

**AIOCD PHARMA LIMITED**  
**[Formerly known as 'Maharashtra Safe Chemists And Distributors Alliance Limited']**  
**CIN: U24239MH2006PLC165149**  
**Registered office: 6<sup>th</sup> Floor, Corporate Park II, V.N. Purav Marg, Chembur,**  
**Mumbai - 400 071, Tel No.: 022-67730000**  
**Email ID: [cs@aiocd.com](mailto:cs@aiocd.com) Website: [www.aiocdpharmaltd.com](http://www.aiocdpharmaltd.com)**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of AIOCD PHARMA LIMITED [Formerly known as 'Maharashtra Safe Chemists And Distributors Alliance Limited'] will be held on **Friday, December 22, 2023 at 11.00 a.m. IST at Club Emerald, Next to Sushrut & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071** to transact the following business:

### **I. ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of **Mr. Prasad Waman Danave (DIN: 08425165)**, who retires by rotation and, being eligible, offers himself for re-appointment;

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** Mr. Prasad Waman Danave (DIN: 08425165), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director liable to retire by rotation.”

3. To appoint a Director in place of **Mr. Jagannath Sakharam Shinde (DIN: 01435827)**, who retires by rotation and, being eligible, offers himself for re-appointment;

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** Mr. Jagannath Sakharam Shinde (DIN: 01435827), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director liable to retire by rotation.”

### **II. SPECIAL BUSINESS**

4. **To re-appoint Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director;**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Prasad Waman Danave (DIN: 08425165), be and is, hereby re-appointed as Managing Director of the Company for a period of one year w.e.f. 11<sup>th</sup> February, 2023, on the terms and conditions including remuneration mutually agreed upon between the Company and Mr. Prasad Danave;

**RESOLVED FURTHER THAT** the Board of Directors will have liberty to alter and/or vary the terms and conditions of the re-appointment, including the terms of his remuneration, which shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof, as may be agreed to between the Board of Directors and Mr. Prasad Danave.

**RESOLVED FURTHER THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

5. **To appoint Mr. Basavraj Channappa Manure (DIN: 10061591) as a Retiring Director;**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder, Mr. Basavraj Channappa Manure (DIN: 10061591), who was appointed as an Additional Director pursuant to Section 161(1) of the Act to hold office up to the next Annual General Meeting and for whom requisite notice under Section 160(1) of the Companies Act, 2013 is received from a member signifying his intention to propose his candidature for the office of a Director on recommendation of Nomination and Remuneration Committee, be and is, hereby appointed as a Director of the Company liable to retire by rotation.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

**6. To appoint Mr. Vaijanath Eknath Jagushte (DIN: 00594391) as a Retiring Director;**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder, Mr. Vaijanath Eknath Jagushte (DIN: 00594391), who was appointed as an Additional Director pursuant to Section 161(1) of the Act to hold office up to the next Annual General Meeting and for whom requisite notice under Section 160(1) of the Companies Act, 2013 is received from a member signifying his intention to propose his candidature for the office of a Director on recommendation of Nomination and Remuneration Committee, be and is, hereby appointed as a Director of the Company liable to retire by rotation.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

**7. To appoint Mr. Raveendran Balkrishnan (DIN: 07225782) as an Independent Director;**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') [including statutory modification(s) and re-enactment(s) thereof] as also any other applicable laws as the case may be and Articles of Association of the Company and on the recommendation of Nomination and Remuneration committee and Board of Directors, Mr. Raveendran Balkrishnan (DIN: 07225782), who holds office as an Additional Director up to ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a term of one year with effect from 13<sup>th</sup> September, 2023.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

**8. To appoint Mr. Jashvant Prahladbhai Patel (DIN: 01817257) as a Retiring Director;**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder, Mr. Jashvant Prahladbhai Patel (DIN: 01817257), who was appointed as an Additional Director pursuant to Section 161(1) of the Act to hold office up to the next Annual General Meeting and for whom requisite notice under Section 160(1) of the Companies Act, 2013 is received from a member signifying his intention to propose his candidature for the office of a Director on recommendation of Nomination and Remuneration Committee, be and is, hereby appointed as a Director of the Company liable to retire by rotation.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite

forms with the Registrar of Companies.”

**9. To re-appoint Mrs. Bhaviika Jain (DIN: 08738884) as an Independent Director;**

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 149, 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') [including statutory modification(s) and re-enactment(s) thereof] as also any other applicable laws as the case may be and Articles of Association of the Company and on the recommendation of Nomination and Remuneration committee and Board of Directors, Mrs. Bhaviika Jain (DIN: 08738884), who holds office as an Independent Director up to the ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a term of one year with effect from 2<sup>nd</sup> May, 2023.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

**10. To adopt a new set of Articles of Association of the Company in accordance with the Companies Act, 2013;**

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the approval of the members of the Company be and is hereby accorded alteration of the Articles of Association by way of adoption of new set of Articles of Association.

**FURTHER RESOLVED THAT** any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised to do all the acts and deeds necessary and expedient for the purpose including filing requisite forms with the Registrar of Companies.”

**11. To alter Memorandum of Association of the Company.**

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**(i) To alter format of Memorandum of Association in accordance with the format of the Companies Act, 2013.**

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and all other applicable provisions, if any, of Companies Act, 2013 read with applicable rules and regulations framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], or any other applicable law(s), regulation(s), guideline(s) and subject to such permissions, consents, confirmations, approval of the appropriate regulatory and statutory authorities as may be required, consent of the members of the Company be and is, hereby accorded to the alteration in the Memorandum of Association of the Company ('MOA') in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the change of numbering of the clauses from Roman numbers to English numbers which shall be as follows: '1<sup>st</sup>' for Name clause, '2<sup>nd</sup>' for Registered Office clause, '3<sup>rd</sup>' for Objects clause, '4<sup>th</sup>' for Liability clause, '5<sup>th</sup>' for Share Capital clause and '6<sup>th</sup>' for Subscription clause; and further for following modification(s) and amendments in the existing MOA and also for effecting the following modification(s) and amendments in the existing MOA as follows:

(a) Part A of Clause III of MOA shall now be titled as '3<sup>rd</sup> (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE' in the substitution of existing title.

(b) Part B of Clause III of MOA shall now be titled as '(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE IIIA ARE' in the substitution of existing title.

**FURTHER RESOLVED THAT** in the Memorandum of Association of the Company wherever required, reference to various sections of the Companies Act, 1956, be replaced with the reference to the corresponding sections of the Companies Act, 2013.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any one of the Directors or any one of

the Key Managerial Personnel of the Company be and is, hereby authorised, on behalf of the Company, to do all the acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Mumbai.”

**(ii) To alter the Object Clause of Memorandum of Association.**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 read with applicable rules and regulations framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], or any other applicable law(s), regulation(s), guideline(s) and subject to such permissions, consents, confirmations, approvals of the appropriate regulatory and statutory authorities as may be required, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, to the alteration of Object Clause of the Memorandum of Association by way of insertion of following clauses:

**3 (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- (4) To produce, manufacture, trade, market, provide, facilitate, supply, equip, export, import and otherwise deal in all respects anywhere in India or abroad in respect of medical/ healthcare/ surgical business through AI (Artificial Intelligence) or otherwise including but not restricted to:
- (i) setting up or tie up or franchise with hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centres, medical scan centres, medical therapy centers, research centres, path labs, radiology labs, medical testing labs, diagnostic centers;
  - (ii) appointing doctors, nurses, medical staff; providing all sorts of medical equipment/ apparatus including surgical equipment, medical testing equipments;
  - (iii) medical kits including pregnancy kits, kidney kits and old age care kit;
  - (iv) online pharmacy, retail/ wholesale; digitalization of pharmaceutical/ medical/ surgical products/ medicines/ equipments and other allied products like orthopaedic products and health testing products.

**3 (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a) ARE:**

- (74) ##To carry on the business of marketing, producing, manufacturing, trading, distributing and otherwise dealing in all respects relating to farming and fertilizers including all kinds of machineries and equipments relating to agriculture, harvesting, plantation of leaf, roots, fruits, plants, crops for medicinal use as well as for soil and fertilizer testing, installation of agricultural machines for medicinal plantation / crops in India or abroad, advising farmers on usage of fertilizers suitable on their soil type for furtherance of main objects.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any one of the Directors or any one of the Key Managerial Personnel of the Company be and is, hereby authorised, on behalf of the Company, to do all the acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Mumbai.”

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-

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**MR. JAGANNATH SHINDE**  
**CHAIRMAN**  
**DIN: 01435827**

**Place: Mumbai**

**Date: 27<sup>th</sup> October, 2023**

**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, PROXY FORM MUST 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 the 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. A 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) The Authorized Representative of a Body Corporate which is a registered Equity Shareholder of the Company may attend and vote at the said Meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate, authorizing such representative to attend at the Meeting is sent to the Registered Office of the Company or mailed to [cs@aiocd.com](mailto:cs@aiocd.com), not later than 48 hours before the schedule time of the commencement of 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) 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 and forms part of the Notice.
- 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 Private Limited (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 at [cs@aiocd.com](mailto:cs@aiocd.com).
- 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 line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.aiocdpharmaltd.com](http://www.aiocdpharmaltd.com) The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12) In terms of Article 173 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, **Mr. Prasad Waman Danave (DIN: 08425165) and Mr. Jagannath Sakharam Shinde (DIN: 01435827)**, Directors retiring by rotation at the ensuing Annual General Meeting, and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.
- 13) Equity Shareholders are informed that incase of joint holders attending the Meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote. The notice is being sent to all equity shareholders, whose name appeared in the register of members as on 27<sup>th</sup> October, 2023.
- 14) Physical copy of the Notice of AGM is being sent to the Members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository

Services (India) Limited (CDSL) (collectively, the “Depositories”) as on 27<sup>th</sup> October, 2023. The Notice is also being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).

- 15) For Members whose email Ids are registered, e-copy of the Notice is also being sent, in addition to physical copies, as prescribed under the Companies Act, 2013.
- 16) 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 **18<sup>th</sup> December, 2023** (9:00 a.m. IST) and ends on **21<sup>st</sup> December, 2023** (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 **15<sup>th</sup> December, 2023**, 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. 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).
  - VII. 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 i.e. **15<sup>th</sup> December, 2023**.
  - VIII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **15<sup>th</sup> December, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/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” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **022 - 4886 7000 and 022 - 2499 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **15<sup>th</sup> December, 2023**, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
  - IX. 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.
  - X. 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.
  - XI. 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 of ballot paper to all those Members who are present at the AGM, but have not cast their votes by availing the remote e-voting facility.

- XII. 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.
- XIII. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.aiocdpharmaltd.com](http://www.aiocdpharmaltd.com) and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- XIV. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Ms. Prajakta Pavle, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or. Members may also write to her at NSDL, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, December 18, 2023 at 09:00 a.m. and ends on Thursday, December 21, 2023 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15<sup>th</sup> December, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15<sup>th</sup> December, 2023.

#### 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: Access to NSDL e-Voting system

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e -Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e -Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e -Voting services under V alue added services. Click on " <b>Access to e - Voting</b> " under e -Voting services and you will be able to see e -Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re -directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

Type of shareholders	Login Method
	<p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>  <p>The image shows a banner for the NSDL Mobile App. It says "NSDL Mobile App is available on" and features the App Store and Google Play logos. Below the logos are two QR codes for scanning.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi</b>.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing dematAccount Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the dematAccount. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 5533

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 hold shares 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:jaymehtaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@aiocd.com](mailto:cs@aiocd.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@aiocd.com](mailto:cs@aiocd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-

**MR. JAGANNATH SHINDE**  
**CHAIRMAN**  
**DIN: 01435827**  
**Place: Mumbai**  
**Date: 27<sup>th</sup> October, 2023**

**ANNEXURE-A**

Additional information pursuant to Clause 1.2.5 of Secretarial Standards – 2 in respect of Directors seeking appointment / re-appointment as mentioned under item no. 2 to 9 of the Notice of Annual General Meeting is provided hereunder:

<b>Name of Director</b>	<b>Prasad Danave</b>	<b>Jagannath Shinde</b>	<b>Basavraj Manure</b>	<b>Vaijanath Jagushte</b>	<b>Raveendran Balkrishnan</b>	<b>Jashvant Patel</b>	<b>Bhaviika Jain</b>
Date of Birth	14/11/1962	11/11/1949	01/06/1964	24/05/1956	14/06/1953	27/10/1963	08/04/1990
Age	60 years	73 years	59 years	67 years	70 years	60 years	33 years
Qualifications	D. Pharma	BA, DBM & D. Pharma	D. Pharma	M.Com & D.Pharma	Graduate in History Economics and Political Science	BA	L.L.B. & Company Secretary
Experience	40 years in pharma retail & distribution	45 years in pharma retail & distribution	30 years in pharma industry	35 years in retail & wholesale business	50 years in corporate world	46 years in pharma industry	9 years in Compliance as Company Secretary
Terms and Conditions of appointment	Retiring Director and Managing Director on the terms and conditions as mutually agreed between the Company and Mr. Prasad Danave	As a Retiring Director	As a Retiring Director	As a Retiring Director	As an Independent Director	As a Retiring Director	As an Independent Director
Date of first appointment	30/09/2020	16/10/2006	02/05/2023	16/10/2006	13/09/2023	13/09/2023	02/05/2022
Shareholding in the Company	5,000 Equity Shares	1,40,100 Equity Shares	3,000 Equity Shares	1,78,250 Equity Shares	-	-	-
Relationship with other Director/ Manager and other KMP	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

# AIOCD PHARMA LIMITED

[Formerly known as 'Maharashtra Safe Chemists And Distributors Alliance Limited']

Name of Director	Prasad Danave	Jagannath Shinde	Basavraj Manure	Vaijanath Jagushte	Raveendran Balkrishnan	Jashvant Patel	Bhaviika Jain
Number of Board meetings attended during the financial year 2022-23	4 of 4	4 of 4	N.A.	N.A.	N.A.	N.A.	4 of 4
Directorships/ Designated Partnership on other Boards/ LLP's	1.Credensur e Corporate Solutions LLP 2. Shree Krishna Real Estate and Developers LLP 3.Pranic Healthcare Distributors Private Ltd	1. Pravin Infotech & Engineers Private Limited 2.Arke nstone Health care LLP 3. D-Plus Life LLP	1. Solapur Pharma Hub LLP	1. Pranic Healthcare Distributors Private Limited 2. Atlas Managem ent Alliance Private Limited 3. Bridge Medisales Private Limited	NIL	1. Shriji Distributors SD Private Limited 2.Accuhawk Private Limited 3.Nephurocar e Pharma Private Limited 4.Fraternity of Gujarat Safe Chemists And Distributors Alliance Limited 5.Synergetic Secure Solutions Private Limited	1.Authu m Investme nt & Infrastruc ture Limited 2.Relianc e Commer cial Finance Limited
Membership /Chairmans hip of Committees of other Board	-	-	-	-	-	-	-

(ANNEXURE TO NOTICE DATED OCTOBER 27, 2023)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4:**

**To re-appoint Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director:**

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, and subject to the approval of shareholders, re-appointed Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director of the Company w.e.f. 11<sup>th</sup> February, 2023, for the period of one year.

Mr. Prasad Waman Danave holds a degree in D.Pharm from Maharashtra College of Pharmacy, Nilanga District, Latur. He has total experience of more than 39 years in various industries. Requisite details of Mr. Danave are provided in Annexure A to the Notice.

Mr. Danave is a person of integrity, skill and standing and with his vast experience as well as expertise; he indeed would bring a great value addition on the Board by his guidance. Hence, your Directors are of opinion that his association with the Company is in the best interest of the Company. Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 4 of the accompanying notice by way of Ordinary Resolution.

Neither any of the Directors/Key Managerial Personnel of the Company nor their relatives except Mr. Prasad Waman Danave are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 4.

**Item No. 5**

**To appoint Mr. Basavraj Channappa Manure (DIN: 10061591) as a Retiring Director:**

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, appointed Mr. Basavraj Channappa Manure (DIN: 10061591) as an Additional Director of the Company w.e.f. 2<sup>nd</sup> May, 2023, pursuant to Section 161 of the Act, to hold the office up to the next Annual General Meeting.

Mr. Manure has given his consent to act as Director and has also given a declaration that he is not disqualified to become a Director under the Act. Requisite details of Mr. Manure are enclosed as per Annexure A to the Notice. The Company has received requisite notice proposing his candidature pursuant to Section 160 of the Companies Act, 2013 as a retiring Director.

Your Directors recommend and seek your approval to the resolutions as appearing in item No. 5 of the accompanying notice by way of Ordinary Resolution.

Neither any of the Directors/Key Managerial Personnel of the Company nor their relatives except Mr. Basavraj Channappa Manure are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 5.

**Item No. 6**

**To appoint Mr. Vaijanath Eknath Jagushte (DIN: 00594391) as a Retiring Director:**

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, appointed Mr. Vaijanath Eknath Jagushte (DIN: 00594391) as an Additional Director of the Company w.e.f. 13<sup>th</sup> September, 2023, pursuant to Section 161 of the Act, to hold the office up to the next Annual General Meeting.

Mr. Jagushte has given his consent to act as Director and has also given a declaration that he is not disqualified to become a Director under the Act. Requisite details of Mr. Jagushte are enclosed as per Annexure A to the Notice. The Company has received requisite notice proposing his candidature pursuant to Section 160 of the Companies Act, 2013 as a retiring Director.

Your Directors recommend and seek your approval to the resolutions as appearing in item No. 6 of the accompanying notice by way of Ordinary Resolution.

Neither any of the Directors/Key Managerial Personnel of the Company nor their relatives except Mr. Vaijanath Eknath Jagushte are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 6.

**Item No. 7****To appoint Mr. Raveendran Balkrishnan (DIN: 07225782) as an Independent Director:**

The Board of Directors of the Company on recommendation of Nomination and remuneration Committee, appointed Mr. Raveendran Balkrishnan (DIN: 07225782) as an Additional Director and Independent Director of the Company w.e.f. 13<sup>th</sup> September, 2023, pursuant to Section 161 of the Companies Act, 2013, to hold the office up to the next Annual General Meeting.

The Company has received requisite consent and declarations from him including confirmation that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Requisite details of Mr. Balkrishnan are enclosed as per Annexure A to the Notice.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Mr. Raveendran Balkrishnan (DIN: 07225782) is registered with the Independent Directors Databank. In the opinion of the Board, Mr. Raveendran Balkrishnan (DIN: 07225782) fulfills the conditions specified under the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as an Independent Director of the Company and is independent of the management. Nomination & Remuneration Committee and the Board were of the opinion that his association would be of immense benefit to the Company. The Company has received requisite notice proposing his candidature pursuant to Section 160 of the Companies Act, 2013 as a non-retiring Director.

Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 7 of the accompanying notice by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company nor their relatives except Mr. Raveendran Balkrishnan are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 7.

**Item No. 8****To appoint Mr. Jashvant Prahladbhai Patel (DIN: 01817257) as a Retiring Director:**

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, appointed Mr. Jashvant Prahladbhai Patel (DIN: 01817257) as an Additional Director of the Company w.e.f. 13<sup>th</sup> September, 2023, pursuant to Section 161 of the Act, to hold the office up to the next Annual General Meeting.

Mr. Patel has given his consent to act as Director and has also given a declaration that he is not disqualified to become a Director under the Act. Requisite details of Mr. Patel are enclosed as per Annexure A to the Notice. The Company has received requisite notice proposing his candidature pursuant to Section 160 of the Companies Act, 2013 as a retiring Director.

Your Directors recommend and seek your approval to the resolutions as appearing in item No. 8 of the accompanying notice by way of Ordinary Resolution.

Neither any of the Directors/Key Managerial Personnel of the Company nor their relatives except Mr. Jashvant Prahladbhai Patel are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 8.

**Item No. 9****To re-appoint Mrs. Bhaviika Jain (DIN: 08738884) as an Independent Director:**

The Board of Directors of the Company on recommendation of Nomination and remuneration Committee, re-appointed Mrs. Bhaviika Jain (DIN: 08738884) as an Independent Director of the Company w.e.f. 2<sup>nd</sup> May, 2023 pursuant to Section 161 of the Act, to hold the office up to the next Annual General Meeting.

The Company has received requisite consent and declarations from her including confirmation that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Requisite details of Mrs. Jain are enclosed as per Annexure A to the Notice.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Mrs. Bhaviika Jain (DIN: 08738884) is also registered with the Independent Directors Databank. In the opinion of the Board, Mrs. Bhaviika Jain (DIN: 08738884) fulfills the conditions specified under the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for her appointment as an Independent Director of the Company and is independent of the management. Nomination & Remuneration Committee and the Board were of the opinion that her association would be of immense benefit to

the Company. The Company has received requisite notice proposing her candidature pursuant to Section 160 of the Companies Act, 2013 as a non-retiring Director.

Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 9 of the accompanying notice by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company nor their relatives except Mrs. Bhaviika Jain are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 9.

**Item No. 10****To adopt a new set of Articles of Association of the Company as per Companies Act, 2013:**

The existing Articles of Association (AoA) are based on the Companies Act, 1956 (the 'erstwhile Act') and several regulations in the existing AoA contained references to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the 'new Act').

With the coming into force of the new Act, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The draft AoA to be substituted in place of existing AoA is based on Table F of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

A copy of the proposed set of new AoA of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11:00 a.m. to 1:30 p.m. upto the date of the Annual General Meeting.

Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 10 of the accompanying notice by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company nor their relatives are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 10.

**Item No. 11****To alter Object clause of Memorandum of Association of the Company:**

The principal business of the Company is to carry on pharmaceutical related business in India. The Company proposes to undertake the medical / healthcare / surgical business as set out in the resolution. In order to enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause (4) after sub-clause (3) of clause III (A) of the Memorandum of Association of Company and also to amend clause III (B) of the Memorandum of Association of Company by insertion of sub-clause (74) after sub-clause (73) as stated in the resolution in the annexed notice. The above alteration would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary.

Draft altered Memorandum of Association would be available for inspection at the Registered Office of the Company during business hours on any working day between 11:00 a.m. to 1:30 p.m. upto the date of Annual General Meeting.

Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 11 of the accompanying notice by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company nor their relatives are in any way, financially or otherwise, concerned or interested in the said Resolution as set out in item no. 11.

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-

**MR. JAGANNATH SHINDE**  
CHAIRMAN  
DIN: 01435827

**Place: Mumbai**  
**Date: 27<sup>th</sup> October, 2023**



## Route Map for Annual General Meeting Venue

Club Emerald, next to Sushrut & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071.

