

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

CIN : U24232WB1957PLC023528

REGISTERED OFFICE: 6/D NELLY SENGUPTA SARANI, KOLKATA – 700 087

Phone : 033 22499810/9811/9825/9827 e-mail : dmshoac@deysmedical.com

website : www.deysmedical.com

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Sixty First Annual General Meeting of the Members of the Company will be held on Friday, the 28<sup>th</sup> September, 2018 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 2018 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. Baidyanath Dutta (DIN 06948842), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sourendra Prasad Saha (DIN 01927506), 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 Section 148(3) of the Companies Act 2013, remuneration of Rs. 96,000/- 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 2018-2019 be and is hereby ratified."

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

"RESOLVED THAT Dr. Amit Kumar Roy (DIN 06910710) who was appointed as an additional Director in the category of Independent Director at the Board Meeting held on 30th August, 2018 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 Dr. Amit Kumar Roy 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 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."

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

"RESOLVED THAT pursuant to the provision of Section 185 of the Companies Act 2013, consent is given to the Board of Directors of the Company to advance any loan directly or indirectly, including any loan represented by a book debt to its holding Company or to any person in whom any Director of the Company is interested subject to the condition that any such loan given by the Company are utilized by the borrowing company for its principal business activities"

By Order of the Board

Registered Office :  
6/D Nelly Sengupta Sarani  
Kolkata- 700 087  
Date : 30<sup>th</sup> August, 2018

(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/herself 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.**
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, 2010 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, 2011 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 remain unpaid/unclaimed or a continuous period of seven years, shall also 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 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 25<sup>th</sup> September, 2018.
9. Register of members shall remain closed on 25<sup>th</sup> September, 2018.



**EXPLANATORY STATEMENT**

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

**Item No. 5**

Section 148(3) of the Companies Act 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires ratification, by members of the Company, of remuneration payable to the Cost Auditors for auditing Cost Accounts of Pharmaceutical Products by members of the Company. For the financial Year 2018-2019, the Board of Directors of the Company appointed M/s. DGM & Associates, Cost Accountant, as Cost Auditor of the Company at a remuneration of Rs. 96,000/- plus applicable tax.

None of the Directors, Key Managerial Personnel and their relatives is interested in this resolution.

The Board recommends the resolution for approval of the members.

**Item No. 6**

Dr. Amit Kumar Roy (DIN 06910710) was appointed as an Additional Director in the category of Independent Director of the Company by Board of Directors at its meeting held on 30th August 2018. A Notice has been received from a shareholder pursuant to section 160 of the Companies Act 2013 proposing Dr. Amit Kumar Roy as Independent Director of the Company for a period of Five consecutive years as per Section 149(10) of the Companies Act 2013.

Dr. Amit Kumar Roy, by Profession a Doctor, has been associated with Pharmaceutical Industry for a long time and it is felt that his professional expertise will enormously contribute in regular activities of the Company. He has given a declaration of Independence under Subsection 6) of section 149 of the Companies Act 2013. Except Dr. Amit Kumar Roy, none of the Directors, key Managerial Personnel and their relatives is interested in the resolution.

The Board recommends the resolution for approval of the members.

**Item No. 7**

During the Financial Year 2017-18, the Company, inter alia, sold Keo-Karpin Ayurvedic Massage Oil to the Stockiest who also is the Stockist of Keo-Karpin Hair Oil sold by the Holding Company. The stockist settled dues of the Company as well as that of the Holding Company by issuing cheque for total amount payable by the stockist either in the name of the Company or in the name of the Holding Company resulting in book debt of Rs. 22.11 Lakhs recoverable by the Company from its Holding Company as on 31st March 2018. This amount of Rs. 22.11 has been shown as advance in Note 28, Serial no. 12 (i)

Except Mr. Gautam Dey Managing Director, Mr. Ranjit Dey, Jt. Managing Director & Mr. Subharthee Dey, Wholetime Director, none of the other Directors of the Company, key Managerial Personnel and their relatives is interested in the resolution.

The Board recommends the resolution for approval of the members.

By Order of the Board

Registered Office :

6/D, Nelly Sengupta Sarani

Kolkata - 700087

Date : 30th August, 2018

(Gautam Dey)

Managing Director

DIN : 01277238