

NOTICE

Notice is hereby given that the **13th Annual General Meeting** of the members of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED** will be held on **Monday, 30th September, 2019 at 12.15 PM at 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, 2019**, 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, 2019**, together with the Reports of the Auditors' thereon.
3. To appoint a Director in place of **Mr. Ravi Bhushan Puri (DIN 01357635)**, who retires by rotation and, being eligible, offers himself for re-appointment.

II. SPECIAL BUSINESS:

4. **Appointment of Mr. Ravindra Savant (DIN: 00569661) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Ravindra Savant (DIN: 00569661)** who is appointed as Additional Independent Director of the Company by the Board of Directors of the Company, who holds office till the date of the AGM in terms of Section 161 of Companies Act 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for another five consecutive years for a term up to 29th September, 2024.

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:

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

Place: Mumbai

Date: 28th August 2019

(Jagannath Shinde)

DIN: 01435827

Chairman & Managing Director

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 upto 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 IDs 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. Ravi 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 **27th September 2019** (9:00 a.m. IST) and ends on **29th September 2019** (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 **23rd September 2019**, 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 are 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.
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:
- a. 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.

- b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. 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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. 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 & Distributors Ltd. (AIOCD Ltd) which is “111357” 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 at **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 **23rd September 2019**.
- 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. **23rd September 2019**, 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

- 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.

For and on behalf of the Board

Registered Office:

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

(Jagannath Shinde)
DIN 01435827
Chairman & Managing Director

Place: Mumbai

Date: 28th August 2019

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

Item No.3

Details of Mr. Ravi Bhushan Puri (DIN 01357635).Director retiring by rotation and being eligible for reappointment:

Age	79 Years
Qualifications	BA
Experience	Over 40 years experience in the field
Terms and Conditions of Appointment	As Mutually agreed between Company and Mr. Ravi Bhushan Puri.
Date of first appointment	30/07/2009
Shareholding in the Company	1000 Equity Shares
Relationship with other Director/Manager and other KMP	NA
Number of Board meetings attended during the Financial Year 2018- 19	3 Board Meetings in Financial Year 2018- 19 held on : 26 th October 2018, 15 th February 2019, 30 th March 2019.
Directorships/Designated Partnership on other Boards/LLPs	NA
Membership/Chairmanship of Committees of other Board	NA

Item No. 4

Appointment of Mr. Ravindra M. Savant (DIN: 00569661), as an Independent Director of the Company.

Mr. Ravindra Savant, Chartered Accountant , has a vast knowledge and experience in the field of Finance.

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee appointed Mr. Ravindra Savant as an Additional Director of the Company w.e.f 28th August 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ravindra Savant would hold office upto the date of ensuing Annual General Meeting.

The Company has received a notice in writing along with the deposit of requisite amount under Section 160 of the Act proposing the candidature Mr. Ravindra Savant for the office of Director of the Company. Mr. Ravindra Savant is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act and inter alia stipulates the criteria of independence, should a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ravindra Savant that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act possesses appropriate skills, experience and knowledge, inter alia, in the field of distribution services.

In the opinion of the Board, Mr. Ravindra Savant fulfills the conditions for his appointment as an Independent Director as specified in the Act. He is independent of the management.

Copy of the draft letter for appointment of Mr. Ravindra Savant as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board is of the opinion that the presence of Mr. Ravindra Savant on the Board would be of immense benefit to the Company and it is desirable to appoint and avail services of Mr. Ravindra Savant as an Independent Director.

The present proposal is to seek the member's approval for the appointment of Mr. Ravindra Savant as an Independent Director of the Company. Mr. Ravindra Savant 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 expiry of his term.

Age	67 years
Qualifications	B.Com, Fellow Chartered Accountant
Experience	Over 40 years experience in the field of Finance.
Terms and Conditions of Appointment	Independent Director
Details of Remuneration	Nil
Date of first Appointment	28 th August, 2019
Shareholding in the Company	Nil

Relationship with other Director/Manager and other KMP	NA
Number of meetings attended during the Financial Year 2018-19 and till the date of the Notice this AGM	NA
Directorships/Designated Partnership on other Boards/LLPs	1. Swagharkul Developers Pvt. Ltd. 2. Univastu India Ltd. 3. Maharashtra Safe Chemists And Distributors Alliance Ltd.
Membership/Chairmanship of Committees of other Board	Maharashtra Safe Chemists And Distributors Alliance Ltd. <u>Committee Membership</u> 1) Audit Committee 2) Nomination and Remuneration Committee

Your Directors recommend and seek approval to the resolution as appearing in Item No. 4 of the accompanying notice by way of an Ordinary Resolution.

Except Mr. Ravindra M. Savant, None of the Directors/ Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in 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: 28th August 2019

(Jagannath Shinde)

DIN: 01435827

Chairman & Managing Director