

Symed Labs Limited
CIN:U24231TG1998PLC029961

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the members of **SYMED LABS LIMITED** will be held on Friday, the 28th day of September 2018, at 2.30 P.M. at the registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt,

- a) the audited Standalone Financial Statements and Cash Flow Statement of the Company for the Financial Year ended March 31, 2018
- b) the audited Consolidated Financial Statements and Cash Flow Statement of the Company for the Financial Year ended March 31, 2018

together with the Reports of the Directors and Auditors thereon.

2. To appoint Mrs. Anvida Bandi (DIN: 07149677), who retires by rotation and being eligible offers herself for re-appointment

SPECIAL BUSINESS

3. **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 2018-19, at a 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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4. To Re-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 **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to re-appoint Mr.Narsimha Reddy (DIN. 07850148) as an Independent Director for a second term for a tenure of 5 years commencing from 1st September 2018 to 31st August 2023 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all deeds, matters as may be required to give effect to this resolution and other incidental and ancillary matters there to."

5. To Appoint Mr. V. Ramana Rao (DIN.0008193531) as Additional Director (Independent) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special 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. V. Ramana Rao (DIN.0008193531) who was appointed as an Additional Director (Independent) by the Board of Directors w.e.f. 30th August, 2018 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. V. Ramana Rao 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 of 5 (Five) years w.e.f. 30th August 2018 to 29th August 2023, not liable to retire by rotation."

6. To Appoint Mr. G.V.P Chandramouli (DIN:07268086) as Whole Time Director of the Company

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

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"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 read with the Schedule V and 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), Articles of Association of the company, Mr. G.V.P Chandramouli (DIN: 07268086) be and is hereby appointed as Whole Time Director of the Company for a period of Three (3) years with effect from 30th August 2018 to 29th August 2021, liable to retire by rotation, on the following terms and conditions as may be agreeable to between the company and Mr. G.V.P Chandramouli and as may be permissible at Law."

1. Period:

Three (3) years with effect from 30th August 2018 to 29th August 2021 with the liberty to either party to terminate the appointment on six months in writing to the other party.

2. Salary, Allowances, perquisites and Commission (hereinafter referred to as "Remuneration")

a. Salary

- i. Basic Salary: At the rate not exceeding Rs.1,25,000/- per month and
- ii. Other Allowances: At the rate not exceeding Rs. 1,25,000/- per month, with increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment.

b. Perquisites

In addition to the Remuneration as stated above, Mr. G.V.P Chandramouli shall be entitled to the following perquisites:

- i. The fuel and maintenance charges shall be re-imbursed for use of car for official purposes.
- ii. Use of communication devices such as Telephones, Mobiles at the residence for business purposes. Personal long distance telephone calls shall be borne by him.
- iii. Contributions to Provident Fund and any other Retirement Benefits.
- iv. Personal accidents Insurance Premium as per company policy.
- v. Such other perquisites and allowances and Bonus in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. G.V.P Chandramouli.

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The value of the perquisites evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence of any such rule, shall be subject to an overall annual ceiling of an amount not exceeding the salary as stated above for the relevant period.

3. Minimum Remuneration:

Wherein any financial year during the period of his office as the Whole Time Director, the company has no profits or its profits are inadequate, the above remuneration including perquisites shall be paid to Mr. G.V.P Chandramouli as Minimum Remuneration.

4. Other Terms

Mr. G.V.P Chandramouli shall subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending meetings of the Board.

"RESOLVED FURTHER THAT the Board of Directors/Nomination and Remuneration Committee be and is hereby authorized to review, alter and vary such terms of appointment and remuneration and also to determine performance linked incentives, so as to not exceed the limits specified in said sections of the Companies Act, 2013 or any statutory modification thereof, as may be agreed to by the Board of Directors/ Nomination and Remuneration Committee and Mr. G.V.P Chandramouli."

For Symed Labs Limited


Dr D. Mohan Rao
Managing Director
DIN: 00126836



Place: Hyderabad

Date: 30.08.2018

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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.3

The Board of Directors at their meeting held on 30th August, 2018 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 2018-19.

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.3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

The Board recommends the resolution set forth in the item no.3 of the notice for the approval of the members.

None of the Directors of the Company are, in any way, concerned or interested in the resolution set out at Item No.3 of the Notice.

Item No. 4

Mr. Narsimha Reddy (DIN. 07850148) was appointed as Independent Director of the Company for a period of one year and his term will be expired by 31st August 2018. 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, the Board of Directors, at its meeting held on 30th August, 2018, has re-appointed Mr.Narsimha Reddy (DIN. 07850148) as an Independent Director of the Company for a period of 5 years w.e.f 1st September 2018 to 31st August 2023. 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.

Mr.Narsimha Reddy holds master's degree in M.B.A (Finance) and Certified Associate of Indian Institute of Bankers (CAIIB). He held the position as chief customer service officer, internal ombudsman in the State Bank of Patiala, Head Office, Patiala during the year 2016-17. He was a Finance Professional in Financial Services Industry with over three and half decades of quality experience in cross cultural milieus (five banks/nine states) with proven achievements in leadership roles in credit appraisal, risk management, treasury, human resources, customer service and commercial/SME/Retail Banking.

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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, 2023 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.

Your Board recommends the proposed Special 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.4 of the accompanying notice relating to his appointment.

Item No. 5

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, the Board of Directors, at its meeting held on 30th August, 2018, has appointed Mr. V. Ramana Rao (DIN.0008193531) as additional Director (Independent) of the Company for a period of 5 years w.e.f 30th August 2018 to 29th August 2023.

Mr. V. Ramana Rao holds Commerce Graduate from Osmania University. He worked/associated with Venkateshwara Chemicals as a Managing Partner.

He is having rich experience in the field of Chemical Industry.

The Company has received from Mr. V. Ramana Rao (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment &

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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. V. Ramana Rao as an Independent Director of the Company for a period of 5 years up to August 29, 2023 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. V. Ramana Rao, 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. V. Ramana Rao 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.

Your Board recommends the proposed Special 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. V. Ramana Rao, 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.

Item No. 6

Pursuant to the provisions of sections 196, 197, 198, 203 read with the Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under The Board of Directors of the Company at their meeting held on 30th August 2018 appointed Mr. G.V.P. Chandramouli (DIN: 07268086) as Whole Time Director of the Company for a period of 3 years with effect from 30th August 2018 to 29th August 2021.

Mr. G.V.P. Chandramouli did M.SC (Chemistry) from Andhra University and Ph.D in chemistry from Kakatiya University. He worked as professor of Chemistry in National Institute of Technology, Warangal. He has a total teaching and research experience of 40 years. He produced 16 Ph.Ds and published 112 research papers in highly reputed National/international journals.

Considering his enormous experience as a professor in Chemistry, it may be considered appropriate and in the best interests of the company to appoint Mr. G.V.P.Chandramouli as Whole-Time Director of the company for a further period of 3 years with effect from 30th August 2018 to 29th August 2021. The Nomination

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and Remuneration Committee of the Company also recommended the re-appointment of Mr. G.V.P Chandramouli as Whole-time Director of the Company.

Your Board recommends the proposed Special Resolution for members' approval to appoint him as Whole Time Director of the Company, liable to retire by rotation.

Memorandum of Interest

This explanatory statement together with accompanying notice may also be regarded as an abstract and memorandum under section 190 of the Companies Act, 2013.

None of the Directors except Mr. G.P.V. Chandramouli is deemed to be concerned or interested in the proposed resolution.