



## Dey's Medical Stores (Manufacturing) Limited

### **DEY'S MEDICAL STORES (MANUFACTURING) LTD.**

CIN : U24232WB1957PLC023528

REGISTERED OFFICE: 62 BONDEL ROAD, KOLKATA – 700 019

Phone : 033 2287-1381/1382/6467 e-mail : dmsml@deysmedical.com

website : www.deysmedical.com

### **NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Sixty Second Annual General Meeting of the Members of the Company will be held on Monday, 16<sup>th</sup> September, 2019 at 8, Rifle Range Road, Kolkata 700019, at 3.00 P.M. to transact the following business :

#### **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March 2019 and report of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Bhaskar Ghose (DIN 00007714), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Debashis Mazumdar (DIN 00119396), who retires by rotation and being eligible, offers himself for re-appointment.

#### **AS SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby given for reappointment of Mr. Gautam Dey (DIN 01277238) as Managing Director of the Company for a period of five years from 29<sup>th</sup> September 2019 at the remuneration of 1% of Net Profit of the Company as Commission.

RESOLVED FURTHER THAT the Board of Directors be and it is hereby authorised to do all such acts, deeds, matters, things, it may consider necessary in the best interest of the Company in order to give effect to this resolution."

6. To consider and if thought fit, to pass the following Resolution with or without modification, if any, as Ordinary Resolution

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby given for reappointment of Mr. Ranajit Dey (DIN 01277323) as Joint Managing Director of the Company for a period of five years from 1<sup>st</sup> October 2017 at the remuneration of 1% of Net Profit of the Company as Commission.

RESOLVED FURTHER THAT the Board of Directors be and it is hereby authorised to do all such acts, deeds, matters, things, it may consider necessary in the best interest of the Company in order to give effect to this resolution."

7. To consider and if thought fit, to pass the following Resolution with or without modification, if any, as ordinary Resolution –

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby given for reappointment of Mr. Subharthee Dey (DIN 01277345) as Whole-time Director of the Company for a period of five years from 1<sup>st</sup> October 2017 at the remuneration of 1% of Net Profit of the Company as Commission.

RESOLVED FURTHER THAT the Board of Directors be and it is hereby authorised to do all such acts, deeds, matters, things, it may consider necessary in the best interest of the Company in order to give effect to this resolution."

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

"RESOLVED THAT Mr. Dwarakeswar Chatterjee (DIN 08390801) who was appointed as an Additional Director in the category of Independent Director at the Board Meeting held on 19th March, 2019 and in respect of whom a Notice under section 160 of the Companies Act 2013 has been received from a member signifying his intention to propose Mr. Dwarakeswar Chatterjee as a candidate for the office of the Independent Director and who fulfills the criteria as specified in Section 149(6) of the Companies Act 2013, and who had given a declaration as per Section 152(4) of the Companies Act 2013, be and is hereby appointed as Independent Director of the Company for a period of five consecutive years as per Section 149(10) of the said act and not liable to retire by rotation as per Section 152(6) of the said act read with Section 149(13) of the said act."



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

"RESOLVED THAT pursuant to Section 148(3) of the Companies Act 2013, remuneration of Rs. 98,000/- plus applicable GST, payable to M/s. DGM & Associates, Cost Accountants, as Cost Auditor for conducting Cost Audit of the Pharmaceutical Products of the Company for the Financial Year 2019-2020 be and is hereby ratified."

By Order of the Board

Registered Office :  
62, Bondel Road  
Kolkata- 700 019  
Date : 9<sup>th</sup> August, 2019

(Goutam Dey)  
Managing Director  
DIN : 01277238



## Notes :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.**
2. **Proxy in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Person appointed as proxies can act on behalf of members not exceeding 50 and not holding more than 10% of the paid up share capital. Carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.**
3. In terms of Section 124(5) and 124(6) of the Companies Act 2013, any dividend remaining unpaid/unclaimed for a period of Seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the "Investor' Education and Protection Fund set up by the Central Government."

Dividend for the financial years up to 31<sup>st</sup> March, 2011 which remained unpaid or unclaimed for seven years, have been transferred to the Investor's Education and Protection Fund of the Central Government pursuant to the amended provision of Section 205A of the Companies Act, 1956 and Section 124(5) of the Companies Act, 2013. It may be noted that once the unclaimed dividend amount is transferred to the fund, the same cannot be claimed by the Shareholders from the Company. Shareholders who have not encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March, 2012 or any subsequent years, are requested to claim the same from the Company.

The attention of the shareholders are also invited to the provisions of Section 124(6) of the Companies Act, 2013. In terms of which all shares for which dividend warrant remain unpaid/unclaimed for a continuous period of seven years, shall also be required to be transferred to the Investors Education and Protection Fund (IEPF).

4. Pursuant to the provisions of Section 72 of the Companies Act 2013, members may send their nomination Form No. SH-13 attached herewith.
5. An Explanatory Statement Pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at this Annual General Meeting is annexed herewith.
6. Corporate members intending to exercise voting power at the Annual General Meeting through their representatives should forward a certified copy of their Board Resolution before the date of the meeting.
7. Route map showing prominent landmark of the location of the Venue of the meeting is attached herewith.
8. Dividend, if declared at the Annual General Meeting, will be paid within 30 days from the date of AGM to those Shareholders whose names appear in the Company's Register of Members on record date which is 16<sup>th</sup> September, 2019.



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9. Register of members shall remain closed on 10<sup>th</sup> day of September, 2019 to 16<sup>th</sup> September, 2019 (both days inclusive).
10. The members holding shares in physical form, are requested to intimate any change in their address or bank details to the Company or Registrar and Share Transfer Agent MAHESHWARI DATE METRICS PRIVATE LIMITED, 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700001. Those holding shares in dematerialised form may intimate any change in their addresses or bank details/mandates to their Depository Participants immediately.
11. Members desirous of obtaining any information concerning Accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that information required may be made available at the meeting.
12. The company has connectivity from NSDL. Any query in any matters relating to dematerialisation of shares may be addressed to Registrar and Share Transfer Agent.
13. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11 a.m. to 1 p.m.



**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 5**

Your Board at its meeting held on 9<sup>th</sup> August, 2019 reappointed Mr. Gautam Dey (DIN 01277238) for a period of five years from 29<sup>th</sup> September 2019 on existing terms and conditions which includes, inter alia 1% commission on Net Profit of the Company determined in terms of Section 198 of Companies Act 2013. As Managing Director of the Company he is vested with substantive Power of Management of the Company. Looking into his involvement and efforts for the success of the Company, the Board recommends for approval of his reappointment for a period of five years and payment of commission @1% on Net Profit computed under Section 198 of the Companies Act 2013.

Except Mr. Gautam Dey, being appointed, none of the other directors, key managerial personnel and their relatives are interested in the resolution.

**Item No. 6**

Your Board at its meeting held on 19<sup>th</sup> March, 2019 reappointed Mr. Ranajit Dey (DIN 01277323) for a period of five years from 1<sup>st</sup> October, 2017 on existing terms and conditions which includes, inter alia, 1% commission on Net Profit of the Company determined in terms of Section 198 of Companies Act 2013. As Joint Managing Director of the Company he is vested with substantive Power of Management of the Company. Looking into his contribution and growth for the success of the Company, the Board recommends for approval of the reappointed for a period of five years and payment of commission @1% on Net Profit computed under Section 198 of the Companies Act 2013.

Except Mr. Ranajit Dey, being appointed, none of the other directors, key managerial personnel and their relatives are interested in the resolution.

**Item No. 7**

Your Board at its meeting held on 19<sup>th</sup> March, 2019 reappointed Mr. Subharthee Dey (DIN 01277345) for a period of five years from 1<sup>st</sup> October, 2017 on existing terms and conditions which includes, inter alia, 1% commission on Net Profit of the Company determined in terms of Section 198 of Companies Act 2013. Looking into his wide experience in pharmaceutical industry for the success of the Company, the Board recommends for approval of his reappointment for a period of five years and payment of commission @1% on Net Profit computed under Section 198 of the Companies Act 2013.

Except Mr. Subharthee Dey, being appointed, none of the other directors, key managerial personnel and their relatives are interested in the resolution.

**Item No. 8**

Mr. Dwarakeswar Chatterjee (DIN 08390801) is a Practicing Chartered Accountant, having vast experience and expertise in Finance, Audit and related matters. He was appointed as an Additional Director in the category of Independent Director of the Company by Board of Directors at its meeting held on 19<sup>th</sup> March, 2019. A notice has been received from a member pursuant to Section 160 of the Companies Act 2013 proposing Mr. Dwarakeswar Chatterjee as Independent Director for a period of five consecutive years as per Section 149 (10) of the Companies Act, 2013.

It is felt that his professional expertise will enormously contribute in regular activities of the Company. He has given a declaration of independence under Section 149(6) of the Companies Act, 2013. In the



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opinion of the Board Mr. Dwarakeswar Chatterjee fulfils then conditions specified in the Act and Rules made thereunder for appointment as Independent Director of the Company and he is independent of the management.

Except Mr. Dwarakeswar Chatterjee, being appointed, none of the other directors, key managerial personnel and their relatives are interested in the resolution.

The Board recommends the resolution for approval of the members.

### Item No. 9

Section 148(3) of the Companies Act 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires ratification of remuneration payable to the Cost Auditors for audit of Cost Accounts of Pharmaceutical Products by members of the Company. For the financial Year 2019-2020, the Board of Directors of the Company appointed M/s. DGM & Associates, Cost Accountants, as Cost Auditor of the Company at a remuneration of Rs. 98,000/-, plus applicable GST. None of the Directors, Key Managerial Personnel and their relatives are interested in this resolution.

The Board recommends the resolution for approval of the members.

By Order of the Board

Registered Office :

62, Bondel Road

Kolkata - 700 019

Date : 9<sup>th</sup> August, 2019

(Gautam Dey)

Managing Director

DIN : 01277238