

KIMIA BIOSCIENCES LIMITED

(Formerly Known as Laurel Organics Limited)

Registered Office: Village Bhondsi Tehsil SohnaDistt., Gurgaon-122102, Haryana, India,
Tel: +91-9654206544, 9654746544, Fax : 011-47063601, CIN No. L24239HR1993PLC032120
Website: www.laurel.co.in Email ID: laurelorganicslimited@gmail.com, info@kimiabiosciences.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth (26th) Annual General Meeting of Members of Kimia Biosciences Limited (Formerly Known as Laurel Organics Limited) will be held on Saturday, 28th September, 2019 at 12.30 pm at the Registered Office of the Company at Village Bhondsi, Tehsil SohnaDistt., Gurugram - 122102 (Haryana), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company including the Audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors.
2. To appoint a director in place of Mr. Sameer Goel (DIN 00161786), Managing Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the Remuneration payable to Mr. Sameer Goel, Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, subject to the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Sameer Goel (DIN 00161786), Managing Director of Rs. 500,000/- per month including other perquisites and allowances as mentioned in the explanatory statement w.e.f. 01.10.2019 upto his existing tenure with liberty to the Board of Directors to alter and/or modify the terms and conditions, including remuneration, benefits and perquisites payable/made available to the appointee as it may deem fit and as may be acceptable to Mr. Sameer Goel.

RESOLVED FURTHER THAT in the event of loss and during the term of Mr. Sameer Goel, the remuneration as mentioned in the resolution shall be paid to him as minimum remuneration including any increment/ change in the remuneration.

RESOLVED FURTHER THAT the approval of 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.

4. **To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2020.**

To consider and, if thought fit, to give your assent or dissent to the following resolution as 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 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, 2020, 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 here by approved and ratified.

RESOLVED FURTHER THAT the approval of 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.

5. Re-classification of Authorized Share Capital

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of Companies Act, 2013 (the "Act") and such other provisions as may be applicable, read with relevant rules made thereunder, and the provisions of Memorandum of Association and Articles of Association of the Company, the existing Authorized Share Capital of Rs. 16,38,50,000 (Rupees Sixteen Crore Thirty-Eight Lacs Fifty Thousand) comprising of:

- i. Rs. 11,73,31,680/- (Rupees Eleven Crore Seventy-three Lakh Thirty-one Thousand Six Hundred Eighty only) divided into 11,73,31,680 (Eleven Crore Seventy-three Lakh Thirty-one Thousand Six Hundred Eighty) Equity shares of Re. 1/- (Rupee One Only) each;
- ii. Rs. 4,00,00,000 (Rupees Four crores only) divided into 40,00,000 (Forty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only);
- iii. Rs. 65,18,320/- (Rupees Sixty-five Lakh Eighteen Thousand Three Hundred Twenty only) divided into 65,18,320/- (Sixty-five Lakh Eighteen Thousand Three Hundred Twenty) Compulsory Convertible Preference Shares of Re. 1/- (Rupee One Only) each;

be and is hereby re-classified in the manner as follows:

- i. Rs. 77,331,680/- (Rupees Seven Crore Seventy-three Lakh Thirty-one Thousand Six Hundred Eighty only) divided into 77,331,680 (Seven Crore Seventy-three Lakh Thirty-one Thousand Six Hundred Eighty) Equity shares of Re. 1/- (Rupee One Only) each;
- ii. Rs. 8,00,00,000 (Rupees Eight crores only) divided into 80,00,000 (Eighty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only);
- iii. Rs. 65,18,320/- (Rupees Sixty-five Lakh Eighteen Thousand Three Hundred Twenty only) divided into 65,18,320 (Sixty-five Lakh Eighteen Thousand Three Hundred Twenty) Compulsory Convertible Preference Shares of Re. 1/- (Rupee One Only) each;

RESOLVED FURTHER THAT pursuant to Section 13, 61 and 64 of the Act and all other applicable provisions, if any, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V as under:

"V. The Authorized Share Capital of the Company is Rs. 16,38,50,000 (Rupees Sixteen Crore Thirty-Eight Lacs Fifty Thousand) divided into 7,73,31,680 (Seven Crore Seventy-three Lakh Thirty-one Thousand Six Hundred Eighty) Equity Shares of Re. 1/- (Rupee One Only) each, 80,00,000 (Eighty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each and 65,18,320 (Sixty Five Lakh Eighteen Thousand Three Hundred Twenty) Compulsory Convertible Preference Shares of Re. 1/- (Rupee One Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies."

6. Issuance of Non-Convertible Cumulative Redeemable Preference Shares

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

"RESOLVED THAT pursuant to the provisions of Section 42 & 55 of Companies Act, 2013 (the "Act") and such other provisions as may be applicable and rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and/ or sanctions, as may be required, the consent of members of the Company be and is hereby accorded to Board (including any Committee thereof) to offer, issue and allot 40,00,000 (Forty Lacs) 0.1% Non-Convertible

Cumulative Redeemable Preference Shares ("NCRPS") of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, at par, to "M/s Enkay Foam Private Limited", being an entity belonging to non-promoter category, pursuant to conversion of unsecured loan amounting to Rs. 4,00,00,000/- (Rupees Four Crore Only), obtained from them, on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT the NCRPS proposed to be so allotted, shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act read with relevant rules made there under, the particulars in respect of Preference Share to be issued are as under:

- i. The Preference Shares shall rank for dividend in priority to the Equity shares of the company for the time being;
- ii. The Preference Shares shall carry a preferential right vis-à-vis Equity shares of the company with respect to repayment of capital and arrears of dividend, whether declared or not, up to the commencement of winding up;
- iii. The Preference Shares shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the company;
- iv. The payment of dividend shall be on cumulative basis;
- v. The Preference Shares shall be Non-Convertible;
- vi. Each Preference share shall carry a dividend right of 0.1% p.a.
- vii. The voting rights of the persons holding the said Preference shares shall be in accordance with the provisions of Section 47(2) of the Act (including any statutory modifications or re-enactments thereof for the time being in force);
- viii. The proposed NCRPS would be issued for a period not exceeding 10 years at face value of Rs. 10/- each.

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required to be filed under the Act with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as deemed fit."

**By the Order of the Board of Directors
For Kimia Biosciences Limited
(Formerly known as Laurel Organics Limited)**

**Date: 26-08-2019
Place: New Delhi**

**Sd/-
SAMEER GOEL
Managing Director
DIN No. : 00161786**

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the Annual General Meeting (AGM).

4. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting ('AGM').
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company and Corporate Office of the Company during normal business hours on all days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
6. Members can inspect the register of directors and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 and register of contracts or arrangements in which the directors are interested, to be maintained under section 189 of the Companies Act, 2013 during the course of the meeting at the venue.
7. Members are requested to bring their copies of Annual Report and attendance slip at the Meeting and Members who wish to obtain information on the Financial Statements for the year ended March 31, 2019 may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered/ or corporate office of the Company or by way of email on laurelorganicslimited@gmail.com.
8. Electronic Copy of Notice of AGM along-with the Annual Report for the financial year 2018-19 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication. For Members who have not registered their email address, physical copies of Notice of AGM along-with the Annual Report for 2018-19 is being sent by the permitted mode. Members may also note that Notice along-with Annual Report will also being placed on the Company's official website i.e. www.laurel.co.in and physical copies thereof will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. The Company has appointed M/s Beetal Financial and Computer Services Private Limited, Delhi as the Registrar and Share Transfer Agents. Members are requested to register/update/notify immediately about any change in their address/e-mail address /bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, Delhi 110062 either physically or by sending mail on beetalrta@gmail.com.
10. Members who are still holding shares in physical form are advised to Dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
11. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act are requested to write to the Company's RTA.
12. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 6in Notice of AGM shall be deemed to be passed at the 26th Annual General Meeting of the Company scheduled to be held on Saturday, 28th September, 2019.
13. The Company has decided to close the Register of Members and the Share Transfer Register on September 25, 2019 upto September 28, 2019, in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Cut-off date to record the entitlement of shareholders for the purpose of e-voting is September 21, 2019.
14. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company/ RTA.
15. Members, who have not registered their e-mail addresses so far, are requested to register their email address with the Company/ Depository Participant for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. Voting through electronic means:
 - l. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2019 (9:00 am) and ends on 27th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password 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.

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***

- iv. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
- v. 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com. 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.
- vi. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vii. Now, you will have to click on "Login" button.
- viii. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. 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 navneet@lexequipe.com with a copy marked to evoting@nsdl.co.in.
- 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.nsd.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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2019.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com/ beetal@beetalfinancial.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800- 222-990.
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Ms. Navneet Kaur, Proprietor of M/s N. K. Chandok & Associates (Company Secretaries), has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.laurel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By the Order of the Board of Directors
For Kimia Biosciences Limited
(Formerly known as Laurel Organics Limited)**

**Date: 26-08-2019
Place: New Delhi**

**Sd/-
SAMEER GOEL
Managing Director
DIN No. : 00161786**

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

ITEM NO. 3

Mr. Sameer Goel was appointed as Managing Director for a period of 5 (five) years w.e.f March 29, 2016 vide resolution passed by the shareholders in the AGM held on September 30, 2016. The Nomination and Remuneration Committee at its meeting held on August 26, 2019 has approved and recommended the revision in the remuneration payable to Mr. Sameer Goel and the same has also been approved by the Board of Directors.

The revised terms and conditions of appointment are set out below:

COMPENSATION DETAILS

| | | Annual | Monthly |
|--------------------------------------|--|----------------|---------------|
| | | 6000000 | 500000 |
| Fixed Component (Gross) A | | | |
| Basic | (50% of Gross) | 3000000 | 250000 |
| HRA | (50% of Basic) | 1500000 | 125000 |
| SPECIAL ALLOWANCE | Fixed | 734000 | 61167 |
| Newspaper & Journal Allowance | Fixed | 12000 | 1000 |
| Attire Allowance | Fixed | 24000 | 2000 |
| Reimbursements | | | |
| Vehicle maintenance & Petrol | 5% of gross | 300000 | 25000 |
| TOTAL A | | 5570000 | 464167 |
| Annual Benefit - B | | | |
| Leave & travel Allowance | Fixed and Annual | 250000 | 20833 |
| TOTAL B | | 250000 | 20833 |
| Other Benefits Contribution C | | | |
| L.W.F. | Fixed | 600 | 50 |
| Medical Insurance | (As per SI, No. of members and their age band) | 12500 | 1042 |
| Group Personal Accident | (As per SI and age band) | 1000 | 83 |
| PF(Employer) | (12% of Basic fixed at 15000p.m.) | 21600 | 1800 |
| Gratuity (Employer) | (4.81% of Basic) | 144300 | 12025 |
| Own your asset scheme | As per policy | 0 | 0 |
| Other benefits if any | As per eligibility or management's discretion | 0 | 0 |
| TOTAL C | | 180000 | 15000 |
| TOTAL REMUNERATION (A+B+C) | | 6000000 | 500000 |

Note: Mr Sameer Goel will also be entitled to yearly increment of 10% p. a. of Total Remuneration.

Minimum remuneration:

Where in any financial year during the currency of the tenure of appointment, the Company has no profit or its profits are inadequate, the Company will take the aforesaid remuneration by way of salary, perquisites and other benefits payable to Mr. Sameer Goel as Minimum Remuneration subject to the requisite approvals.

Information as required under Secretarial Standards -2 and Regulation 36 of SEBI (LODR) Regulations 2015 in respect of the aforesaid director is provided below:

| S. No. | Particulars | Details |
|--------|---|---|
| 1) | Brief Resume | Mr. Sameer Goel holds a tall stature in the Indian API market with more than 22 years of experience and has strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. |
| 2) | Age | 45 years |
| 3) | Qualification | Graduate |
| 4) | Experience | 22 years |
| 5) | Nature of his expertise in specific functional areas | Business Development, Product Development, Strategic Marketing and Operations Management. |
| 6) | Date of first appointment on the Board | 29th March 2016 |
| 7) | Remuneration last drawn | Rs. 48,00,000/- p.a. from Kimia Biosciences Limited (formerly known as Laurel Organics Limited) |
| 8) | Shareholding in the company held either by them or on a beneficial basis for any other persons each | As on date: 2,36,48,591 equity shares of Re. 1/- |
| 9) | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Brother of Mr. Vipul Goel (Non-Executive Director) |
| 10) | The number of meetings of the Board attended during the year and | 8(Eight) meetings of the Board have been attended during the Financial Year 2018-19 |
| 11) | Other Directorships, Membership/ Chairmanship of Committees of other Boards | As on Date no other Directorship in any other company |

The letter depicting the aforesaid revision is available for inspection by the members of the Company between hours of 11 a.m. and 1 p.m. on any working day except and other public holiday till 28th September, 2019 and will also be available at the meeting.

A statement containing required information as per section II of Part II of Schedule V of the Companies Act, 2013

General Information:

| | | | | |
|------|--|---|---------------------------|---------------------------|
| i. | Nature of Industry | Kimia Biosciences Ltd™ is engaged in manufacturing of bulk drugs addressing to various high potential therapeutic segments and has envisaged high growth plans through infrastructure creation and CMS. | | |
| ii. | Date of commencement of Commercial production: | October 19, 1993 | | |
| iii. | Financial performance based on given indicators: | Particulars | Year ended March 31, 2019 | Year ended March 31, 2018 |
| | | Net Sales/ Income from operation | 9391.73 | 7646.37 |

| | | |
|--|---------|---------|
| Total Income | 9524.41 | 7731.94 |
| Expenses | 9143.84 | 7571.53 |
| Profit before Tax | 380.57 | 160.41 |
| Less: Deferred Taxcharge/ (credit) | (4.93) | (6.13) |
| Profit After Tax | 385.50 | 166.54 |
| Other comprehensive income for the year | (3.59) | (0.19) |
| Total Comprehensive income for the year | 381.91 | 166.35 |
| Earnings per Share (Basic) | 2.64 | 1.14 |
| Earnings per Share (Diluted) | 1.39 | 0.75 |

- iv. Foreign Investments or collaborators, if any: NIL

Information about the appointee:

- i. Background details: Mr. Sameer Goel holds a tall stature in the Indian API market with more than 22 years of experience and has strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. He has played a key leadership role with various organizations in acquiring and aligning the strong support of professional networks, business partners and executive teams to accomplish expertise in manufacturing, sales, marketing and trading of various APIs and its Intermediates. Currently, Mr. Goel is responsible for providing overall leadership in achieving business & product development goals and formation of strategic partnerships in Business.
- ii. Past remuneration: Rs. 48,00,000/- p.a. from Kimia Biosciences Limited (formerly known as Laurel Organics Limited)
- iii. Recognition or awards: N.A.
- iv. Job profile and suitability: Business Development, Product Development, Strategic Marketing and Operations Management.
- v. Remuneration proposed: Rs. 60,00,000/- p.a. with 10% yearly increment.
- vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Sameer Goel, the Board believes that the remuneration proposed to be paid to him as Managing Director is appropriate and commensurate with the industry standards.

Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and

recommendation of Nomination and Remuneration Committee of the Board.

- vii. Pecuniary relationship directly/indirectly with the Company or managerial personnel if any: Withdraw remuneration from the Company as stated above.

Other Information:

- i. Reasons of loss or inadequate profits: In past, losses were on account of slowdown in market and economy and recurring huge Fixed expenses.
- ii. Steps taken or proposed to be taken for improvement: Plant expansion and product development as per Board Report.
- iii. Expected increase in productivity and profits in measurable terms: The objective and focus of the Board of Directors is to take the Company to heights in pharmaceutical industry. Towards this end, the company has already put in place the required roadmap and in the backdrop of the re-engineered business model and sound R&D, it is hoped to sustain the profitability in the FY 2019-20 and thereafter to grow its profitability in the vicinity of 30 %.

No person, as specified under Section 102(1)(a) of the Act, other than Mr. Sameer Goel, Mr. Vipul Goel, Mr. Sachin Goel (Brother of Mr. Sameer Goel), Mrs. Vandana Goel (Wife of Mr. Sameer Goel), Mr. Ved Prakash Goel (Father of Mr. Sameer Goel), Mrs. Santosh Goel (Mother of Mr. Sameer Goel) and Mrs. Deepa Goel (Wife of Mr. Sachin Goel), is in any way concerned or interested in this Resolution proposed to be passed.

The Board considers that the proposed resolution is in the interest of the Company and recommends the same for your approval via Ordinary Resolution.

ITEM NO. 4

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.) to conduct 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, 2020, 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 of your company considers that the proposed Ordinary Resolution is in the interest of the Company and recommends the same for your approval.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary resolution set out at Item No 4 of the Notice for approval by the members.

ITEM NO. 5:

The Board of Directors of the Company proposes to re-classify and amend the Memorandum of Association of the Company pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the "Act") and the rules framed thereunder.

The present Authorized Share Capital of the Company is Rs. 16,38,50,000 divided into 11,73,31,680 Equity Shares of Re. 1/- each, 40,00,000 Preference Shares of Rs. 10/- each and 65,18,320 Compulsory Convertible Preference Shares of Re. 1/- each.

A separate proposal for issuance of 40,00,000 (Forty Lacs) 0.1% Non-Convertible Redeemable Preference Shares of face value of Rs. 10/- each has been submitted for the approval of Shareholders under item no. 6 of this Notice.

Accordingly, the equity capital component of authorised capital is sought to be reclassified into preference share capital and it is proposed that the existing Authorised Share Capital of the Company is reclassified to Rs. 16,38,50,000 comprising of Rs. 77,331,680/- divided into 77,331,680 Equity shares of Re. 1/- each, Rs. 8,00,00,000 divided into 80,00,000 Preference Shares of Rs. 10/-, Rs. 65,18,320/- divided into 65,18,320 Compulsory Convertible Preference Shares of Re. 1/- each

The Resolution seeks approval of Members to reclassify the Authorized Share Capital of the Company and to alter the Clause V of the Memorandum of Articles.

Thus, the Board of Directors of the Company seeks approval of the members by way of passing of Ordinary Resolution.

None of the Directors and other Key Managerial Personnel of the company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise, in the said resolution.

ITEM NO. 6:

The Company has obtained the unsecured loan amounting to Rs. 4,00,00,000/- from M/s. Enkay Foam Private Limited, being the person belonging to public category, to meet working capital requirement.

In order to rebuild the net worth and to strengthen the financial position of the company, it is proposed to convert the said loan amounting to Rs. 4,00,00,000/- into 40,00,000 (Forty Lacs) 0.1% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) per share at par in one or more tranches.

The said issue of preference shares by the company upon the conversion of loan would entail compliance in terms of provisions of Sections 42 and 55 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder.

Given below are the terms of issue of Preference Shares and a Statement of Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debenture) Rules, 2014:

| | |
|--|---|
| The size of the issue and number of preference shares to be issued and nominal value of each share | Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lacs) Preference Shares of face value of Rs. 10/- (Rupees Ten Only) per share. |
| The nature of shares to be issued | Non-Convertible, Non-Participating, Cumulative Redeemable Preference Shares, |
| The objectives of the issue | Conversion of unsecured loan in order to rebuild the net worth and to strengthen the financial position of the company |
| The manner of issue of shares | Conversion of existing unsecured loans into Preference Shares of the company on Private Placement basis |
| The price at which the shares are proposed to be issued | Rs. 10/- per share |
| Basis on which price has been arrived at | The proposed issue price of RPS is Rs. 10/- each and the same has been computed on the basis of negotiations. |
| The terms of issue, including the terms and rate of dividend on each share etc. | i. The Preference Shares shall rank for dividend in priority to the Equity shares of the company for the time being; |

ii. The Preference Shares shall carry a preferential right vis-à-vis Equity shares of the company with respect to repayment of capital and arrears of dividend, whether declared or not, up to the commencement of winding up;

iii. The Preference Shares shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the company;

iv. The payment of dividend shall be on cumulative basis;

v. The Preference Shares shall be Non-Convertible;

vi. Each Preference share shall carry a dividend right of 0.1% p.a.

vii. The voting rights of the persons holding the said Preference shares shall be in accordance with the provisions of Section 47(2) of the Act (including any statutory modifications or re-enactments thereof for the time being in force);

The terms and tenure of redemption

The proposed NCRPS would be issued for a period not exceeding 10 years at face value of Rs. 10/- each.

The manner and mode of redemption

The preference shares shall be redeemed at par as per the provisions of Section 55 of the Act.

Current Shareholding Pattern of the company

| Particulars | No. of Shares | %age |
|---------------------------|---------------|--------|
| Promoter & Promoter Group | 28937521 | 70.93 |
| Public | 11856900 | 29.07 |
| Total | 40794421 | 100.00 |

The expected dilution in the current equity share capital upon the conversion of preference shares

Nil, since the preference shares are non-convertible

Further, there is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the company.

None of the directors or other Key Managerial Personnel of the company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise, in the said resolution.

Further, in terms of provisions of Section 42 and 55 of the Act, approval of members by way of Special Resolution is required.

**By the Order of the Board of Directors
For Kimia Biosciences Limited
(Formerly known as Laurel Organics Limited)**

**Date: 26-08-2019
Place: New Delhi**

**Sd/-
SAMEER GOEL
Managing Director
DIN No. : 00161786**