

Notice of Annual General Meeting - AGM

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Indies Pharma Jamaica Limited (the “Company”) will be held on **Thursday May 30, 2019 at 10:30 a.m.** at the **Indies Pharma Distribution Center, Bioprist HQ Building, 1A Pimento Way, Freeport, Montego Bay, St. James** to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

I. Amendment to the articles of incorporation

To approve the adoption of the amended Articles of Incorporation of the Company if there any?

Special Resolution no. 1:

‘To approve the adoption of any special resolution’

ORDINARY RESOLUTIONS:

I. RECEIPT OF AUDITED ACCOUNTS

To receive the Audited Accounts for the financial year of the company ended October 31, 2018 together with the reports of the Directors and Auditors thereon, The Company is asked to consider, and if thought fit, pass the following resolution:

Ordinary Resolution no. 1:

‘That the Audited Accounts for the financial year of the Company ended October 31, 2018, together with the Reports of the Directors and Auditors thereon be and are hereby adopted’.

2. TO ELECT DIRECTORS.

The Directors retiring by rotation in accordance with Regulation 99 of the Company’s Articles of Incorporation are Messrs. Guna Muppuri, Vishnu Muppuri, Aubyn Hill, Norman Dunn, Trevor McCartney and Douglas Robinson, who being eligible for re-election, offer themselves for re-election. The Company is being asked to consider, and if thought fit, pass the following resolutions:

Ordinary Resolution No. 2

“That the Directors, retiring by rotation, be re-elected by a Single Resolution.”

Ordinary Resolution No. 3

“That Messrs. Guna Muppuri, Vishnu Muppuri, Aubyn Hill, Norman Dunn, Trevor McCartney and Douglas Robinson, be and are hereby reelected as Directors of the Company.”

3. TO RATIFY INTERIM DIVIDENDS

The company is asked to consider, and if thought fit, to pass the following resolution:

Ordinary Resolution No. 4

That the interim dividend of 0.08 cents per share paid on February 25, 2019 be and is hereby ratified and declared final for 2018.

4. DIRECTORS REMUNERATION:

To authorize the Board of Directors to approve the Remuneration of the Directors. The Company is asked to consider, and if thought fit, to pass the following resolution:

Ordinary Resolution no. 5:

'That the amount shown in the Audited Accounts for the year ended October 31, 2018 as fees to the Directors for services as Directors, be and is hereby approved'.

5. APPOINTMENT AND REMUNERATION OF AUDITORS

To appoint the Auditors and authorize the Board of Directors to fix the remuneration of the Auditors.

Ordinary Resolution no. 6:

'To authorize the Board of Directors to appoint Auditors of the Company by way of a tender by the Company and to fix the remuneration of the Auditors'.

Ordinary Resolution no. 7:

'That the Board of Directors are hereby authorized to appoint BDO CHARTERED ACCOUNTANTS, Auditors of the Company to hold office until the next fiscal year 2019 / Annual General Meeting or, by way of a tender and at a remuneration to be fixed by the Directors of the Company'.

6. OTHER ROUTINE BUSINESS

To deal with any other business that is considered routine and appropriate for the Annual General Meeting.

Ordinary Resolution no. 8:

'To transact any other ordinary business of the Company that can be transacted at an Annual General Meeting'.

Dated this 21st Day of FEBRUARY 2019

BY ORDER OF THE BOARD



VISHNU MUPPURI (Mrs.)

Company Secretary