

NOTICE

Notice is hereby given that the **12th Annual General Meeting** of the members of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED** will be held on **Wednesday, September 19, 2018 at 11.00 AM Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai – 400 019** to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone audited financial statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To consider and adopt the consolidated audited financial statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Auditors' thereon.
3. To appoint a Director in place of **Mr. Jashvant Patel (DIN 01817257)**, who retires by rotation and, being eligible, offers himself for re-appointment.

II. SPECIAL BUSINESS:

4. Appointment of Mr. Jagannath. S. Shinde as the Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** Pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, [Including any statutory modification(s) of re-enactment(s) thereof, for the time being in force], and subject to such other approvals/consent/sanctions/permissions as may be necessary, approval of the Shareholders of the Company be and is hereby accorded to reappointment of Mr. Jagannath Shinde (DIN: 01435827) as Managing Director of the Company for the period of Five years from 8th December 2017 to 7th December 2022 without any remuneration.

RESOLVED FURTHER THAT the approval be and is, hereby accorded to the continuation of Mr. Jagannath Shinde, who will attain the age of Seventy years on 11th November, 2019, as a Managing Director of the Company upto his residual tenure ending on 7th December, 2022.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is, hereby authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution.”

5. Approval to limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of all earlier resolutions passed and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification/(s) or re-enactment/(s) thereof], consent of the shareholders of the Company, be and is, hereby accorded to the Board of Directors, to give loan/(s) or any other form of debt to any person or other body corporate/(s) and / or give guarantee/(s) and/ or provide security /(ies) and/or acquire by way of subscription, investment, purchase or otherwise, the securities of any other body corporate/(s) including, its own subsidiary, associate company as may be required from time to time, exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, security provided, shall not at any time exceed **Rs. 10 Crores (Rupees Ten Crores)** or limits so prescribed under section 186 (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

For and on behalf of the Board

Registered Office:
6th Floor, Corporate Park – II,
V.N. Purav Marg,
Chembur, Mumbai – 400 071
Place: Mumbai
Date: 14th July 2018

Sd/-
(Jagannath Shinde)
DIN 01435827
Chairman

Note: M/s Mitesh Mehta & Associates, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company by the shareholders of the Company at their 11th Annual General Meeting held on 27th September, 2017 to hold office from the conclusion of the 11th Annual General Meeting up to the conclusion of 16th Annual General Meeting. In line with amended Section 139(1) of the Companies Act, 2013 effective from 7th May, 2018, ratification of appointment of Auditors at every Annual General Meeting is no more necessary.

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) A person can act as proxy for and on behalf of members not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent 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 member.
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) The relative Explanatory Statement as required under Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
- 7) Members are requested to notify immediately any change in their address to the Company/ Company's Registrar and share transfer agents, Link Intime India Pvt. Ltd. (Link Intime)
- 8) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- 9) Members are requested to register their e-mail ID's and Bank account details with the Secretarial Department of the Company/ Link Intime. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Secretarial Department of the Company/ Link Intime.
- 10) Shareholders desirous of obtaining any information / clarification on the accounts and operations of the Company are requested to send in written queries to the Company, at least one week before the date of the meeting. Replies will be provided only in respect of such written queries received, at the meeting.
- 11) In terms of Article 173 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, **Mr. Jashvant Patel (DIN 01817257)**, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
- 12) Process and manner for Members opting for e-voting are as under:-
 - I. In compliance with provisions of section 108 of Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. Members are provided with the facility for voting through ballot paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting

- III. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
- IV. Members can vote through remote e-voting or through ballot paper at the venue in case they have not voted through remote e voting.
- V. The remote e-voting period commences on **16th September 2018** (9:00 a.m. IST) and ends on **18th September 2018** (5:00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th September 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is(Example):
a) For Members who hold shares in demat . account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
7. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
8. Physical User Reset Password?(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- a) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - b) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - c) Now, you will have to click on “Login” button.
 - d) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of All Indian Origin Chemists and Distributors Limited (AIOCD Ltd) which is "108904" for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaymehtaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990** or send a request evoting@nsdl.co.in
- VII. 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).
- VIII. 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 **12th September 2018**.
- IX. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **12th September 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. 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 avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XI. Mr. Jay Mehta of Jay Mehta & Associates (FCS No – 8672), Company Secretaries have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process including the ballot form received from the Members at the AGM who do not have access to the e-voting process, in a fair and transparent manner
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated 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
- XIV. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.aiocdLtd.in and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- XV. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Ms Pallavi Mhatre, at evoting@nsdl.co.in or pallavid@nsdl.co.in or on 022 24994545. Members may also write to him at NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
13. Members are requested to
- Intimate to the Company at the registered office address, changes, if any, at an early date.
 - Quote their folio number in all correspondence.
 - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
14. Members may note that the Company's website is www.aiocdLtd.in

For and on behalf of the Board

Registered Office:
6th Floor, Corporate Park – II,
V.N. Purav Marg,
Chembur, Mumbai – 400 071.

Place: Mumbai
Date: 14th July 2018

Sd/-
(Jagannath Shinde)
DIN 01435827
Chairman

**EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Item No. 4

Appointment of Mr. Jagannath S. Shinde, as the Managing Director of the Company

Mr Jagannath S. Shinde is a dynamic entrepreneur. He has been associated with the Company since inception and has been instrumental in formulation of long term vision and strategy of the Company.

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee appointed Mr Jagannath S. Shinde as the Managing Director of the Company wef 8th December 2017 for a period of five years subject to the approval of members .The present proposal is to seek the member's approval for the appointment of Mr. Jagannath S. Shinde as Managing Director and to continue his appointment even on attaining the age of 70 years during the tenure of appointment. The Board of Directors has taken on record its appreciation for his voluntary offer of rendering services without remuneration .The Board feels that presence of Mr Jagannath S. Shinde on the Board is desirable and would be beneficial to the Company. In terms of Clause 177(2) of the Articles of Association of Company, Mr. Jagannath S. Shinde shall not be liable to retire by rotation nor shall he be reckoned with for the purpose of determining number of directors liable to retire by rotation, till the time he holds the office as Managing Director.

Your Directors recommend and seek approval to the resolution as appearing in item no 4 of the accompanying notice by way of Special Resolution.

Except Mr. Jagannath S. Shinde, None of the Directors/ Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

As stipulated under Secretarial Standard-2, brief profile of Mr Jagannath S. Shinde, including names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below in Table

Age	68 Years
Qualifications	BA/ DBM/ D.Pharm
Experience	42 years in Pharma Distribution and retail
Terms and Conditions of appointment	As Mutually agreed between Company and Mr Jagannath Shinde.
Details of remuneration	Nil
Date of first appointment	5 th December 2007
Shareholding in the Company	13000 Equity Shares
Relationship with other director/Manager and other KMP	NA
Number of Board meetings attended during the financial year 2017-18	4 Board Meetings in financial year 2017 -18 held on : 14 th June 2017, 23 rd August 2017, 08 th December 2017, 17 th March 2018.
Directorships on other Board	1) Maharashtra Safe Chemists And Distributors Alliance Ltd. 2) AIOCD Pharmasofttech Awacs Private Limited 3) Pravin Infotech & Engineers Private Limited
Membership/Chairmanship of Committees of other Board	Maharashtra Safe Chemists And Distributors Alliance Limited <u>Committee Membership</u> 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholders Relationship Committee.

Item No. 5

Approval to limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013:

Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 and in supersession to the all earlier resolutions, the Board of Directors is authorized to give loans, guarantees or provide securities, acquired by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate including its own subsidiary, associate company as may be required from time to time, upto sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. In case the above limits are exceeded then, prior approval of shareholders by way of special resolution will be required. Members may note that in order to support its business activities, the Company may be required to give loans and/or any other form of debt to any person or other body corporate/s and / or give guarantee/s and / or provide security/ies in any other body corporate/s and/or acquire by way of subscription, investment, purchase or otherwise, the securities of any other body corporates in connection with the limits prescribed under the Companies Act, 2013 and rules made thereunder and as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, security provided, shall not at any time exceed **Rs. 10 Crores (Ten Crores)** or limits so prescribed under section 186 (as may be amended from time to time), whichever is higher. It is therefore necessary to obtain prior approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to the maximum amount not exceeding **Rs. 10 Crores (Rupees Ten Crores)** outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / investments exceeds the prescribed limits under Section 186 of the Companies Act, 2013. In view of the same, it is proposed to pass enabling resolutions authorizing Board of Directors of the Company to give guarantees, securities, loans and/or make investments up to the limits as mentioned above or limits prescribed under Section 186 of the Companies Act, 2013 (as may be amended from time to time), whichever is higher. The Board of Directors, in its meeting held on 14th July, 2018 considered and approved this proposal, subject to the approval of Shareholders.

Your Directors recommend and seek your approval to the resolution as appearing in item no. 5 of the accompanying notice by way of Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives shall, in any way, be deemed to be concerned or interested, financially or otherwise in passing of the Special Resolution.

Registered Office:

6th Floor, Corporate Park – II,
V.N. Purav Marg,
Chembur, Mumbai – 400 071

For and on behalf of the Board

Sd/-
(Jagannath Shinde)
DIN 01435827
Chairman

Place: Mumbai

Date: 14th July 2018



Route Map For Annual General Meeting Venue

Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema,
Matunga Central Railway, Matunga(East), Mumbai – 400 019