



**KMS MEDISURGI LIMITED**  
**CIN: L51397MH1999PLC119118**  
**Regd Office : 297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East),**  
**Mumbai- 400002, Maharashtra, India, Ph-022-66107700/22,022-67498822, Facsimile:**  
**+91-22-22061111,**  
**Website: -www.kmsgroup.in, E-mail Id:-info@kmsgroup.in**

## **NOTICE**

### **20<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that **20<sup>th</sup> Annual General Meeting** of the members of KMS Medisurgi Limited will be held at the registered office of the Company at 297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East), Mumbai- 400002, on **Saturday, 29<sup>th</sup> September, 2018 at 11:30 a.m.**, to transact the following business :-

#### **ORDINARY BUSINESS**

##### **1. Adoption of Financial Statement**

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

**“RESOLVED THAT** the Company to consider and approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Directors and Auditor’s report thereon.”

##### **2. Declaration of Dividend**

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

**“RESOLVED THAT,** the Company to declare final dividend at the rate of Re. 0.05 (0.5%) per equity share of Rs 10/- for the year ended 31<sup>st</sup> March, 2018.”

##### **3. Re-appointment of Mr. Gaurang Prataprai Kanakia (DIN: 00346180) as a Director liable to retire by rotation**

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

**“RESOLVED THAT,** the Company to re- appoint Mr. Gaurang Prataprai Kanakia (DIN: 00346180), who retires by rotation and is eligible, as the Director of the Company.”

##### **4. Modification to the resolution related to appointment of Statutory Auditors**

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 amendments to the Section 139 of the Companies Act, 2013, effective from 7<sup>th</sup> May 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Kalpesh Jain & Associates, Chartered Accountants, Firm Registration No. 132603W) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on 30<sup>th</sup> September 2017.”

**SPECIAL BUSINESS:**

**5. Regularization of an Additional Director Mr. Siddharth Gaurang Kanakia (DIN: 07595098) as a Non- Executive Non- Independent Director.**

“**RESOLVED THAT**, Mr. Siddharth Gaurang Kanakia (DIN: 07595098), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 02<sup>nd</sup> May, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.”

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

**Date: 6<sup>th</sup> September, 2018**

**For KMS Medisurgi Limited**

**Place: Mumbai**

**Gaurang Kanakia  
Managing Director  
(DIN: 00346180)**

## NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote on a Poll instead of himself and a Proxy need not be a Member. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under **Item No. 5** is annexed hereto.
3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under **Item No. 3** of the notice, are annexed.
4. The register of members and transfer books of the company shall remain closed from Saturday, 22<sup>nd</sup> September, 2018 to Saturday, 29<sup>th</sup> September, 2018 (both days inclusive) for the purpose of 20<sup>th</sup> Annual General Meeting and for determining the names of members eligible for dividend on Equity Shares, if declared at a meeting.
5. If the dividend as recommended by the Board is approved at the AGM, payment of such dividend will be made on or after Friday, 5<sup>th</sup> October, 2018:
  - i to all the Members in respect of shares held in physical form whose names appear on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 21<sup>st</sup> September, 2018; and
  - ii to all Beneficial Owners in respect of shares held in electronic form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, 21<sup>st</sup> September, 2018.
6. The notice of 20<sup>th</sup> Annual General Meeting of the Company and Annual Report 2017-18 is available on the Company’s website at **www.kmsgroup.in**
7. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
8. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
9. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Karvy Computershare Pvt. Ltd.** The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.

10. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
12. Electronic copy of the Annual Report is being sent to the members whose email IDs are registered with the Company/ Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 is being sent in the permitted mode. Members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository Participants.
13. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. In compliance with Section 108 of the companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulation, the company is not providing e-voting facility as SME listed company is not required to provide e-voting facility.
15. Information to Shareholders in pursuance of the Listing Regulations with reference to regularisation of Additional Director in item no. 5 and item no. 4 of the notice is provided in the Explanatory Statement under section 102 of the Companies Act, 2013 and for item no. 3 for re- appointment of Director is annexed herewith the notice.

## ANNEXURE TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting:**

**Annexure of Item No: 03**

<b>Name of Director</b>	Gaurang Prataprai Kanakia
<b>DIN</b>	00346180
<b>Date of Birth</b>	19/11/1958
<b>Date of first Appointment</b>	25/03/1999
<b>Qualification</b>	HSC
<b>Expertise in specific functional areas and experience</b>	Mr. Gaurang Prataprai Kanakia aged about 59 years, is the promoter and Director of KMS Medisurgi Limited. He is Higher Secondary by qualification. He has more 10 years in the Finance Domain. He is responsible for overall planning and & management of the company.
<b>Directorship held in other Companies</b>	<ol style="list-style-type: none"><li>1. Dermacare Surgicals Private Limited</li><li>2. Moni Diamonds Limited</li><li>3. KMS Comtrade Private Limited</li><li>4. KMS Manufacturing Limited</li></ol>
<b>Committee positions held in other Companies</b>	Nil
<b>No. of Equity Shares held in the Company as on 31.03.2018</b>	3,28,180 Equity Shares

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### **Item No. 4**

The Shareholders had at 19<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2017, appointed M/s Kalpesh Jain & Associates, Chartered Accountants, Firm Registration No. 132603W as Statutory Auditors of the Company, to hold the office from the conclusion of the 19<sup>th</sup> AGM of the Company till the conclusion of 24<sup>th</sup> AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendments of section 139 of the Companies Act, 2013 effective from 7<sup>th</sup> May, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to delete the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders meeting held on 30<sup>th</sup> September, 2017.

The Board recommends the resolution at Item No 4 of the Notice, for deleting the requirement of seeking ratification of appointment of Statutory Auditors at every AGM, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

**Item No. 5: Regularization of an Additional Director Mr. Siddharth Gaurang Kanakia (DIN: 07595098) as a Non- Executive Non- Independent Director.**

Mr. Siddharth Gaurang Kanakia (DIN: 07595098), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 02<sup>nd</sup> May, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of 20<sup>th</sup> Annual General Meeting, be and is hereby appointed as a Director of the Company.”

None of the Directors and Key Managerial Personnel except Mr. Siddharth Gaurang Kanakia in his personal capacity, for whom the Resolution relates, is interested or concerned in the Resolution.

**Date: 6<sup>th</sup> September, 2018**

**Place: Mumbai**

**For KMS Medisurgi Limited**

**Gaurang Kanakia  
Managing Director  
(DIN: 00346180)**