

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON FRIDAY 29<sup>TH</sup> SEPTEMBER, 2017 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2017, the Balance sheet as on that date and the reports of Directors and Auditors thereon.  
**"RESOLVED THAT** the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2017, the Balance sheet as on that date and the reports of Directors and Auditors thereon be and hereby approved."
2. To appoint a Director in place of Mrs. Damiyanti P Ghatalia, who retires by rotation and, being eligible, offers herself for reappointment.  
**"RESOLVED THAT** Mrs. Damiyanti P Ghatalia who retires by rotation at this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation."
3. To appoint M/s DMKH and company, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting and authorise the Board of Directors to fix their remuneration.  
**"RESOLVED THAT** pursuant to the provisions of section 139 and any other applicable provisions of the Companies Act, 2013 M/S. DMKH and Company, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2019 subject to ratification by the members at every Annual General Meeting and that the Board of Directors are be and hereby authorized to fix their remuneration."
4. **Sub-Division of Equity Shares of the Company from the Face Value of Rs. 10/- per Equity Share to Re. 1/- per Equity Share**  
 To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents,

permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix the Record Date for the purpose of the Sub-division and to do all such acts, deeds, matters and to take steps as may be necessary including the delegation of all or any of the powers herein conferred, to any Director(s), Company Secretary or any other officer(s) of the Company, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

By order of the Board of Directors  
**FOR AAREY DRUGS & PHARMACEUTICALS LIMITED**

**Mihir R. Ghatalia**  
*Managing Director*

**REGISTERED OFFICE :**  
 E-34, MIDC, BOISAR,  
 TARAPUR, DIST. PALGHAR  
**Date :** 14<sup>th</sup> August, 2017  
**Place :** Mumbai