

MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED

CIN: U24239MH2006PLC165149

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

Tel No.: 022 -67730000 Fax No.: 022-25273473

E-mail : cs@aiocd.com Website : www.mscdaltd.com

Notice is hereby given that the 14th Annual General Meeting of the members of MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS LIMITED will be held through VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) on Friday, December 04, 2020 at 01.00 P. M. IST to transact the following business:

I ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of **Mr. Vijay Pandurang Patil (DIN 06708245)**, who retires by rotation and, being eligible, offers himself for re-appointment;

II SPECIAL BUSINESS

3. **Appointment of Mr. Prasad Waman Danave (DIN:08425165) as a Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 161 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), **Mr. Prasad Waman Danave (DIN: 08425165)** who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT any of the Directors or Company Secretary 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.”

4. **To consider Extension of Redemption Period of Non-Cumulative Non-Convertible Redeemable Preference Shares alongwith variation of its terms and conditions**

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

“**RESOLVED THAT** pursuant to Sections 48, 55 and 102 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the Article of Association of Company and subject to such approvals and sanctions as may be required, the consent of the Equity Shareholders of the Company be and is hereby accorded to the Extension of the Redemption period of Preference Shares by 6 (Six) years from the due date of redemption as mentioned below:

1. The period of Redemption of the 2,00,00,000, 8% Non-Cumulative Non-convertible Redeemable Preference Shares of Rs. 10/- each aggregating Rs. 20,00,00,000/- (Rupees Twenty crore only) shall be extended for the further period of 6 (Six) years.
2. The aforesaid Preference Shares shall be now due for redemption on April 13, 2027;
3. All other terms and conditions associated with the aforesaid Preference Shares shall remain the same.

RESOLVED FURTHER THAT any one of the Director(s) or the Company Secretary of the Company for the purpose of giving effect to this resolution, be and is hereby authorized, severally or jointly, to take all steps and actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and other things in connection therewith and incidental thereto."

By Order of the Board of Directors

**Sd/-
JAGANNATH SHINDE
CHAIRMAN
DIN: 01435827**

Place: Mumbai

Date: 23rd October, 2020

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. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars the 14th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
2. Since this General Meeting is held through VC/OAVM the physical attendance of Members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. No attendance slip/route map has been sent along with this Notice of the Meeting as the Meeting is held through Audio Visual means.
4. The Notice 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 23rd October 2020. 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).
5. Members who are shareholders as on Friday, November 27, 2020 can join the AGM 30 minutes before the commencement of the AGM i.e at 12.30 P.M and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. 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.mscdaltd.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. The Register of Members and Transfer Books of the Company will be closed from Saturday, November 28, 2020 to Friday, December 04, 2020 (both days inclusive).
10. 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.
11. 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.
12. 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.
13. Members holding Shares in single name are advised to make nomination in respect of their shareholding in the Company.
14. Members are requested to register their e-mail ID's and Bank account details with the Secretarial Department of the Company/ Link Intime. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Secretarial Department of the Company/ Link Intime.
15. 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.
16. The Company has appointed Mr. Jay Mehta, Practicing Company Secretary (Membership No. 8672) as the scrutinizer to scrutinize the votes cast at the said meeting and submit the report on the same.
17. The Scrutinizer shall submit not later than three 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.
18. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.mscdaltd.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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, December 01, 2020 at 09:00 A.M. and ends on Thursday, December 03, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 IN3 00*** 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. 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, 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.
 - 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 company 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 to (Name of NSDL Official) at 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.
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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 022-2499 45 45. 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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item no. 2 to 4 of the accompanying Notice dated October 23, 2020.

Item No.2

Details of Mr. Vijay Pandurang Patil (DIN:084255165), Director retiring by rotation and being eligible for reappointment:

Date of Birth	July 06, 1973
Age	47 Years
Qualifications	D.Pharm
Experience	26 years of experience in pharma retail & distribution
Terms and Conditions of appointment	As mutually agreed between the Company and Mr. Vijay Pandurang Patil
Date of first appointment	15/02/2019
Shareholding in the Company	5,500 Equity Shares
Relationship with other director/Manager and other KMP	N.A.
Number of Board Meetings attended during the financial year 2019 -20	3 of 4
Directorships/Designated Partnership on other Boards/LLP's	N.A.
Membership/Chairmanship of Committees of other Board	N.A.

Item No.3

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed **Mr. Prasad Waman Danave (DIN: 08425165)** as an Additional Director with effect from September 30, 2020. In terms of Section 161(1) of the Companies Act, 2013, Mr. Prasad Waman Danave holds office as additional director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed **Mr. Prasad Waman Danave (DIN: 08425165)** as Chief Financial Officer of the Company with effect from October 23, 2020.

Except **Mr. Prasad Waman Danave**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

As stipulated under Secretarial Standard-2, brief profile of **Mr. Prasad Waman Danave**, including names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided in table below

Date of Birth	November 14, 1962
Age	58 years
Qualifications	Diploma in Pharmacy
Expertise	Expertise in pharma retail & distribution
Terms and Conditions of appointment	As mutually agreed between Company and Mr Prasad Waman Danave
Date of first appointment	30/09/2020
Shareholding in the Company	5000 Equity Shares
Relationship with other director/Manager and other KMP	N.A.
Number of Board Meetings attended during the financial year 2019-20	N.A.
Directorships/Designated Partnership on other Boards/LLP's	Credensure Corporate Solutions LLP
Membership/Chairmanship of Committees of other Board	N.A.

Item No.4

The Company had allotted 1,51,64,795, 8% Non-Cumulative Non-Convertible Redeemable Preference Shares, with a view to improve its net worth, on 18th April 2007, the Company had further allotted of 5,200, 8% Non-Cumulative Non-Convertible Redeemable Preference Shares on 5th March 2008.

Further, the period of redemption of Preference Shares for all the shares allotted on 18th April 2007 and 5th March 2008 was extended vide Special Resolution passed by the Shareholders on 19th October, 2011.

In view of the carried forward losses, the Board of Directors have been invariably led to approach the Preference Shareholders for seeking extension of the period of redemption of said Preference Shares. The Board believes that it would serve the long term interests of the Company as well as the Shareholders of the Company.

Section 48 of the Companies Act, 2013 provides that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths (3/4th) of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths (3/4th) of such other class of shareholders shall also be obtained. In view of the circumstances explained above, the Company requested Preference shareholders, for variation in terms and conditions of Preference shares, by changing the terms regarding extension of the redemption period for by 6 years i.e. from April 14, 2021 to April 13, 2027. Consent of the Preference Shareholder as required under the Section 48 of the Companies Act, 2013 which has already been obtained to this effect by Extra Ordinary General Meeting dated November 20, 2020.

The above proposal may be considered as affecting the rights of the existing Equity Shareholders of the Company also, and hence their consent is accordingly being sought.

None of the other Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution.

The Board of Directors of your Company recommends the passing of Special Resolution as set out in the Notice.

By Order of the Board of Directors

**Sd/-
JAGANNATH SHINDE
CHAIRMAN
DIN: 01435827**

Place: Mumbai

Date: 23rd October, 2020