

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON SATURDAY 29TH SEPTEMBER, 2018 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 9.15 A.M. TO TRANSACT THE FOLLOWING BUSINESS: ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2018, 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 31st March, 2018, the Balance sheet as on that date and the reports of Directors and Auditors thereon be and hereby approved."
- To appoint a Director in place of Mrs. Damyanti P. Ghatalia, who retires by rotation and, being eligible, offers herself for reappointment.  
**"RESOLVED THAT** Mrs. Damyanti 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."
- 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 29th Annual General Meeting and authorise the Board of Directors to fix their remuneration.  
**"RESOLVED THAT** 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 29th 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."
- Appointment of Mr. Mihir R Ghatalia as Chairman and Managing Director  
 To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-  
**"RESOLVED THAT** pursuant to recommendation and approval of the Board and subject to the provisions of Section 152 of the Companies Act, 2013 Mr. Mihir R Ghatalia, Managing Director of the Company be and is hereby accorded to be appointed as the Chairman cum Managing Director of the company with effect 9th February, 2018.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

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

**Mihir R. Ghatalia**  
*Chairman and Managing Director*

**REGISTERED OFFICE :**  
 E-34, MIDC, BOISAR,  
 TARAPUR, DIST. PALGHAR  
**Date :** 14<sup>th</sup> August, 2018  
**Place :** Mumbai

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
- The register of members and the share transfer books of the company will remain closed from 23rd September 2018 to 29th September 2018 (both days inclusive) in connection with the Annual General Meeting.
- Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys, change in their address etc to the Registrar & Share Transfer Agents i.e  
**LINK INTIME INDIA PRIVATE LIMITED**  
 C-13, Pannalal Silk Mills Compound, L. B. S. Marg,  
 Bhandup (West), Mumbai - 400 078.
- As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed and reappointed is furnished below:

1. Name Of Director	Mrs. Damyanti P. Ghatalia
2. Age	88yrs
3. Date of Appointment	14.02.2015
4. Qualification	B. Com
5. Directorship held in other Limited Companies (Excluding Foreign Companies)	1
6. Committee position held in other companies	NIL
7. Number of Shares held	NIL

- The Annual Report and Notice for the 28th AGM along with Attendance slip and Proxy form, is being send by electronic mode to all the shareholders whose email address are registered with the Company/ Depository Participant unless a member has requested for a hard copy of the same. For members who have not registered their email address, physicals copies have been send through permitted mode. Members are requested to bring their copy of the Annual Report at the meeting.

**6. Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules the company is pleased to offer e-voting facility to its members to cast their vote electronically for the 28th Annual General Meeting of the Company on 29th September, 2018. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") for providing e-voting facilities to the Members enabling them to cast their vote in a secure manner.