

KIDS MEDICAL SYSTEMS LIMITED

(CIN: L85110GJ2013PLC075191)

Registered Office: F-806, Titanium City Center, Near Sachin Tower, Anand Nagar Road, Satellite, Ahmedabad GJ 380015 IN, Phone: +91 79 - 48989930, Email: pallavi.dam@thekidsclinic.in; Website: www.thekidsclinic.in

NOTICE OF EXTRA ORDINARY MEETING TO ALL SHAREHOLDERS

Notice is hereby given that the extra ordinary general meeting of the Shareholders of KIDS MEDICAL SYSTEMS LIMITED will be held on FRIDAY, the 04th January, 2019 at 11:00A.M. at the Registered Office F-806, Titanium City Center, Near Sachin Tower, Anand Nagar Road, Satellite, Ahmedabad GJ 380015 IN India to transact the following business:

(S.R NO./KMSL/EGM/2018-19/01)

SPECIAL BUSINESS:

1. FILLING THE CASUAL VACANCY OF AUDITORS:

“**RESOLVED THAT** pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S. M A A K & ASSOCIATES** Chartered Accountants (FRN No.:135024W), be and are hereby appointed as Auditors of the Company to fill the casual vacancy caused by the resignation of **M/S. DOSHI MARU & ASSOCIATES**, Chartered Accountants, (FRN No.: 112187W);

RESOLVED FURTHER THAT, M/S. M A A K & ASSOCIATES, Chartered Accountants, Ahmedabad be and are hereby appointed as Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Extra-ordinary General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

For, **KIDS MEDICAL SYSTEMS LIMITED**

Kids Medical Systems Limited.



PALLAVI DAM Director
DIRECTOR
(DIN:03514501)

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NOTES:

- 1. A Member entitled to attend and vote at the Extra-ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies/ bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Copies of all documents referred to in the Notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the meeting of the Company.
5. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection at the meeting.

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7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Purva Sharegistry (India) Pvt. Ltd. and to the Company.
8. The Members may note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the aforesaid venue of the meeting.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to welcom2pcs@gmail.com with a copy marked to pallavi.dam@thekidsclinic.in as well as to the support@purvashare.com.
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **28th December, 2018, Friday**.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote. The record date shall be **30th November, 2018, Friday**.
13. CS Alpesh Dhandhlya of M/s. Alpesh Dhandhlya & Associates, Company Secretaries, Ahmedabad has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the **Extra-ordinary General Meeting (EGM)**, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "**Poling Paper**" for all those members who are present at the **Extra-ordinary General Meeting (EGM)**.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast in the presence of at least two witnesses not in the employment

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- of the Company and shall make, not later than 48 hours of the conclusion of the **Extra-ordinary General Meeting (EGM)**, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 16 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company **www.thekidsclinic.in** and on the website of depository immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 17 Register of Members shall remain closed from 29.12.2018 (SATURDAY) to 04.01.2019 (FRIDAY), both days inclusive.
- 18 Members desiring any information pursuant to an item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the meeting, to enable the Management to keep the information available at the meeting.
- 19 Members holding shares in dematerialised form are requested to bring their Client ID and DPID numbers and photo identity for easy identification of attendance at the meeting.
- 20 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 with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. [Purva Sharegistry \(India\) Pvt. Ltd.](http://www.purvashare.com) PurvaSharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J .R. Borichamarg Lower Parel (E) Mumbai 400 011. Tel: 91-22-2301 2518 / 6761, Email: support@purvashare.com.

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21 Members of the Company are advised to avail the following link to reach at the venue of the EGM of the Company.



For, **KIDS MEDICAL SYSTEMS LIMITED**
Kids Medical Systems Limited.

Pallavi Dam
PALLAVI DAM
DIRECTOR
(DIN:03514501)

Director

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ANNEXURE TO NOTICE UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Board is proposed to inform to the shareholders of the Company that our existing Auditor **M/S. DOSHI MARU & ASSOCIATES**, Chartered Accountants, (FRN No.:112187W) has given resignation as auditor of the Company for the financial year 2018-19 and therefore pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the Board is required to recommend another auditor within 30 days and same shall also require to be appointed by shareholders within 90 days. However, the said auditor M/s. Doshi Maru & Associates has not filed his resignation with the ROC in Form ADT 3 pursuant to section 140(2) of the Companies Act, 2013 and rule 8 of the Companies (Audit and Auditors) Rules, 2014 which is mandatory to be filed with the ROC by the designee auditor.

Therefore, the Board in its meeting held on **25th September, 2018** recommended the appointment of **M/S. M A A K & ASSOCIATES**, Chartered Accountants, as Auditors of the Company to fill the casual vacancy caused by the resignation of **M/S. DOSHI MARU & ASSOCIATES** Chartered Accountants.

The above resolution is put before the shareholders to pass the same as ordinary resolution.

None of the Directors or relatives of the Directors of the Company are interested in the above resolution.

//Certified True Copy//

For, M/S KIDS MEDICAL SYSTEMS LIMITED

Kids Medical Systems Limited.



PALLAVI DAM
DIRECTOR
(DIN: 03514501)

Director