

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 001

Date: February 18, 2026

**SCRIP CODE: 530313 [KIMIABL]**

**Subject: Postal Ballot Notice**

Respected Sir/Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith a copy of Postal Ballot Notice dispatched to the members today i.e on, Wednesday, 18th February, 2026.

Copy of the Postal Ballot Notice is also available on the website of the Company at  
[www.kimiabiosciences.com](http://www.kimiabiosciences.com)

Thanking You

This is for your kind information and record.

Yours faithfully,

**For Kimia Biosciences Limited**

  
**Pallavi Garg**

Digitally signed  
by Pallavi Garg  
Date:  
2026.02.18  
14:54:58  
+05'30'

**Pallavi Garg**  
**Company Secretary & Compliance officer**  
**Membership No.-A69848**

### **KIMIA BIOSCIENCES LIMITED**

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

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

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended

Notice is hereby given to the members of Kimia Biosciences Limited ( the “**Company**”) that in terms of the provisions of Section 110 and section 108 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended and in compliance with General Circular No. 14/2020 dated 8 April 2020, No 17/2020 dated 13 April, 2020, No 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May, 2022, No.11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 issued and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025 ( hereinafter referred to as “**MCA Circulars**”) for holding general meetings/ conducting postal ballot, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relevant circulars issued by the Securities and Exchange Board of India in this regard, Secretarial Standards on General Meetings (hereinafter referred to as “**SS-2**”) issued by the Institute of Company Secretaries of India and subject to such other laws, rules and regulations, as applicable, the Company is seeking consent of its members for the proposed Resolution as set out herein below, by way of Postal Ballot through remote e-voting facility.

In view of the MCA Circulars, the Company is sending this Notice only in electronic form, to those members whose email ID is registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope is not being sent to the members for this Postal Ballot. Members are requested to give their assent/dissent only through the remote e-voting facility. The instruction to cast vote through remote e-voting facility forms part of the Notes to this Notice.

The Resolution proposed to be passed by way of Postal Ballot and the Statement setting out the material facts and reasons for the proposal are appended below for consideration of the members:

### SPECIAL BUSINESS

#### **Item No: 1 TO APPROVE THE RE-APPOINTMENT OF MR.SAMEER GOEL, AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Standard-2, and applicable provisions of the SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the company hereby approves the re-appointment and terms of remuneration of Mr. Sameer Goel (DIN:00161786), for a further period of five consecutive years with effect from 29.03.2026 on the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sameer Goel.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of appointment and remuneration in compliance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations, subject to such approvals as may be required.

**“RESOLVED FURTHER THAT** the Company Secretary and Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**Pallavi Garg**  
**Company Secretary**  
**A69848**

**Date:** 16.02.2026

**Place:** New Delhi

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## NOTES AND INSTRUCTIONS

- 1) The Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and Secretarial Standards on General Meetings (SS-2) setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”)
- 2) As per Section 110 and other applicable provisions of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No.39/2020 dated 31 December 2020, No 10/2021 dated 23 June 2021, No 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No 11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 issued and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025 ( hereinafter referred to as “**MCA Circulars**”), this Notice is being sent only by email to the members, whose email ID is registered with the Company or with the National Securities Depository Limited (**NSDL**)/ Central Depository Services (India) Limited (**CDSL**) (hereinafter collectively referred to as the ‘**Depositories**’) and whose names appear in the Registrar of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of 06<sup>th</sup> February 2026 (‘Cut-off Date’).
- 3) It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received the Notice due to non-registration of their email-id with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
- 4) The members may note that this Notice will also be available on the Company’s website at [www.kimiabiosciences.com](http://www.kimiabiosciences.com) websites of the Stock Exchanges, i.e., BSE Limited (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com), and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.
- 5) The MCA has taken a ‘Green Initiative in Corporate Governance’ by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who

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have not registered their email ID and are holding equity shares in physical mode are requested to contact Beetal financials & Computer Services (P)Ltd, the Registrar and Share Transfer Agent of the Company '**(Beetal financials & Computer Services (P)Ltd)**'/ "**RTA**) and register their email ID. Members to contact their respective Depository Participants ('**DPs**') for the same.

- 6) Members holding equity shares in demat mode are requested to provide their PAN, Bank Details and intimate changes, if any, pertaining to their name, postal address, email ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and Address, IFSC and MICR code), to their respective DP. Changes intimated to the DPs will automatically be reflected in the Company's record, which will help the Company/RTA to provide efficient and better services.
- 7) Institutional shareholders (i.e., other than individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc., shall be sent to the Scrutinizer(s) by email through registered email id at [maghisuddin@gmail.com](mailto:maghisuddin@gmail.com) with a copy at [e-voting@nsdl.com](mailto:e-voting@nsdl.com).
- 8) Voting rights will be reckoned on the paid up value of equity share registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners, maintained by the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
- 9) Dispatch of the Notice shall be deemed to be completed on or before 18<sup>th</sup> February, 2026.
- 10) Remote e-voting will commence on Friday, 20<sup>th</sup> February 2026 At 9.00 A.M. (IST) and end on 21<sup>st</sup> March 2026 at 5.00 P.M. (IST).
- 11) The Company has appointed Mr. Maghisuddin, proprietor of M/s M & Co., Company Secretaries in Practice to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.

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- 12) The Scrutinizer(s) shall submit their Report within 2 (two) working days of the conclusion of the remote e-voting to the Chairman or any other authorised person, who shall countersign or any other authorised person, who shall countersign and declare the result of the voting fore with. The Resolution, if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
- 13) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e., Saturday, 21<sup>st</sup> March, 2026.
- 14) The result of the Postal Ballot along with Scrutinizer's Report will also be placed on the Company's website at [www.kimiabiosciences.com](http://www.kimiabiosciences.com) and on the website of NSDL at <https://www.evoting.nsdl.com> and on the notice board of the Registered Office and Corporate Office of the Company. The Company shall simultaneously forward the result to BSE, where the equity shares of the Company are listed.
- 15) Electronic copies of all the documents referred to in the Notice and Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of conclusion of the remote e-voting. Members seeking inspection of such documents can send an email at [compliance.kimiabiosciences@gmail.com](mailto:compliance.kimiabiosciences@gmail.com)

#### **INSTRUCTIONS FOR REMOTE-VOTING**

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically through the e-voting services provided by NSDL on the Resolution set-forth in this Notice of Postal Ballot, through remote e-voting only.

##### **I. Information relating to remote e-voting:**

- i. Day, date and time of commencement of voting through electronic means: **Friday, 20<sup>th</sup> February, 2026 at 9. A.M. (IST)**
- ii. Day, date and time of end of voting through electronic means beyond of which voting will not be allowed: **Saturday, 21 March, 2026 At 5.00 P.M.(IST)**

##### **II. Instructions relating to remote e-voting:**

###### **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:

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### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting 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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdesDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdesDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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</li> </ol> |

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|  |  |
|--|--|
|  | <p>Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <span> App Store</span> <span> Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>   |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> </ol> |

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|  |   |
|--|---|
|  | The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.   |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method 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.

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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<br>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<br>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<br>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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.****How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

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**General Guidelines for shareholders**

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

**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 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.kimiabiosciences@gmail.com](mailto:compliance.kimiabiosciences@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 for Individual shareholders holding securities in demat mode](#).
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. [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.](#)

**KIMIA BIOSCIENCES LIMITED**

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

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

**STATEMENT/EXPLANATORY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER****ITEM NO: 1**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 14<sup>th</sup> February, 2026, re-appointed Mr. Sameer Goel (DIN: 00161786 as the Managing Director of the Company with effect from 14<sup>th</sup> February, 2026, pursuant to the provisions of Sections 161(1), 196, 197, and 203 of the Companies Act, 2013, subject to the approval of the Members.

Further, In accordance with Section 196 of the Companies Act, 2013, the appointment of a Managing Director requires approval of the Members of the Company. The Board therefore proposes to regularise appointment of Mr. Sameer Goel (DIN:00161786) as Chief Executive Officer and Managing Director for a term of 5 years with effect from 29.03.2026 commencing from financial year 2026-2027 till the financial year 2031-2032.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account the Company’s performance as well, within the said maximum amount.

Mr. Sameer Goel, (DIN: 00161786), aged 52 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.

Mr. Goel diverting away from the family Partnership business, started Kimia Biosciences Limited, a company based at Gurgaon, Sohna Road. Kimia is engaged in dealing of -bulk drugs addressing to various high potential therapeutic segments.

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 API industries. He is great visionary with good sense of business. Keeping in view his qualification and his leadership qualities supported by his experience.

The Remuneration payable to Mr. Sameer Goel shall be within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and approved by the Board of Directors. The details of remuneration shall be disclosed to the Stock Exchanges as per Regulation 51 of SEBI LODR Regulations.

The Board of Directors recommends the **Ordinary resolution** set out at Item No. 1 of the Notice for approval by the Members.

Mr. Sameer Goel is interested in the resolution. None of the other Directors or KMPs are concerned or interested

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

|   |   |
|---|---|
| <b>Particulars</b>  | Mr. Sameer goel   |
| <b>Date of Birth and Age</b>  | May, 20 1975(52 years)  |
| <b>Date of Appointment</b>  | 29, March 2016  |
| <b>Qualifications</b>   | Graduate.   |
| <b>Expertise in specific functional areas</b>                                       | BusinessDevelopment, Product Development, Strategic functional areas Marketing and Operations Management.   |
| <b>Terms and Conditions of appointment and proposed remuneration to be paid</b>     | <p>Re-appointed as the MD for a further period of five years, from March 29, 2026 to March 28, 2031.</p> <p>Terms and conditions of his appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.</p>                          |
| <b>Remuneration last drawn</b>  | Remuneration for the financial year 2024-25 was drawn ₹50 Lakhs which included Salary, Benefits, Perquisites, Allowances and Commission and does not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available. |
| <b>Number of Board meetings attended during the year (Financial Year 2025-2026)</b> | 12(Twelve) Board Meeting.   |
| <b>Directorship held in other companies</b>   | <ol style="list-style-type: none"> <li>1. Biotavia Labs Private Limited</li> <li>2. Zeneses Biosciences Private Limited</li> <li>3. Biotavia Pharm Private Limited</li> <li>4. Actaviaa Biotech Private Limited</li> <li>5. Biowia Biotech Private Limited</li> </ol>   |
| <b>Membership/ Chairmanships of committees of other companies</b>                   | NA  |
| <b>Number of Equity shares held in the Company</b>                                  | As on date :-35455776 equity share of Re 1/-  |

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

Pallavi  
Garg  
Digitally signed  
by Pallavi Garg  
Date: 2026.02.18  
15:27:49 +05'30'

**Pallavi Garg**  
**Company Secretary**  
**A69848**

**Date:** 16.02.2026

**Place:** New Delhi

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