Singh & Co., Cost Accountants (Firm's Registration No. 100441) to

conduct an audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Amendment Rules, 2016 for the financial year ending on 31st March 2024, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the said Rules, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

The Board of Directors recommends the **Ordinary resolution** set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Company proposes to approve the continuation of remuneration to Sameer Goel, Managing Director in case of no profit/ inadequate profits of the Company in pursuance of provisions of section 197 read with Schedule V of the Companies Act, 2013.

Mr. Sameer Goel, Managing Director and CEO of the Company was re-appointed as Managing Director in the 28th Annual General Meeting of the Company held on 28th September 2021. The remuneration was also approved in that meeting for 3 years i.e. from 29th March 2021 to 29th March 2024.

The shareholder approved the remuneration payable to Mr. Sameer Goel, Managing Director within the limits prescribed as per Companies Act, 203 & Schedules thereto, while approving his appointment on September 28, 2021.

Further, the Board of Directors in the meeting held on 30.05.2024 based on the recommendation of the Nomination and Remuneration Committee had approved the continuation of payment of Rs 60 lakh fixed remuneration to Mr. Sameer Goel, Managing Director of the Company.

There is no requirement for the approval of the shareholders by way of passing a special resolution, for the continuation of payment of remuneration as per existing terms and conditions in the remuneration of Mr. Sameer Goel as reviewed by the Nomination and Remuneration Committee and Board of Directors of the Company in their respective meetings held on 30.05.2024 or including any amendments thereto during the tenure of his appointment or upto 29th March, 2026.

Details of remuneration payable to Mr. Sameer Goel despite inadequacy or absence of profits will be as follows:

| Compensation Details | Amount |
|-----------------------------|---------------|
| Annuual CTC | 6,000,000 |
| Monthly CTC | 500,000 |
| Annual Fixed Variable | - |
| Own your Asset | - |
| Annuual CTC | 6,000,000 |
| Monthly CTC | 500,000 |
| Annual Gross | 5,820,000 |
| Monthly Gross | 485,000 |
| Basic for PF | 15,000 |
| Basic | 250,000 |
| HRA | 125,000 |
| Transport All. | - |
| Newspaper & Journal All. | 1,000 |
| LTA All. | 20,833 |
| Attire All. | 2,000 |
| Spl. All. | 61,167 |
| Car & Petrol Reimb. | 25,000 |
| Driver Salary/Car Reimb | - |
| Salary | 485,000 |

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 during the tenure of his appointment, Mr. Sameer Goel, Managing Director shall be entitled to a minimum remuneration comprising salary, perquisites, and benefits subject to such revisions as may be approved by the Board and Nomination and Remuneration Committee from time to time.

ITEM NO. 7

To exercise its business plans, the Company might have to raise loans from banks, financial institutions, other companies, or other persons.

As per section 179(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the power to borrow money could be exercised by the Board of Directors by means of the resolution passed at the Board Meeting.

However, in terms of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company, shall not except with the consent of the Company by a special resolution in a general meeting, borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the paid-up capital and its free reserves.

The Company in order to expand its business operations has fund requirements, therefore it would be necessary to get approval from the shareholders for borrowing up to a limit of Rs 100 crores over and above the paid-up capital and free reserves at any point in time.

The Board of Directors recommends the Resolution as set out in Item No. 7 of the accompanying Notice for approval of the Members of the Company. This resolution is an enabling resolution and is being proposed to give adequate flexibility and discretion to the Board of Directors to undertake the matters as set out therein. The information as per Section 102(1)(a) and (b) are disclosed below.

None of the Director or Key Managerial Personnel or their relative may be deemed to be concerned or interested in said resolution.

By the Order of the Board of Directors
For Kimia Biosciences Limited
SD/-
Sameer Goel
(Chairman & Managing Director)

Date:
Place: New Delhi