

## NOTICE

Notice is hereby given that the **11<sup>th</sup> Annual General Meeting** of the members of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED** will be held on **Wednesday, September 27, 2017 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, 2017** 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, 2017** together with the Reports of the Auditors' thereon.
3. To appoint a Director in place of **Mr. R. B. Puri (DIN 01357635)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. Appointment of Auditors:  
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and the Rules framed thereunder, as amended from time to time, **Mitesh Mehta & Associates Chartered Accountants**, bearing **Firm Registration Number 106447W**, be and are hereby appointed as statutory auditors of the Company in place of M/s P.H Sanghavi & Co., the retiring auditors of the Company, to hold office for a period of five (5) years from the conclusion of 11<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of 16<sup>th</sup> AGM of the Company to be held in 2022 (subject to ratification of their appointment in every AGM, if so required under the Act) to examine and audit the accounts of the Company at Mumbai and the divisions, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors"

### II. SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**  
**RESOLVED THAT** Mr. Ajit Parakh (DIN: 07745989), who was appointed as Additional Director of the Company with effect from 28<sup>th</sup> February 2017 by the Board of Directors and who holds office upto the date of AGM of the Company under section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**6. To consider and if thought fit, to pass the following resolution as an Special Resolution:-**

**“RESOLVED THAT**, the consent of the Company be and is hereby accorded, subject to the applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to renew the management and operations agreement entered with AIOCD Pharmasofttech Awacs Private Limited on 1<sup>st</sup> October 2014(approved by shareholders in the AGM dated 30<sup>th</sup> September, 2014) for further term of three years.

**RESOLVED FURTHER THAT** the company be and is hereby ratifies and affirms each and every action undertaken, by or on behalf of the Company, in respect to Management and Operations Agreement to be **renewed** with AIOCD Pharmasofttech Awacs Private Limited

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

**7. To consider and if thought fit, to pass the following resolution as an Special Resolution:-**

**“RESOLVED THAT**, the consent of the Company be and is hereby accorded, under section 188 and subject to other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to renew the sales and distribution agreement entered with Maharashtra Safe Chemists & Distributors Alliance Limited on 1<sup>st</sup> October 2014(approved by shareholders in the AGM dated 30<sup>th</sup> September, 2014) for further term of three years.

**RESOLVED FURTHER THAT** the company be and is hereby ratifies and affirms each and every action undertaken, by or on behalf of the Company, in respect to Sales and Distribution Agreement to be **renewed** with Maharashtra Safe Chemists & Distributors Alliance Limited

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

**For and on behalf of the Board**

**Registered Office:**

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

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2017**

**(Jagannath Shinde)**  
**DIN 01435827**

**Chairman & Managing Director**

**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. R. B. Puri (DIN 01357635)**, 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 **24<sup>th</sup> September 2017** (9:00 a.m. IST) and ends on **26<sup>th</sup> September 2017** (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 **20<sup>th</sup> September 2017**, 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:
  - A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company] :
    - i. Open e-mail and open PDF file viz.: “AIOCD Limited e-voting.pdf” with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - iii. Click on Shareholder - Login
    - iv. Put User ID and Password as initial password/PIN noted in step (i) above click login
    - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select “EVEN” of “AIOCD Limited”, which is **107081**
    - viii. Now you are ready for remote e-voting as Cast Vote page opens.
    - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - x. Upon confirmation, the message “Vote cast successfully” will be displayed.

- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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 [jaymehtaandassociates@gmail.com](mailto:jaymehtaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B.** In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/DP(s) or requesting physical copy]

- i. Initial password is provided in the enclosed ballot form:

EVEN (**107081**), USER ID PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800-222-990
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote
- IX. 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).
- X. 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 **20<sup>th</sup> September 2017**
- XI. 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. **20<sup>th</sup> September 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XII. 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
- XIII. be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper
- XIV. 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

- XV. 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.
- XVI. 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
- XVII. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.aiocdltd.in](http://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.
- XVIII. 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](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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
- a) Intimate to the Company at the registered office address, changes, if any, at an early date.
  - b) Quote their folio number in all correspondence.
  - c) 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](http://www.aiocdltd.in)

**For and on behalf of the Board**

**Registered Office:**

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

**(Jagannath Shinde)**

**DIN 01435827**

Chairman & Managing Director

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2017**

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

**Item No. 5**

The Board of Directors of the Company has appointed Mr. Ajit Parakh as an Additional Director of the Company with effect from 28<sup>th</sup> February, 2017. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Ajit Parakh holds his office till the date of next Annual General Meeting. Appropriate notice has been received proposing appointment of Mr. Ajit Parakh as Director of the Company. The Company has received from Mr. Ajit Parakh (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company. As stipulated under Secretarial Standard-2, brief profile of Mr. Ajit Parakh, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table B

Age	46
Qualifications	Diploma in Pharmacy
Experience	20years in pharma Distribution and retail
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	28 <sup>th</sup> February, 2017
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	NA
Number of meetings attended during the financial year 2016- 17 and till the date of the Notice this AGM	1 meeting in financial year 2016- 17 3 meetings till the date of the Notice this AGM
Directorships of other Board	Nil
Membership/Chairmanship of Committees of other Board	Stakeholders Relationship Committee

*Except Mr. Ajit Parakh, None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution*

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

**Item No. 6**

The Board of Director in their meeting held on 23<sup>rd</sup> August, 2017 subject to the provisions of the Companies Act, 2013, any other applicable provisions and subject to approval of shareholders in general meeting has recommended and accepted the renewal of management and operations agreement entered with AIOCD Pharmasofttech Awacs Private Limited for the further term of three years w. e. f. 1<sup>st</sup> October 2017 to 30<sup>th</sup> September 2020. The Company has received approval of the shareholders for entering into this agreement in the Annual General meeting dated 30<sup>th</sup> September 2014. The Company is providing the management and operations

related services to AIOCD Pharmasofttech AWACS Private Limited for which the maximum amounts per annum shall not exceed **Rs. 3 Cr.**

Accordingly the Board has proposed renewal of agreement to the Company to give effect to the above mentioned resolution and the copy of agreement will be kept open for inspection at the venue of Annual General meeting.

*Except Mr. Jagannath Shinde, being common Director, none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.*

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

**Item No. 7**

The Board of Director in their meeting held on 23<sup>rd</sup> August, 2017 subject to the provisions of the Companies Act, 2013, any other applicable provisions and subject to approval of shareholders in general meeting has recommended and accepted the renewal of sales and distribution entered with Maharashtra Safe Chemists & Distributors Alliance Limited for the further term of three years w. e. f. 1<sup>st</sup> October 2017 to 30<sup>th</sup> September 2020. The Company has received approval of the shareholders for entering into this agreement in the Annual General meeting dated 30<sup>th</sup> September 2014. The Company has entered into agreement in respect to the Sales & Distribution related services from Maharashtra Safe Chemists & Distributors Alliance Limited for which the maximum amounts per annum shall not exceed **Rs. 4 Cr.**

Accordingly the Board has proposed renewal of agreement to the Company to give effect to the above mentioned resolution and the copy of agreement will be kept open for inspection at the venue of Annual General meeting.

*Except Mr. Jagannath Shinde, being common Director, none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.*

**For and on behalf of the Board**

**Registered Office:**

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

**(Jagannath Shinde)**  
**DIN 01435827**

Chairman & Managing Director

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2017**