

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To, The Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ('the Rules'), and other applicable laws and regulations, to seek their approval by way of postal ballot/electronic voting (e-voting) in respect of resolutions contained in Special Business given herein after. The explanatory statement, pursuant to Section 102 of the Act, read with the Rules, setting out all material facts and the reasons thereof, is annexed hereto along with this Postal Ballot Notice ("Notice") seeking your assent or dissent to the proposed resolutions:

SPECIAL BUSINESS:

1. Alteration in the Object Clause of Memorandum of Association 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 the Section 13 and other provisions applicable if any of the Companies Act, 2013 read with the rules framed thereunder, including any amendment thereto or re-enactment thereof, and subject to other statutory approvals, consents, sanctions, if any, approval, be and is, hereby accorded to the alteration of Clause III (Object Clause) of the Memorandum of Association as follows:

(a) Insertion of new clause no. 3 after clause no. 2 to Clause III (A) ("THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION"), as follows:

3. To carry on, undertake, set up, establish, pursue, provide services, manage, or otherwise deal in all respects, in the business of designing and development of Information Technology, including but not limited to computer software, for application in the field of pharmaceutical/ healthcare services singly or jointly with others by entering into any partnership or any arrangement for sharing profits, joint venture, reciprocal concession or otherwise with any person(s) including body (ies) corporate.

(b) Clause III (C) containing "OTHER OBJECTS" be deleted.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution including carrying on such modifications, insertions, deletions, if any, as may be required from time to time as suggested by statutory authority(ies) or otherwise."

2. 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. 5 Crores (Rupees Five 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 are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution

3. Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company: *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 180(1) (a) 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, and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors, to sell, lease, mortgage or otherwise dispose of whole or substantially whole of the undertaking of the Company or to create mortgages/ charges/hypothecations and other encumbrances created/to be created by the Company in favor of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s) or export import banks, multilateral agencies and/or to such other persons (Lenders), if any, from whom the Company has proposed or proposes to borrow any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), and upon the terms and conditions decided / to be decided by the Board, to secure the facilities provided / to be provided by such Lenders together with interest, additional interest, cumulative interest, liquidated damages, remuneration of the agent or trustees, premium, if any on redemption, pre-payment costs, charges, expenses and all other moneys payable by the Company to the Lenders, trustees and agents, or otherwise subject to maximum limit of **Rs. 12 Crores (Rupees Twelve Crores Only)** or limits so prescribed under Section 180(1)(a) (as may be amended from time to time), whichever is higher, including charges subsisting as on date.

RESOLVED FURTHER THAT the Board of Directors 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: 23rd December 2016

Sd/-

(Jagannath Shinde)

DIN 01435827

Chairman & Managing Director

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A ("the Explanatory Statement").
2. The notice is being sent to all the members of Company, whose names appear on the register of members as on **30th December 2016**. A copy of notice has also been placed on the website of the Company i.e., www.aiocdltd.in.
3. The Board of Directors of the Company ("the Board") at its meeting held on **23rd December 2016** appointed Mr. Jay Mehta, Practicing Company Secretary (ACS No – 21829) as "The Scrutinizer" for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer's address is 6th Floor, Corporate Park, V. N. Purav Marg, Chembur - Mumbai 400071
4. The members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self addressed, postage pre-paid business reply envelop, so as to reach the Scrutinizer not later than the close of working hours on **19th February 2017** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
5. Members can choose only one option to vote i.e. either voting through the postal ballot or vote by electronic means in the manner set out herein in each case on or before the last date for e-voting i.e., **19th February 2017**. However envelopes containing Postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted.
6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated, and published on the Company website
7. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with the Company's Registrar and Share Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are given below.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@aiocd.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.

10. A Member cannot exercise his / her vote by proxy on postal ballot
11. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member
12. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 24th February 2017 and will be displayed on the website of the Company (www.aiocdLtd.in), besides being communicated to Share Transfer Agents and NSDL on the said date.
14. The instructions for Shareholders for e-voting are as under:
 - (a) In case of Shareholders' receiving e-mail from NSDL**
 - (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for 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 noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of 105888. Limited
 - (viii) Now you are ready for 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 jaymehtaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

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

15. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
16. 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 or call on Toll Free No.: 1800-222-990

Ready reference for Voting schedule:

EVEN	105888
E-voting start date and time	21 st January 2017 at 9.00AM (IST)
E-voting End date and time	19 th February 2017 at 5.00PM (IST)
Last date of receipt of ballot forms	19 th February 2017 at 5.00PM (IST)

ANNEXURE-A**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013****Item No. 1: Alteration in the Object Clause of Memorandum of Association of the Company:**

To enable the Company to expand its pharmaceutical distribution business and to enlarge the boundaries for provision of pharmaceutical services by adopting Information Technology it is proposed to insert a specific clause in this regard in the Memorandum of Association (MOA) of the Company.

Therefore, a new clause 3 under the main objects of the MOA of the Company is being inserted which is as follows:

To carry on, undertake, set up, establish, pursue, provide services, manage, or otherwise deal in all respects, in the business of designing and development of Information Technology, including but not limited to computer software, for application in the field of pharmaceutical/ healthcare services singly or jointly with others by entering into any partnership or any arrangement for sharing profits, joint venture, reciprocal concession or otherwise with any person(s) including body (ies) corporate.”

In line with Table A of Schedule I - Table A to the Companies Act, 2013, Clause III(C) containing “OTHER OBJECT” be deleted.

The Board of Directors had, in its meeting held on 23rd December, 2016 considered and approved this proposal, subject to the approval of Shareholders through Postal Ballot process (including E-voting).

The Board recommends passing this resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel's or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 2: Increase in the 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, acquire 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, 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. 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. 5 Crores (Rupees Five 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 exceed **Rs. 5 Crores (Rupees Five 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 had, in its meeting held on 23rd December, 2016 considered and approved this proposal, subject to the approval of Shareholders through Postal Ballot process (including E-voting).

The Board recommends passing this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said Special Resolution.

Item No. 3: Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:

In view of business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Mortgaging or creating charge by the Company on its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/ charge on Company's assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time. The Board of Directors had, in its meeting held on 23rd December, 2016 considered and approved this proposal; subject to the approval of Shareholders through Postal Ballot process (including E-voting).

The Board recommends passing this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in this Special Resolution.

Material documents in respect of the above resolutions are available for inspection at Registered Office of the Company on all working days during business hours.

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: 23rd December 2016

Sd/-

(Jagannath Shinde)
DIN 01435827

Chairman & Managing Director

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