

August 02, 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 Postal Ballot**

Dear Sir / Madam,

In furtherance to our intimation sent to the Exchange regarding the decision of Board for raising of funds by issuing upto 21,00,000 warrants on preferential basis to Promoters of the company, in accordance with Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, we hereby submit the Notice of Postal Ballot.

The Notice of the Postal Ballot dated July 25, 2017 was dispatched to the members holding shares of the Company either in physical or in dematerialized form, as on the cutoff date i.e. July 21, 2017. The resolution together with the explanatory statement under section 110 read with Rule 22 of Companies (Management and Administration) Rules, 2014 along with the instructions are enclosed herewith.

The company would like to inform that the voting begins from August 03, 2017 at 9:00 AM and ends on September 03, 2017 5:00 PM.

You are requested to take the same in your records.

Thanking You

Yours Faithfully

For **Kilitch Drugs (India) Ltd**




Dharmendra Makwana
Company Secretary



KILITCH DRUGS (INDIA) LIMITED

CIN: L24239MH1992PLC066718

Registered Office:- C 301/2, MIDC, TTC Industrial Area, Pawane, Thane - 400 705.

Tel. No. +91-22-6121 4100 Fax No. +91-22-6703 1658

Email id: enquiry@kilitch.com, Website: www.kilitch.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Kilitch Drugs (India) Limited

Notice is hereby given to the Members of **Kilitch Drugs (India) Limited** ("Company"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 74(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws and regulations, that the resolutions as set out in this Notice are proposed to be passed by the Members through Postal Ballot in supersession of the resolutions (set out in Item No. 1 therein).

The explanatory statement setting out the material facts and related particulars with reference thereto for your consideration is enclosed with this Notice along with the Postal Ballot Form.

Mr. Deep Shukla, (having CP No. 5364) of M/s Deep Shukla & Associates, Practicing Company Secretary has been appointed as a scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner. As per the provisions of the Companies Act, a special resolution will be declared as passed by way of Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote. Members desiring to exercise their vote by Postal Ballot Form are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating their assent (FOR) / dissent (AGAINST) for the resolution in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. Friday, 1st September, 2017 (5.00 p.m. IST). Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received

E-voting Option

In compliance with the provisions of Sections 108, 110 of the Companies Act, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide Members with the facility to exercise their right to vote on the matter included in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited. The e-voting period commences on Thursday, 3rd August, 2017 (9.00 a.m. IST) and ends on Friday, 1st September, 2017 (5.00 p.m. IST). The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice. The Scrutinizer will submit its report to the Chairman of the Company or any other person authorized by the Chairman of the Company after completion of scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process, and the consolidated results thereof will be announced on Saturday, 2nd September, 2017, at the Registered Office of the Company Kilitch Drugs (India) Limited, C 301/2, MIDC, TTC Industrial Area, Pawane, Thane - 400 705. The resolution will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Friday, 1st September, 2017 ("deemed date of passing of the resolution"), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot will also be displayed at the said address and posted on the Company's website i.e. www.kilitch.com, besides communicating to the BSE Limited and NSE Limited. The results of the postal ballot will also be announced through an advertisement in a newspaper.

SPECIAL BUSINESS:

Items of business requiring consent of Members of the Company through Postal Ballot

To consider and approve issue of warrants on preferential basis:

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

"RESOLVED THAT pursuant to Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (herein after referred to as the 'Board', which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, up to 21,00,000 (Twenty One Lakh) warrants ("Warrants") carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- (Rupees Ten only) at such price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulation each on preferential basis to:

Promoters	21,00,000
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“RESOLVED FURTHER THAT each of the aforesaid Warrants be converted at the option of the Warrant Holder at any time within a period of 18 (Eighteen) months from the date of allotment, in one or more tranches, into one fully paid-up equity share of face value Rs. 10/- (Rupees Ten only) at such price being not lower than the minimum price determined in accordance with the Regulation 76 of the SEBI (ICDR) Regulations, as amended from time to time, and an amount equivalent to 25% (Twenty Five percent) of the consideration shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five percent) must be paid at or before the time of allotment of equity shares, pursuant to exercise of option against each such Warrant.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board”.

“RESOLVED FURTHER THAT the Warrants and equity shares allotted on conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company”

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the 'Relevant Date' for determination of price of the Warrants/equity shares to be issued and allotted upon exercise of the option attached to the Warrants, shall be Thursday, 3rd August, 2017, being the date which is 30 (thirty) days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot or in the case where the Relevant Date falls on a weekend/holiday, the day preceding the weekend/holiday will be reckoned to be the Relevant Date”

“RESOLVED FURTHER THAT the equity shares allotted on conversion of the Warrants shall be locked-in for such period as prescribed in Regulation 78 of SEBI ICDR Regulations”

“RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the Warrants and the equity shares on conversion of the Warrants, the Board be and it is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of warrants and the equity shares on conversion of the Warrants, as it may, in its absolute discretion, deem fit and proper”

“RESOLVED FURTHER THAT the Board be and it is hereby authorized to list the equity shares issued and allotted on conversion of Warrants on all the Stock Exchanges where the equity shares of the Company are listed and also to authorize, at its discretion, any other member of the Board or Committee or person, to do all the necessary, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this Resolution”.

For and on Behalf of the Board of Directors
Kilitch Drugs (India) Limited
 Sd/-
 Dharmendra Makwana
 Company Secretary

Place: Mumbai
 Date: July 25, 2017

Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
2. The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as of Friday, 21st July, 2017.
3. Mr. Deep Shukla, (having CP No. 5364) of M/s Deep Shukla & Associates, Practicing Company Secretary has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s. Central Depository Services (I) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
5. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on July 21, 2017 i.e. “the cut-off date”. E-voting is optional for members.
6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours i.e. 5.00 p.m. on 1st September, 2017.

7. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from Link Intime India Pvt. Ltd. ("RTA"), or Corporate Office of the Company i.e. 37, Ujagar Industrial Estate, Waman Tukaram Patil Marg, Deonar, Mumbai - 400 088.

8. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

9. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Friday, 1st September, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Friday, 1st September, 2017 would be strictly treated as if reply from the Members has not been received.

10. Voting through Electronic means:

(i) The voting period begins on Thursday, 3rd August, 2017 from 9.00 a.m. and ends on Friday, 1st September, 2017 till 5.00 p.m. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 21st July, 2017, 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 :

(iii) Click on Shareholders Tab.

(iv) Now enter your User ID

A For CDSL: 16 digits beneficiary ID;

B For NSDL: 8 Character DPID followed by 8 Digits Client ID;

C Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below and fill the appropriate boxes:

	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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequences number in the PAN Field. The Sequence number is printed on the Postal Ballot Paper. Alternatively, they may use the Postal Ballot Form for voting 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, e.g. if your name is Rajiv Sharma 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 account 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 member id / folio number in the Dividend Bank details folio number in the Dividend Bank details field as mentioned in instruction (iv)

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the EVSN 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN for Kilitch Drugs (India) Limited on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If 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.

(xvii) 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 Corporate.
- A scanned copy of the Registration Form bearing the stamp and signature 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 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.

In case of members receiving the physical copy:

I. Please follow all steps from Sr. No. (i) to Sr. No. (xvii) above to cast vote.

II. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on Friday, 1st September, 2017. The e-voting module for voting shall be disabled by M/s. Central Depository Services (I) Limited thereafter.

12. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on Friday, 21st July, 2017.

13. The Scrutinizer will submit his report to the Chairman or any one of the Director of the Company within one day after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot along with the Scrutinizer's Report will be announced on Friday, 2nd September, 2017 and the same will be displayed on the notice board at the Registered office of the Company situated at C-301/2, MIDC TTC Indl. Area, Pawane, Thane - 400 705 India and at the Corporate Office of the Company situated at 37, Ujagar Industrial Estate, Waman Tukaram Patil Marg, Deonar, Mumbai - 400 088. The results of the postal ballot will also be posted on the Company's website "www.kilitch.com" and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchanges where the Company's shares are listed.. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

14. The Board of Directors has appointed Mr. Mukund Mehta, Managing Director and Mr. Dharmendra Makwana, Company Secretary of the Company as the designated persons responsible for the entire postal ballot process.

15. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Saturday, 2nd September, 2017.

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

A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 25th July, 2017.

The Board of Directors in its meeting held on Tuesday, the 25th day of July, 2017 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto 21,00,000 (Twenty One Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each on conversion of warrants into Equity shares on preferential basis. The pricing of the Equity Shares to be allotted on preferential basis to the Promoter shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of the Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 and the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share capital and Debenture) Rules, 2014 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, investment, support growth plans of the Company, long-term working capital and general corporate purposes.

(ii) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

The promoter of the Company intends to subscribe to the Preferential Issue in order to infuse capital for the aforementioned objects.

(iii) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the promoter of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Equity Shares allotted pursuant to the above Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend.

(iv) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is Thursday, the 3rd August, 2017. (i.e. 30 days prior to the date of the declaration of the Postal Ballot Result)

(v) Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the promoter upon conversion of warrants into Equity shares as per the details given herein below:

Sr. No.	Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue	
		No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
1.	Mr. Bhavin Mehta	103,300	0.78%	1,050,000	1,153,300	7.52%
2.	Mr. Neeta Mehta	294,768	2.23%	817,000	1,111,768	7.25%
3.	Mr. Mukund Mehta	1,506,763	11.39%	233,000	1,739,763	11.35%

(vi) Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
	Pre-Allotment		Post-Allotment	
	Total No. of Shares	% of Total Voting Rights	Total No. of Shares	% of Total Voting Rights
Promoters	85,34,173	64.50%	1,06,34,173	69.36%
Public	46,97,655	35.50%	46,97,655	30.64%
Total	1,32,31,828	100.00%	1,53,31,828	100.00%

Pursuant to provisions of Section 62 of the Companies Act, 2013, any offer or issue of shares of the Company to persons other (vii) Change in Management:

The issue of Equity shares will not result in any change in the management or control of the Company.

(viii) Lock in of Equity Shares

The Equity shares to be allotted to the promoter on a preferential basis as set out in the resolution shall be locked in for a period of three years as per requirements of SEBI (ICDR) Regulations, 2009

(ix) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of Equity shares as aforesaid on or before the expiry of 15 days from the date of declaration of the result of the postal ballot. In case the allotment on preferential basis is pending on account of pendency of any approval(s) from any regulatory authority including Stock Exchange where the shares of the company are listed or the Central Government, then the allotment shall be completed within 15 (fifteen) days from the date of such approval(s), as the case may be.

(x) The Company hereby undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xi) Others:

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered / Corporate Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Saturday, 2nd September, 2017.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

Your directors recommend the Special Resolution as set out in the notice for your approval.

Mr. Bhavin Mehta and Mr. Mukund Mehta may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of the issue and allotment of shares on preferential basis.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 2 of the Notice.

Place: Mumbai

Date: July 25, 2017

For and on Behalf of the Board of Directors
For Kilitch Drugs (India) Limited
Sd/-
Dharmendra Makwana
Company Secretary

KILITCH DRUGS (INDIA) LIMITED

CIN: L24239MH1992PLC066718

Registered Office:- C 301/2, MIDC, TTC Industrial Area, Pawane, Thane - 400 705.

Tel. No. +91-22-6121 4100 Fax No. +91-22-6703 1658

Email id: enquiry@kilitch.com, Website: www.kilitch.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the Form)

1. Name(s) of Member(s)
including Joint-holders, if any :
2. Registered Address of the
Sole / First named Member :
3. Registered Folio No. / DP ID No. *
/ Client ID No.*
(*- applicable to investors holding
shares in demat form)
4. No. of shares held
5. I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Businesses stated in the Notice of Postal Ballot dated July 25, 2017 of the Company by conveying my/our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate boxes given below :

Item No.	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1.	Special Resolution (s) pursuant to Sections 42, 62 (1) (c) of the Companies Act, 2013 for authorizing the Board to create, offer, issue and allot up to 21,00,000 warrants in one or more tranches, carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs.10/- to Promoters of the Company.			

Place :

Date :

(Signature of the Member / Beneficial Owner)

EVS (E-voting Sequence Number)	User ID	Password

Notes :

- i. If the voting rights are exercised electronically, there is no need to use this form.
- ii. Please read carefully, the instructions printed over leaf before exercising your vote.
- iii. The last date for the receipt of Postal Ballot Form by the Scrutinizer is **Friday, September 1, 2017.**