



KMS MEDISURGI LIMITED

ANNUAL REPORT 2021-22

**BOARD OF DIRECTORS**

Mrs. Rekha Devang Kanakia
 Mr. Rohan Devang Kanakia
 Mr. Siddharth Gaurang Kanakia
 Mr. Hardik Rajnikant Bhatt
 Mr. Kamlesh Rajani Chunilal
 Mr. Pratik Pravin Tarpara

CORPORATE INFORMATION

Chairman and Managing Director
 Non-Executive Non- Independent Director
 Non-Executive Non- Independent Director
 Independent Director
 Independent Director
 Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Anand Prataprai Kanakia Chief Financial Officer
 Mrs. Mariam Bahnan Company Secretary and Compliance Officer (Resigned w.e.f 08.02.2022)
 Mr. Sunny Gupta Company Secretary and Compliance Officer (Appointed w.e.f 05.08.2022)

SECURITIES LISTED ON

BSE Limited (SME Platform)

CORPORATE IDENTITY NUMBER

L51397MH1999PLC119118

SECRETARIAL AUDITORS

Naveen Karn & Co.
 Office 108,1st floor, Om Industrial Estate No.1,
 Opp. ICICI Bank, Sativali road,
 Vasai (e), Palghar-401208

STATUTORY AUDITORS

Kalpesh Jain & Associates
 42 First Floor, Singh Ind. Estate No. 3, Nr. Big
 Cinema Moviestar, Ram Mandir Road, Off. S.V.
 Road, Goregaon (W), Mumbai-400104

REGISTERED OFFICE

297/301, Ground Floor, May Building, Princess
 Street, Marine Lines (East), Mumbai 400 002.
 Contact No.: 022-66107722
 Email ID: info@kmsgroup.in
 Website: www.kmsgroup.in

REGISTRAR & SHARES TRANSFER AGENT

Kfin Technologies Private Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District, Nanakramguda,
 Hyderabad, Karnataka 500032
 Contact No.: +91 40 67161524
 Email ID: einward.ris@kfintech.com
 Website: www.kfintech.com



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of KMS Medisurgi Limited will be held on Friday, 30th September, 2022 at 03.00 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, 2022 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 year ended March 31, 2022.

3. Re- appointment of 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 is eligible for reappointment.

4. Appointment of Statutory Auditors:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Dalal Doctor & Associate Chartered Accountants, (Firm Registration No.: 120833W), who have confirmed their eligibility for appointment, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors Kalpesh Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No.: 132603W), for a period of five years, who shall hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred by the Statutory Auditors in connection with the audit of the accounts of the Company.”

By Order of the Board of Directors
For KMS Medisurgi Limited

SD/-

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

Date: 06th September, 2022

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 meeting i.e. by 03.00 p.m on Wednesday, 28th September, 2022. 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. The Explanatory Statement, which sets out details pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) relating to re-appointment of Statutory Auditors at the meeting, is annexed hereto.
3. Only registered Members (i.e. Equity shareholders) of the Company may attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books will be closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive) (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. Thursday 22nd September, 2022.
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. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days except Sundays between 11.00 am and 1.00 pm up to the date of the meeting.
11. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the meeting in order to keep the required information readily available at the meeting.
12. Shareholders can register their complaints, if any on cskms99@gmail.com.
13. 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.
14. 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.
15. Electronic copy of the Annual Report for 2022 being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
16. Electronic copy of the Notice of 24th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that, the Notice of the 24th Annual General Meeting and the Annual Report for 2022 will also be available on the Company's website www.kmsgroup.in for their download. 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.
18. 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.

**ANNEXURE TO NOTICE**

Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 4:

M/s. Kalpesh Jain & Associates, Chartered Accountants (Firm Registration No. 132603W), were appointed as Statutory Auditors of the Company at the 19th Annual General Meeting ('AGM') held on 30th September, 2017 for a period of 5 years, up to the conclusion of 24th AGM, so as to conduct the audit for the FY 2017-18 to FY 2021-22, in terms of provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended. Accordingly, M/s. Kalpesh Jain & Associates Chartered Accountants will be holding office of Statutory Auditor till the conclusion of ensuing 24th Annual General Meeting and hence would retire at the conclusion of the 24th AGM. Accordingly, in terms of the provisions of the Companies Act, 2013 and pursuant to the recommendation made by the Audit Committee, the Board of Directors has been proposing M/s. Dalal Doctor & Associate, Chartered Accountants, (Firm Registration No.120833W) to be appointed as Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company in place of retiring Auditor.

M/s Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 139(1), 141(2) and 141(3) of the Act and relevant rules made there under.

The details as required under Regulation 36(5) of SEBI Listing Regulations are as under:

Proposed Remuneration/Fees payable to Statutory Auditor:

The remuneration proposed to be paid to the Statutory Auditors shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between M/s S. Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W and the Board of Directors of the Company.

Term of Appointment:

5 years from the conclusion of the 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

Brief Profile and Credentials of Statutory Auditor:

Dalal Doctor & Associates a Mumbai based a professionally managed chartered accountancy firm rendering professional services in the area of audit and tax having experience more than 10 years.



The Board of Directors recommends the appointment of Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W, as the Statutory Auditors of the Company for a term of five consecutive years, as set out at the Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in 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: 06th September, 2022

Place: Mumbai



ANNEXURE TO THE NOTICE

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:

| | |
|--|--|
| Name of the Director (DIN) | Rohan Devang Kanakia (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 th 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) | Son of Rekha Kanakia |
| Number of Board meetings attended during the year | 4 |
| 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

