

Symed Labs Limited
CIN:U24231TG1998PLC029961

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the members of **SYMED LABS LIMITED** will be held on Thursday, the 28th Day of September 2017, at 2.30 P.M. at the registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt ,
 - a) the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017
 - b) the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017
2. To confirm the Interim Dividend paid as Final Dividend.
3. To appoint a Director in place of Mr.M.Nandachary (DIN: 02714333) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Suryanarayana Reddy & Co., Chartered Accountants (Firm’s Registration No. 005752S) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting to be held in the year 2022, (Subject to the ratification by the members at every subsequent Annual General Meeting), at such remuneration as shall be fixed by the Board of Directors of the company.”

SPECIAL BUSINESS

5. **To approve the remuneration payable to Cost Auditors Srinivas & Co., Cost Accountants, Hyderabad**

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 the Section 148 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the Cost Auditors of the Company, Srinivas & Co., Cost Accountants, Hyderabad appointed by the Board of Directors of the company to conduct the audit of cost records of the Company for

the financial year 2017-18, at remuneration of Rs.75,000 (Rupees Seventy Five Thousand only) per annum excluding service tax and out of pocket expenses, be and is hereby ratified. ”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

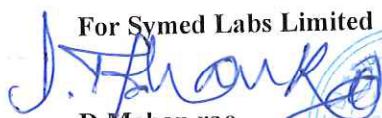
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6. To appoint Mr.Narsimha Reddy(DIN:07850148) as Independent Director of the Company

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 149(6), 152, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr.Narsimha Reddy (DIN: 07850148) who was appointed as an Additional Director (Independent) by the Board of Directors w.e.f. September 1, 2017 and who holds office till the conclusion of the Annual General Meeting in terms of section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr.Narsimha Reddy as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to August 31, 2018, not liable to retire by rotation."

For Symed Labs Limited


D.Mohan rao
Managing Director
DIN: 00126836



Place: Hyderabad
Date: 01.09.2017

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NOTES

1. A member is entitled to attend and vote at the meeting and entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.
2. The proxy, in order to be valid, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members/Proxies are requested to bring the attendance slip duly filled in for attending the meeting and to bring their copies of the Annual Report to the meeting.
4. Members having any queries with respect to accounts may communicate the same to the Company well in advance before the Meeting.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of the Notice.

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

Item No.5

The Board of Directors at their meeting held on September 1, 2017 have re- appointed Srinivas & Co., Cost Accountants, Hyderabad as cost auditors of the Company at a remuneration of Rs.75,000 (Rupees Seventy Five Thousand only) per annum excluding service tax and out of pocket expenses, to conduct the audit of the cost records of the company for the financial year 2017-18.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no.5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

The Board recommends the resolution set forth in the item no.5 of the notice for the approval of the members.

Memorandum of Interest

None of the Directors or their relatives is deemed to be concerned or interested in the aforesaid resolution.

Item No. 6

The Board of Directors, at its meeting held on September 1, 2017, has appointed Mr.Narsimha Reddy as an Additional Director (Independent) of the Company w.e.f. September 1, 2017 pursuant to the provisions of Section 149(6), 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr.Narsimha Reddy will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit fee of Rs.1,00,000/- proposing the candidature of Mr.Narsimha Reddy for the office of Independent Director, to be appointed as such under the provisions of Section 149(6) of the Companies Act, 2013.

The Company has received from Mr.Narsimha Reddy (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr.Narsimha Reddy as an Independent Director of the Company for a period up to August 31, 2018 pursuant to section 149(6) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr.Narsimha Reddy, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr.Narsimha Reddy as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

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Your Board recommends the proposed Ordinary resolution for members' approval to appoint him as Independent Director of the Company, not liable to retire by rotation.

Memorandum of interest

No Director or their relatives, except Mr.Narsimha Reddy, to whom the resolution relates, are interested or concerned in the resolution as set out in the agenda item no.6 of the accompanying notice relating to his appointment.
