



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of KMS Medisurgi Limited will be held on Saturday, September 30, 2023 at 3.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines(East), Princess Street, Mumbai-400002 to transact the following business.

***ORDINARY BUSINESS:***

**1. Adoption of Financial Statement**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

**2. Declaration of Dividend**

To declare a final dividend of ₹ 0.05 (0.5%) per equity share for the Financial Year ended March 31, 2023.

**3. Re- appointment of Mr. Rohan Devang Kanakia (DIN: 09220915) as a Director liable to retire by rotation**

To appoint a Director in place of Mr. Rohan Devang Kanakia (DIN: 09220915), who retires by rotation and being eligible offers himself for reappointment.

***SPECIAL BUSINESS:***

**4. To Ratify/Approve the Related Party Transaction of the Company for FY 2023-24:**

*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 188 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time), the approval / ratification of the members of the Company, be hereby, accorded to all the transactions entered or to be entered by the Company with Related Parties in the financial year 2023-24, whether by way of continuation / extension / renewal / modification of earlier arrangements / transactions or otherwise, and entering into further contracts / arrangements / transactions with ‘Related Parties’ as defined under Section 2(76) of the Companies Act, 2013, exceeding the prescribed limits of Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 during the FY 2023-24 as set out in the Explanatory Statement.”

**Resolved further that** the Board of Directors of the Company, be and is hereby, authorized to do, all such acts, matters, deeds and things, settle any queries / delegate such authority as may be deemed necessary and execute such addendum contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”



**5. To appoint Statutory Auditor to fill Casual Vacancy**

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

**“Resolved that** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. H.H Dedhia & Associates, Chartered Accountants (Firm Registration No. 148213W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Dalal Doctor & Associate, Chartered Accountants.

**Resolved further that** M/s. H.H Dedhia & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 23, 2023, until the conclusion of 25<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**6. Appointment of Statutory Auditor for five years**

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

**“Resolved that** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2019 and other applicable provisions, if any, M/s. H.H Dedhia & Associates, Chartered Accountants(Firm Registration No. 148213W), be and are hereby appointed as the Statutory Auditor of the Company for a tenure of five years from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of the 30<sup>th</sup> Annual General meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**Resolved further that** any Director of the Company be are hereby severally authorized to do all such acts, deeds and things to give effect to this resolution.”

By Order of the Board of Directors  
For KMS Medisurgi Limited

Sd/-  
Sunny Gupta  
Company Secretary and Compliance Officer  
Membership no. ACS 42843

**Date:** 31.08.2023

**Place:** Mumbai



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy in order to be effective should be returned to the Registered Office of the Company, duly completed signed and stamped not less than FORTY-EIGHT HOURS before the commencement of the.

Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A Proxy form is sent herewith.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. The AGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, September 01, 2023.
4. The Register of Members and Share Transfer Books will be closed from Saturday, 24<sup>th</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive).
5. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut-off date i.e. Saturday, September 23, 2023.
6. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address: KFin Technologies Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Karnataka - 500032, Phone No. 040 - 67162222; Fax No. 040-23431551, Email: kmsmedisurgi.ipo@karvy.com web www.karisma.karvy.com.
7. Members/ Proxies are requested to bring the attendance slips duly filled in and copies of the Annual Report to the Meeting. The identity/signature of the members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring relevant identity card, issued by the Depository Participant to attend the Annual General Meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative along with their specimen signature to attend and vote on their behalf at the meeting.



9. In case of joint holder, only joint holder who is higher in the order of names will be entitled to vote.
10. All the material documents referred to in the Resolutions are open for inspection at the Company's Registered Office 297/301 May Building, Gr. Floor Marine lines (East) Princess Street Mumbai-400002 on all working days, except Sundays, between 10.00 A.M. to 1.00 P.M. till September 30, 2023 and will also be available for inspection at the Meeting.
11. Shareholders can register their complaints, if any on [cskms99@gmail.com](mailto:cskms99@gmail.com).
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the PAN details to the Registrar and Share Transfer Agents/Company.
14. In compliance with Sections 108 and 110 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Kfin Tech. The instructions for e-voting are provided as part of this AGM Notice.
15. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Saturday, September 23, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this AGM Notice. Shareholders are requested to cast their vote through the e-voting process commencing from Wednesday, September 27, 2023 at 09.00 am and concluding on Friday, September 29, 2023 at 05.00 pm to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

16. Electronic copy of the Notice of 25<sup>th</sup> Annual General Meeting and Annual Report for FY 2022-23 being sent to all the members whose Email IDs are registered with the Company/ Depositories. Members may please note that the Notice of 25<sup>th</sup> Annual General Meeting and Annual Report for FY 2022-23 will also be available on the Company's website at [www.kmsgroup.in](http://www.kmsgroup.in) and on the website of KfinTech at <https://evoting.kfintech.com>. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.



17. The Board vide its resolution passed on August 31, 2023 has appointed M/s. Naveen Karn & Co., Practising Company Secretary, as the scrutinizer to scrutinize both the remote e-voting as well as ballot voting during the AGM in a fair and transparent manner.
18. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, within 48 hours of conclusion of Annual General Meeting and will also be displayed on the website of the Company [www.kmsgroup.in](http://www.kmsgroup.in).
19. In terms of the requirements of the Secretarial Standards-2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, the Route Map of the venue of this AGM is placed below this Notice.

**General information and instructions relating to e-voting:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:  
Commencement of e-voting: Wednesday, September 27, 2023 at 09.00 am  
End of e-voting: Friday, September 29, 2023 at 05.00 pm
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:



- Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.  
 Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

- I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode with NSDL</a>	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<a href="#">Individual Shareholders holding securities in demat mode with CDSL</a>	<ol style="list-style-type: none"> <li>1. <b>Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. <b>User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> </li> </ol>



	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</p>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KfinTech</b> and you will be redirected to e-Voting website of <b>KfinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from kFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **7680**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.



- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVSN” and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [csnaveenkarn@gmail.com](mailto:csnaveenkarn@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the AGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, AGM Notice and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.



**Explanatory Statement in pursuance of section 102(1) of the Companies Act, 2013:**

**Item no. 4:**

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of Shareholder is required where any contract or arrangement entered with Related Party is exceeding limits as prescribed for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

The Transactions related to sale, purchase or supply of any goods or materials entered/to be entered into individually or taken together with previous transactions during a FY 2023-24 exceeds 10% of the turnover of a company as per audited financial statements of FY 2022-23.

The Provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company being a SME Listed Company.

Hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

<b>Name of Related Party</b>	<b>Name of Relationship</b>	<b>Nature of Transaction</b>	<b>Amount (in Rs.)*</b>
KMS Manufacturing Limited	Related party as per Companies Act, 2013	Sales of Goods and Service	14,00,00,000

*\*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding.*

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on August 31, 2023, and has recommended to the members for their approval.

With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

<b>Sr. No.</b>	<b>Name of the Related Party</b>	<b>Nature of Concern or Interest</b>
1	KMS Manufacturing Limited	Mr. Siddharth Kanakia (Chairman and Managing Director), Mr. Gaurang Kanakia (Non Executive Non Independent Director), Ms. Monali Kanakia (Executive Director), Mr. Anand Kanalia (Chief Financial Officer) and Mr. Rohan Kanakia (Executive Director)

Disclosure as per Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

(a) name of the related party - KMS Manufacturing Limited

(b) name of the director or key managerial personnel who is related, if any - Mr. Siddharth Kanakia (Chairman and Managing Director), Mr. Gaurang Kanakia (Non Executive Non Independent Director), Ms. Monali Kanakia (Executive Director), Mr. Anand Kanalia (Chief Financial Officer) and Mr. Rohan Kanakia (Executive Director)



(c) nature of relationship – Related Party as per Companies Act, 2013

(d) nature, material terms, monetary value and particulars of the contract or arrangement – Sale of Purchase of Goods or Services for value exceeding 10% of the turnover of FY 2022-23

(e) any other information relevant or important for the members to take a decision on the proposed resolution - None

The Board recommends the resolution set out in Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the above-mentioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 4 respectively.

#### **Item No. 5**

The Members of the Company at its 24<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2022 had appointed M/s. Dalal Doctor & Associates, Chartered Accountants (Firm Registration No.: 120833W) as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting of the Company.

M/s. Dalal Doctor & Associates, Chartered Accountants have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company wef August 22, 2023 as envisaged by Section 139 of the Companies Act, 2013.

The Board of Directors at its Meeting held on August 31, 2023, as per the recommendations of the Audit Committee and pursuant to the provisions of Section 139 of the Companies Act, 2013, has appointed M/s. H. H. Dedhia & Associates, Chartered Accountants (Firm Registration No. 148213W), to hold office as the Statutory Auditor of the Company till the conclusion of 25<sup>th</sup> Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Dalal Doctor & Associates, Chartered Accountants subject to the approval of Members at the 25<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. H. H. Dedhia, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. Dalal Doctor & Associates, Chartered Accountants along with confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives and in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of Members.



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**Item No. 6**

The Board of Directors at its Meeting held on August 31, 2023, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Accounts) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. H. H. Dedhia, Chartered Accountants (Firm Registration No. 148213W), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion on 25<sup>th</sup> Annual General Meeting, till the conclusion of 30<sup>th</sup> Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. H. H. Dedhia, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. Dalal Doctor & Associates, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as a part of the explanatory statement to the notice:

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. H. H. Dedhia, Chartered Accountants, as the Statutory Auditors of the Company, from the conclusion of 25<sup>th</sup> AGM till the conclusion of the 30<sup>th</sup> AGM, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. H. H. Dedhia, Chartered Accountants have consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act.

Brief Profile of New Auditor:

M/s. H.H. Dedhia & Associates is a Mumbai based firm specialises in Audit, Assurance, Financial Engineering and Valuation and has a good professional standing among Corporate and MSME business. They are the auditors of companies listed on small board as well as many public unlisted entities. It consists a dynamic team who focus on quality, solutions and client first approach.

The proposed fees payable to M/s. H.H. Dedhia & Associates will be Rs. 80,000 p.a. There is no material change in the fees payable to the proposed Auditor from that paid to the outgoing auditor. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

None of the Directors, Key Managerial Personnel and their relatives and in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.



The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of Members.

By Order of the Board of Directors  
For KMS Medisurgi Limited

Sunny Gupta  
Company Secretary and Compliance Officer  
Membership no. ACS 42843

**Date:** 31.08.2023  
**Place:** Mumbai



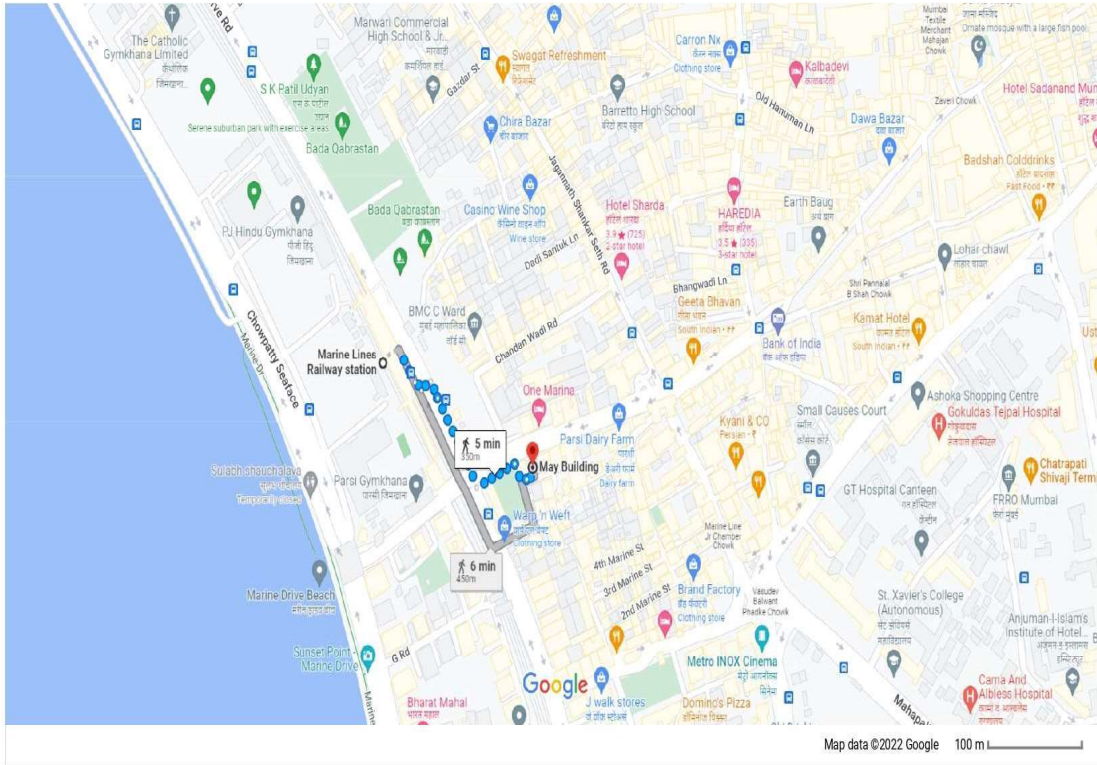
**Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:**

<b>Name of the Director (DIN)</b>	<b>Rohan Devang Kanakia</b> (DIN No. 09220915)
Brief Resume, Experience and Expertise in specific functional areas	Rohan Kanakia completed his undergraduate studies from O.P. Jindal Global University with a Bachelor of Business Administration. Worked as a marketing intern at JR Laddha Financial Services with the social media team. Consequently, he started out as an operations and supply chain coordinator at KMS Manufacturing Company which is primarily in the medical devices sector. Rohan has also represented the company at a medical conference in Dubai in 2020. With already a few years of work experience behind him, he is a highly motivated individual with a strong work ethic and enthusiasm to learn.
Date of Birth	17 <sup>th</sup> November 1998
Terms and conditions of appointment/ re-appointment including remuneration	-
Details of remuneration last drawn	-
Date on which first appointed on the Board	29.06.2021
Details of shareholding in the Company directly or on beneficial basis	Nil
Relationship with other Directors, Manager and Key Managerial Personnel (if any)	-
Number of Board meetings attended during the year	5
Board memberships of other Companies	Nil
Chairperson/Member of the Committee of the Board of Directors of Company	Nil
Chairperson/Member of the Committee of the Board of Directors of other Companies	Nil
Name of Listed Companies from which resigned during last Three (3) years	Nil



### Route Map for AGM venue

297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East), Mumbai- 400002





**ATTENDANCE SLIP**

**KMS MEDISURGI LIMITED**

297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002  
CIN: L51397MH1999PLC1191189  
Ph-022-66107700/22,022-67498822,  
Facsimile: +91-22-22061111,  
Website: -www.kmsgroup.in,  
E-mail Id:-info@kmsgroup.in

I hereby record my presence at the Annual General Meeting of the Company held on Saturday, September 30, 2023 at 3.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002.

Full name of the Shareholder (in block letters)  
.....

Ledger Folio No. .... DP ID ..... Client ID.....

Number of Shares held.....

Full name of Proxy (in block letters)  
.....

**Signature of Shareholder or Proxy attending**

Please provide full name of the 1st Joint Holder  
.....

- Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.  
**(2) Members are requested to bring their copy of Notice for reference at the Meeting.**



Form No. MGT-11

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**KMS MEDISURGI LIMITED**

297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002

CIN: L51397MH1999PLC1191189

Ph-022-66107700/22,022-67498822,

Facsimile: +91-22-22061111,

Website: -www.kmsgroup.in,

E-mail Id:-info@kmsgroup.in

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No/ Client Id: DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

3. Name: .....  
Address:  
E-mail Id:  
Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Saturday, September 30, 2023 at 3.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines (East) Princess Street Mumbai-400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Financial Statement
2. Declaration of Dividend
3. Re- appointment of Mr. Rohan Devang Kanakia (DIN: 09220915) as a Director liable to retire by rotation
4. To Ratify/Approve the Related Party Transaction of the Company for FY 2023-24
5. To appoint Statutory Auditor to fill Casual Vacancy
6. To Appoint Statutory Auditor for the period of five years.



Signed this ..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Please  
affix Re.  
1/- revenue  
stamp and  
sign across

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**