



KIMIA BIOSCIENCES LIMITED

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NOTICE OF THE 28TH (TWENTY EIGHTH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Eighth (28th) Annual General Meeting of Members of Kimia Biosciences Limited will be held on Tuesday, the 28th September, 2021 at 03:30 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 2021, along with the Reports of the Directors’ and Auditors’ thereon.
2. To appoint a director in place of Mr. Vipul Goel (DIN 00064274), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2022**

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, 2022, 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.”



4. Re-Appointment of Mr. Jagdeep Dhawan (DIN: 00778235) as an Independent Director of the Company

To consider and if thought fit to pass the following resolution with or without modification as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the re-appointment of Mr. Jagdeep Dhawan (DIN : 00778235) as an ‘Independent Director’ (Non-Executive) on the Board of the Company for a period of five consecutive years from 29.03.2021 to 28.03.2026 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on March 25, 2021.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

5. Re-Appointment of Mrs. Richa Gupta (DIN: 07481646) as an Independent Woman Director of the Company

To consider and if thought fit to pass the following resolution with or without modification as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the re-appointment of Mrs. Richa Gupta (DIN : 07481646) as an ‘Independent Woman Director’ (Non-Executive) on the Board of the Company for a period of five consecutive years from 15.04.2021 to 14.04.2026 as recommended/



approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on March 25, 2021.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

6. To approve re-appointment of Mr. Sameer Goel (DIN: 00161786) as the Chairman and Managing Director of the company liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and are hereby accorded to re-appoint Mr. Sameer Goel (DIN: 00161786) as the Chairman and Managing Director of the Company, for a period of Five (5) years from March 29, 2021 to March 28, 2026 as recommended/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on March 25, 2021, on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be accepted to Mr. Sameer Goel.

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

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby authorised 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 question, difficulties and doubts that may arise in this regard.”.



**By the Order of the Board of Directors
For Kimia Biosciences Limited**

**Sd/-
Sameer Goel
(Chairman & Managing Director)
(DIN: 00161786)**

Place: 28.08.2021

Date: New Delhi

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 thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 30 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.
7. 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.
8. AGM is being 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 ASUNDER:-

The remote e-voting period begins on **25th September, 2021** at 9:00 A.M. and ends on **27th, September, 2021** at 5:00 P.M. 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. **September 21, 2021**, 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 **September 21, 2021**.

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="504 398 1302 958">1. 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.<li data-bbox="504 969 1302 1126">2. 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/IdeasDirectReg.jsp<li data-bbox="504 1137 1302 1787">3. 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.<li data-bbox="504 1798 1302 1910">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.



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.
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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**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 General 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 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.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL at designated email ID evoting@nsdl.co.in who will address the grievances related to electronic voting.

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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at compliance.kimia@gmail.com.



7. 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 www.laurel.co.in. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990
10. The Ministry of Corporate Affairs has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 read with circular dated 15.01.2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the company’s website www.kimiabiosciences.com, and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Members are requested to support this Green Initiative by registering/updating their email addresses for receiving electronic communications.
11. 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 Harsukhdas Mandir, Delhi 110062 either physically or by sending mail on beetalrta@gmail.com.
12. 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 on website of the company during the course of the meeting.
13. Members who 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.
14. 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.
15. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 6 in Notice of AGM shall be deemed to be passed at the 28th Annual General Meeting of the Company scheduled to be held on Tuesday, 28th September, 2021
16. The Company has decided to close the Register of Members and the Share Transfer Register on September 22, 2021 up to September 28, 2021, 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, 2021

17. 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.
18. 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.
19. The result, along with the Scrutinizer's Report, will be announced on or before Thursday, 30th September 2021 and placed on the website of the Company and NSDL and shall be communicated to BSE Limited.

**EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013****Item No. 3**

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 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, 2022, 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 is of the opinion that of above transactions shall be in best interest of the company. None of the Directors, Key Managerial Personnel of the company and their relatives, are in any way concerned or interested in the said Resolution.

The Board of Directors recommends the **Ordinary resolution** set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4:

Section 149 of the Companies Act, 2013 ('the Act'), provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent Director can be appointed for any period up to 5 years but can be reappointed for other term of not more than 5 years by passing a special resolution. The Board of Directors of the Company appointed, Mr. Jagdeep Dhawan (DIN: 00778235) as an Independent Director of the Company which was ratified by members in its 23rd Annual General Meeting to hold office for a period of five (5) consecutive years till 28th March 2021. Keeping in view the expertise he holds and pursuant to recommendation accorded by Nomination and Remuneration committee, the board in its meeting held on 25.03.2021 reappointed Mr. Jagdeep Dhawan for second term of five years subject to approval by members at 28th Annual General Meeting. If approved, he shall hold office till the 28th March 2026.

Mr. Jagdeep Dhawan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from, Mr. Jagdeep Dhawan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mr. Jagdeep Dhawan, is having rich experience in marketing of API & Pharmaceutical products and wide range of experience of pharmaceutical industry and is a successful entrepreneur. Mr. Dhawan has been associated with various renowned pharma companies in the country & is having experience of more than 23



years in the industry keeping in view his vast expertise and knowledge; it will be in the interest of the Company that, Mr. Jagdeep Dhawan is appointed as an Independent Director.

Further in the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management. Information as required under Secretarial Standards -2 and SEBI (LODR) Regulations 2015 in respect of the aforesaid director is provided below:

Sr. no.	Particulars	Mr. Jagdeep Dhawan
1.	Age	51
2.	Date of First Appointment to the Board	29.03.2016
3.	Qualification	Graduate
4.	Directorships held in other companies	1
5.	Memberships / Chairmanships of committees of other companies	Nil
6.	Number of shares held in the Company	Nil
7.	Terms and conditions of appointment	Re-appointed for the period of 5 Years
8.	the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	10 Chairperson of Audit Committee, Chairperson of Nomination and Remuneration Committee, Chairperson of Stakeholder Relationship committee, Member of Share allotment Committee, member of CSR Committee
9.	Remuneration last drawn	Nil

Save and except, Mr. Jagdeep Dhawan and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board considers that, his appointment is in the best interest of the Company & thereafter recommends the resolution for your approval as **Special resolution**. The letter of appointment along with declaration of independence will be open for inspection at the Registered 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.

Item No. 5:

As per the provisions of Section 149 of the Companies Act, 2013('the Act'), provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent



Director can be appointed for any period up to 5 years but can be reappointed for other term of not more than 5 years by passing a special resolution. The Board of Directors of the Company appointed, Ms. Richa Gupta (DIN: 07481646) as an Independent Woman Director of the Company which was ratified by members in its 23rd Annual General Meeting to hold office for a period of five (5) consecutive years till 14th April 2021. Keeping in view the expertise she holds and pursuant to recommendation accorded by Nomination and Remuneration committee, the board reappointed Ms. Richa Gupta (DIN: 07481646) for second term of five years in its meeting held on 25.03.2021 subject to approval by members at 28TH Annual General Meeting. If approved, she shall hold office till the 14th April 2026. Ms. Richa Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from, Ms. Richa Gupta that she meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act. The Company has received necessary notice of candidature in respect of Ms. Richa Gupta under Section 160 of Companies Act, 2013.

Brief resume of, Ms. Richa Gupta, nature of his expertise in specific functional areas is mention below. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that, Ms. Richa Gupta is appointed as an Independent Woman Director. Further in the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management.

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

Sr. no.	Particulars	Ms. Richa Gupta
1.	Age	41
2.	Date of First Appointment to the Board	15.04.2016
3.	Qualification	Graduate
4.	Directorships held in other companies	Nil
5.	Experience	13 years
6.	Memberships / Chairmanships of committees of other companies	Nil
7.	Number of shares held in the Company	Nil
8.	Terms and conditions of appointment	Re-appointed for the period of 5 Years
9.	the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards	10 Member of Audit Committee Member of Nomination and Remuneration Committee, Member of Stakeholder Relationship committee, Member of Share



		allotment Committee
10.	Remuneration last drawn	Nil

Save and except, Ms. Richa Gupta, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board considers that, his appointment is in the best interest of the Company & thereafter recommends the resolution for your approval as **Special resolution**. The letter of appointment along with declaration of independence will be open for inspection at the Registered 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.

Item No. 6

Mr. Sameer Goel, (DIN: 00161786), aged 47 years, a Delhi University Commerce graduate, holds a stature in the Indian API market and has strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. As a co-founder of Biotavia Group, a group which deals in Pharmaceutical products, he had run the organization for 19 years and played a key leadership role in acquiring and aligning the strong support of professional networks, business partners and executive teams to accomplish expertise in manufacture, sales, marketing and trading of various APIs and its Intermediates. Mr. Goel diverting away from the family partnership business, started Kimia Biosciences Pvt Ltd in 2012, a company based at Pitampura, New Delhi. Kimia is engaged in dealing of bulk drugs addressing to various high potential therapeutic segments. Kimia get its products manufactured on job work basis from facilities at Derabassi, Punjab and few other locations in the country that enables it to produce wide range of APIs. He holds nerves of pharmaceutical APIs business and having in-depth knowledge about Industry, Market and products. He is well known face in amongst the APIs industries. He is great visionary with good sense of business.

Keeping in view his qualification and his leadership qualities supported by experience, the Board of Directors in their meeting held on 25th March 2021 on the recommendation of the Nomination and Remuneration Committee, had re-appointed Mr. Sameer Goel, as Chairman cum Managing Director for a subject to the approval of the shareholders on the following terms and conditions in compliance of Schedule V of the Companies Act, 2013

Period of Appointment: Five (5) years w.e.f. 29th March, 2021

Remuneration: For a period of three (3) years from 29th March, 2021

COMPENSATION DETAILS			
		Annual	Monthly
		6000000	500000
Fixed Component (Gross) A			
Basic	(50% of Basic)	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 upto 15% p. a. of Total Remuneration as may be decided by the Board.

Mr. Sameer Goel is not debarred from appointment pursuant to any order of SEBI or any other competent authority.

Necessary disclosure as required under Part II of Schedule V in connection with the payment of remuneration to Mr. Sameer Goel along with information as required under Secretarial Standards -2 and SEBI (LODR) Regulations 2015 and Secretarial Standards 2 forms part of this notice. The above details shall also be treated as necessary memorandum under Section 190 of the Companies Act, 2013.

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	47 years
3)	Qualification	Graduate
4)	Experience	14 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. 58.56 Lacs p.a. from Kimia Biosciences Limited
8)	Shareholding in the company held either by them or on a beneficial basis for any other persons	As on date: 3,01,37,381 equity shares of Re. 1/- each
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	10 meetings of the Board have been attended during the Financial Year 2020-21
11)	Other Directorships, Membership/Chairmanship of Committees of other Boards	Member of the Audit Committee, Chairman of Share Allotment Committee, Chairman of Corporate Social Responsibility Committee. Biotavia Pharm Limited, Zeneses Biosciences Private Limited, Actavia Pharmaceuticals Private Limited, Biotavia Labs Private Limited There are no listed companies in which he holds directorship and the membership of Committees of the board except of Kimia Biosciences Limited

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, 2021 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

<u>General Information:</u>				
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:			Year ended March 31, 2021	Year ended March 31, 2020
	Particulars			



	<table border="1"> <tbody> <tr> <td>Net Sales/ Income from operation</td> <td>13271.38</td> <td>10628.63</td> </tr> <tr> <td>Total Income</td> <td>13517.00</td> <td>10725.00</td> </tr> <tr> <td>Expenses</td> <td>12963.56</td> <td>10602.40</td> </tr> <tr> <td>Profit before Tax</td> <td>553.44</td> <td>122.60</td> </tr> <tr> <td>Less: Tax Expenses</td> <td>43.00</td> <td>(15.51)</td> </tr> <tr> <td>Profit After Tax</td> <td>510.44</td> <td>138.11</td> </tr> <tr> <td>Other comprehensive income for the year</td> <td>(3.99)</td> <td>(1.16)</td> </tr> <tr> <td>Total Comprehensive income for the year</td> <td>506.45</td> <td>136.95</td> </tr> <tr> <td>Earnings per Share (Basic)</td> <td>1.08</td> <td>0.32</td> </tr> <tr> <td>Earnings per Share (Diluted)</td> <td>1.08</td> <td>0.28</td> </tr> </tbody> </table>	Net Sales/ Income from operation	13271.38	10628.63	Total Income	13517.00	10725.00	Expenses	12963.56	10602.40	Profit before Tax	553.44	122.60	Less: Tax Expenses	43.00	(15.51)	Profit After Tax	510.44	138.11	Other comprehensive income for the year	(3.99)	(1.16)	Total Comprehensive income for the year	506.45	136.95	Earnings per Share (Basic)	1.08	0.32	Earnings per Share (Diluted)	1.08	0.28
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Earnings per Share (Diluted)	1.08	0.28																													
iv. Foreign Investments or collaborators, if any:	NIL																														
<u>Information about the appointee:</u>																															
i. Background details:	Mr. Sameer Goel holds a tall stature in the Indian API market with more than 23 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. 60,00,000/- p.a. from Kimia Biosciences Limited																														
iii. Recognition or awards:	N.A.																														



<p>iv. Job profile and suitability:</p>	<p>Business Development, Product Development, Strategic Marketing and Operations Management.</p>
<p>v. Remuneration proposed:</p>	<p>Rs. 60,00,000/- p.a. with upto 15% yearly increment as may be decided by the Board.</p>
<p>vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:</p>	<p>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.</p>
<p>vii. Pecuniary relationship directly/indirectly with the Company or managerial personnel if any:</p>	<p>Withdraw remuneration from the Company as stated above.</p>
<p><u>Other Information:</u></p>	
<p>i. Reasons of loss or inadequate profits:</p>	<p>In past, losses were on account of slowdown in market and economy. However, the company is recovering from such losses.</p>
<p>ii. Steps taken or proposed to be taken for improvement:</p>	<p>Plant expansion and product development as per Board Report.</p>
<p>iii. Expected increase in productivity and profits in measurable terms:</p>	<p>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 2021-22 and thereafter to grow its profitability.</p>



Kimia Biosciences Ltd.

Annual Report 2020-21

No person, as specified under Section 102(1)(a) of the Act, other than Mr. Sameer Goel, Mr. Vipul Goel, Mrs. Vandana Goel (Wife 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 at item No. 6 proposed to be passed. The Board recommends the resolution No. 6 to be passed as **Special resolution**.

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

**Date: 28.08.2021
Place: New Delhi**