

To,
The Members,
KREMOINT PHARMA PRIVATE LIMITED

32ND (THIRTY-SECOND) ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that 32nd (Thirty-Second) Annual General Meeting of the Members of **KREMOINT PHARMA PRIVATE LIMITED** will be held on **MONDAY, 17TH JULY, 2023 AT 11.00 A.M.** at the registered office of the Company situated at B-8, Additional Ambernath MIDC, Opp. Anand Nagar Octroi Naka, Ambernath (East), Dist. Thane, Pin-421506, Maharashtra to transact the following business: -

ORDINARY BUSINESS: -

1. Adoption of Financial Statements for the financial year ended March 31, 2023:

To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2023:

To consider and declare final Dividend of 300% i.e. Rs. 300/- per equity share on face value of Rs. 100/- each for the financial year ended March 31, 2023 as recommended by the Board.

3. Re-appointment of Dr. Vibha Gagan Sharma (DIN: 02307289) as a director, liable to retire by rotation, who has offers herself for re-appointment.

The Shareholders are requested to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Vibha Gagan Sharma (DIN: 02307289), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a ‘Director’ of the Company.”

SPECIAL BUSINESS: -

4. Recommendation for Revision of Salary Payable to Ms. Yesha Bhadresh Thakkar, Relative of Director:

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

“RESOLVED THAT in supersession with earlier resolution(s) passed by the Board of Directors and Shareholders of the Company in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule(s) made thereunder, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Shareholders of the Company be is hereby accorded to increase in the salary limit of Ms. Yesha Bhadresh Thakkar, who is a relative of a Director as an office or place of profit under the Company as Business Development Head or with such other designation as the Board of Directors of the Company may, from time to time, decide upon at a monthly basic salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities in aggregate not exceeding Rs. 5.50 Lakh (Rupees Five Lacs Fifty Thousand Only) per month or such other permissible total monthly salary that may be prescribed in this behalf from time to time under Section 188(1)(f) of the Companies Act, 2013 be ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

5. Recommendation for Approval of Salary Payable to Mr. Yash Bhawarlal Jain, Relative of Director:

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

“RESOLVED THAT in supersession with earlier resolution(s) passed by the Board of Directors of the Company in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule(s) made thereunder, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Shareholders of the Company be is hereby accorded to Mr. Yash Bhawarlal Jain, who is a relative of a Director to hold an office or place of profit under the Company as Business Development Head or with such other designation as the Board of Directors of the Company may, from time to time, decide upon at a monthly basic salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities in aggregate not exceeding Rs. 5.50 Lakh (Rupees Five Lacs Fifty Thousand Only) per month or such other permissible total monthly salary that may be prescribed in this behalf from time to time under Section 188(1)(f) of the Companies Act, 2013 be ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

6. Approval for Related Party Transaction(s) with Eipii Exports Private Limited:

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

“RESOLVED THAT in supersession with earlier resolution(s) passed by the Board of Directors of the Company in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule(s) made thereunder, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Shareholders of the Company be is hereby accorded to the board, for entering into any contract(s), transaction(s), arrangement(s) of Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements with the Eipii Exports Private Limited, the Subsidiary Company for an aggregate value not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) per financial year on an arm’s length basis and in the ordinary course of business of the Company on such terms and conditions as decided by the Board from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

7. Approval for Related Party Transaction(s) with Bliss GVS Pharma Limited:

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

“RESOLVED THAT in supersession with earlier resolution(s) passed by the Board of Directors of the Company in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule(s) made thereunder, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Shareholders of the Company be is hereby accorded to the board, for entering into any contract(s), transaction(s), arrangement(s) of Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements with the Bliss GVS Pharma Limited, the Holding Company for an aggregate value not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) per financial year on an arm’s length basis and in the ordinary course of business of the Company on such terms and conditions as decided by the Board from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

On Behalf of Board of Directors of
KREMOINT PHARMA PRIVATE LIMITED
CIN: U24230MH1992PTC066737

{Stamp}

Sd/-
Bhadresh K. Thakkar
[DIN: 00774787]
Managing Director

Sd/-
Gagan H. Sharma
[DIN: 07939421]
Director

Date: May 4, 2023
Place: Hyde Park, Mumbai

Notes:

1. A Member is entitled to attend and vote at the Annual General Meeting and entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 (forty-eight) hours before the commencement of the meeting.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
4. Corporate member(s) intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 11, 2023 to July 17, 2023 (both days inclusive) for the purpose of payment of dividend.
6. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) (at present TDS 10%) at the time of making payment of Final Dividend, if declared by the Company, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year does not exceed Rs. 5,000/- (Rupees Five Thousand Only).
7. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to the Company.
8. Statutory Auditors' Ratification: The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Panachand K. Shah & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 107271W), who were appointed in the 28th (Twenty-Eighth) Annual General Meeting, held on September 18, 2019 from the conclusion of 28th (Twenty-Eighth) Annual General Meeting till the conclusion of the 33rd (Thirty-third) consecutive Annual General Meeting of the Company to be held in the year 2024.

EXPLANATORY STATEMENT

[As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4, 5, 6 and 7 of the accompanying Notice of the Annual General Meeting]:

Item No. 4:

Ms. Yesha Bhadresh Thakkar is working in our Company as Business Development Head. She is daughter of Mr. Bhadresh K. Thakkar, Director of the Company. The Board has recommended the revision in the salary payable to Ms. Yesha Bhadresh Thakkar. The Board has recommended a monthly basic salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities in aggregate not exceeding Rs. 5.50 (Rupees Five Lacs Fifty Thousand Only) per month. The other relevant information as below:

Name of the Related Party	Ms. Yesha Bhadresh Thakkar
Name of the director or key managerial personnel who is related, if any	Mr. Bhadresh K. Thakkar (Director of the Company).
Nature of Relationship	Ms. Yesha Bhadresh Thakkar is Daughter of Mr. Bhadresh K. Thakkar (Director of the Company).
Nature, Material terms, Monetary value and particulars of the contract or arrangements	Salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities and other details as provided in this notice and explanatory statement.
Justification for why the proposed transaction is in the interest of the Company	Ms. Yesha Bhadresh Thakkar is Business Development Head of the Company. She is qualified as BMS and she is having experience of business development, business management, marketing. She is handling duties include initiating business proposals, negotiating contracts, closing of deals, developing proposals for new business opportunities, product research and interaction with stakeholders.
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Holding/Subsidiary Company	No/N.A.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Other relevant information have been provided in this notice and explanatory statement.

None of the other Directors and/or their respective relatives are interested or concerned in the Resolution mentioned at Item No. 4 of the Notice except Mr. Bhadresh K. Thakkar, Director the Company.

The Board of Directors recommends the passing of the resolution by way of an Ordinary Resolution.

Item No. 5:

Mr. Yash Bhawarlal Jain is working in our Company as Business Development Head. He is Son-in-Law of Mr. Bhadresh K. Thakkar, Director of the Company. The Board has recommended the approval for the salary payable to Mr. Yash Bhawarlal Jain. The Board has recommended a monthly basic salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities in aggregate not exceeding Rs. 5.50 (Rupees Five Lacs Fifty Thousand Only) per month. The other relevant information as below:

Name of the Related Party	Mr. Yash Bhawarlal Jain
Name of the director or key managerial personnel who is related, if any	Mr. Bhadresh K. Thakkar (Director of the Company).
Nature of Relationship	Mr. Yash Bhawarlal Jain is Son-in-Law of Mr. Bhadresh K. Thakkar (Director of the Company).
Nature, Material terms, Monetary value and particulars of the contract or arrangements	Salary, bonus, incentives and other perquisite, allowances, benefits, amenities and facilities and other details as provided in this notice and explanatory statement.
Justification for why the proposed	Mr. Yash Bhawarlal Jain is also Business Development Head of

transaction is in the interest of the Company	the Company. He is qualified as B.E Civil Engineering as well as Masters in Construction Management. He is handling business structuring, strategies and analyzing business opportunities for the Company.
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Holding/Subsidiary Company	No/N.A.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Other relevant information have been provided in this notice and explanatory statement.

None of the other Directors and/or their respective relatives are interested or concerned in the Resolution mentioned at Item No. 5 of the Notice except Mr. Bhadresh K. Thakkar, Director the Company.

The Board of Directors recommends the passing of the resolution by way of an Ordinary Resolution.

Item No. 6:

The Eipii Exports Private Limited is our Subsidiary Company. The Board has recommended the approval of any contract(s), transaction(s), arrangement(s) of Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements with the Eipii Exports Private Limited, for an aggregate value not exceeding Rs. 100 Crore per financial year on an arm's length basis and in the ordinary course of business of the Company on such terms and conditions as decided by the Board from time to time.

The other relevant information as below:

Name of the Related Party	Eipii Exports Private Limited
Name of the director or key managerial personnel who is related, if any	None of the Directors of the Company or their Relatives are related to these transactions.
Nature of Relationship	Subsidiary Company
Nature, Material terms, Monetary value and particulars of the contract or arrangements	Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements for an aggregate value not exceeding Rs. 100 Crore per financial year.
Justification for why the proposed transaction is in the interest of the Company	The said related party transactions shall help smoothen business operations of the Company.
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Holding/Subsidiary Company	No/N.A.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Other relevant information have been provided in this notice and explanatory statement.

None of the other Directors and/or their respective relatives are interested or concerned in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors recommends the passing of the resolution by way of an Ordinary Resolution.

Item No. 7:

The Bliss GVS Pharma Limited is our Holding Company. The Board has recommended the approval of any contract(s), transaction(s), arrangement(s) of Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements with the Bliss GVS Pharma Limited, for an aggregate value not exceeding Rs. 100 Crore per financial year on an arm's length basis and in the ordinary course of business of the Company on such terms and conditions as decided by the Board from time to time.

The other relevant information as below:

Name of the Related Party	Bliss GVS Pharma Limited
Name of the director or key managerial personnel who is related, if any	None of the Directors of the Company or their Relatives are related to these transactions.
Nature of Relationship	Holding Company
Nature, Material terms, Monetary value and particulars of the contract or arrangements	Sale or Purchase of Goods, Materials, Services, Job Work, Reimbursement of Expenses and any other contracts or arrangements for an aggregate value not exceeding Rs. 100 Crore per financial year.
Justification for why the proposed transaction is in the interest of the Company	The said related party transactions shall help smoothen business operations of the Company.
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Holding/Subsidiary Company	No/N.A.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Other relevant information have been provided in this notice and explanatory statement.

None of the other Directors and/or their respective relatives are interested or concerned in the Resolution mentioned at Item No. 7 of the Notice.

The Board of Directors recommends the passing of the resolution by way of an Ordinary Resolution.

On Behalf of Board of Directors of
KREMOINT PHARMA PRIVATE LIMITED
CIN: U24230MH1992PTC066737

{Stamp}

Sd/-
Bhadresh K. Thakkar
[DIN: 00774787]
Managing Director

Sd/-
Gagan H. Sharma
[DIN: 07939421]
Director

Date: May 4, 2023
Place: Hyde Park, Mumbai