

# Extra Ordinary General Meeting of the Preference Shareholders



**Maharashtra Safe Chemists And Distributors Alliance Limited**



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# COMPANY INFORMATION

## Extra Ordinary General Meeting of the Preference Shareholders

### BOARD OF DIRECTORS

MR. JAGANNATH S. SHINDE	CHAIRMAN
MR. JUGALKISHOR TAPADIYA	MANAGING DIRECTOR
MR. PARARI ATHMARAM PATIL	INDEPENDENT DIRECTOR
MR. DEVESH AMUBHAI PATHAK	INDEPENDENT DIRECTOR
MR. VIJAY PANDURANG PATIL	DIRECTOR
MR. PRASAD WAMAN DANAVE *	ADDITINAL DIRECTOR & CFO

\*Appointed as Additional Director w.e.f. 30 September 2020 & as a CFO w.e.f.23 October 2020

### CORPORATE INFORMATION

#### COMPANY SECRETARY

**MS. SMITA BAGADE**

#### STATUTORY AUDITORS

**Mitesh Mehta & Associates**  
Chartered Accountants  
423, Lamington Road, ,  
2nd Floor, opera House,  
Mumbai – 400 004  
Tel : 91-22-30728380  
Email :- [helpdesk@miteshmehtaaca.com](mailto:helpdesk@miteshmehtaaca.com)

#### PRINCIPAL BANKERS

**BANK OF INDIA  
HDFC BANK  
YES BANK**

#### REGISTERED & CORPORATE OFFICE

6th Floor, Corporate Park – II,  
V. N. Purav Marg, Chembur,  
Mumbai – 400 071.  
Tel : +91 022 67730000  
Fax : +91 022 25273473  
Website : [www.mscdaltd.com](http://www.mscdaltd.com)  
Email Id: [cs@aiocd.com](mailto:cs@aiocd.com)

#### REGISTRAR AND SHARE TRANSFER AGENT

**Link Intime India Pvt. Ltd.**  
C-101, 247 Park, L.B.S. Marg  
Vikhroli (West), Mumbai – 400 083.  
Tel. (022) – 49186270  
FAX: + 91 022 25273473  
e-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

#### SECRETARIAL AUDITOR

**MS. DEEPA GUPTA**  
Practicing Company Secretary  
ACS NO. 20860/ CP NO. 8168  
512, Bawla Building, Muktai CHS,  
Dattaram Lal Road,  
Chinchpokali, Mumbai- 400012  
Email :- [deepaguptacs@gmail.com](mailto:deepaguptacs@gmail.com)

**MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED**

**CIN: U24239MH2006PLC165149**

**Regd. Office: 6<sup>th</sup> 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](mailto:cs@aiocd.com) Website : [www.mscdaltd.com](http://www.mscdaltd.com)**

**EXTRA ORDINARY GENERAL MEETING NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting of the Preference Shareholders of the **MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED** will be held on **Friday, November 20, 2020 at 3.00 p.m. IST at Club Emerald, Emerald Leisures Ltd., 366/13, Near Shushrut Hospital, Siddharth Colony, Chembur (East), Mumbai, Maharashtra 400071** to transact the following business:

**SPECIAL BUSINESS:**

**ITEM 1**

**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 with or without modification, the following Resolution as a Special Resolution:**

**“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 the Company and subject to such approvals and sanctions as may be required, the consent of the Preference 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 to Rs.20,00,00,000/- (Rupees Twentycrore 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) of the Company 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  
For **MAHARASHTRA SAFE CHEMISTS  
& DISTRIBUTORS ALLIANCE LIMITED**

Sd/-

**JAGANNATH SHINDE  
CHAIRMAN  
DIN: 01435827**

**Place: Mumbai  
Date: 23<sup>rd</sup> October, 2020**



**NOTES**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) A person can act as proxy for and on behalf of members not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) The relative Explanatory Statement as required under Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
- 6) Members are requested to bring their Attendance Slip at the Meeting.
- 7) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- 8) 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.
- 9) 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 16<sup>th</sup> 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).
- 10) 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 relevant Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Meeting. 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 will be provided by NSDL.
- 11) Members are provided with the facility for voting through ballot paper at the Meeting 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. Members who have cast their vote by remote e-voting prior to the Meeting are also eligible to attend the Meeting but shall not be entitled to cast their vote again.
- 12) In line with the MCA Circulars, the Notice calling the Extra Ordinary Meeting has been uploaded on the website of the Company at [www.mscdaltd.com](http://www.mscdaltd.com).
- 13) 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 Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

- 14) In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through ballot paper provided during the Meeting.
- 15) The Registered Preference Shareholders of the Company, whose names are appearing in the records of the Company as on 13<sup>th</sup> November, 2020 shall be eligible to attend and vote at the said Meeting or cast their votes (either in person or through proxy under applicable provisions of the Companies Act, 2013).
- 16) Company has appointed Mr. Jay Mehta & Associates, 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 results of remote e-voting and ballot paper provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
- 18) The results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.mscdaltd.com](http://www.mscdaltd.com) immediately after the result is declared by the Chairman.
- 19) Route map giving directions to the venue of the Meeting is annexed to the Notice.

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

**The remote e-voting period begins on November 17, 2020 at 09:00 a.m. and ends on November 19, 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 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. 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.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.
  - 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?

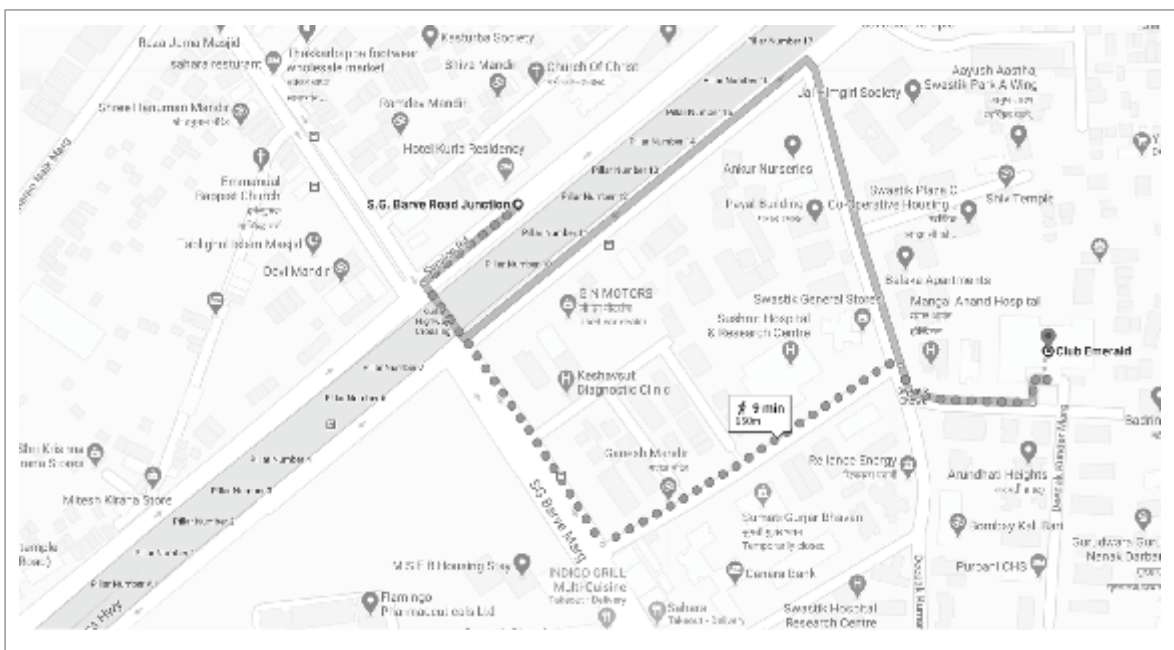
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active 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

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.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Route Map for Extra Ordinary General Meeting of the Preference Shareholders of MSCDAL

Club Emerald, Emerald Leisures Ltd., 366/13, Near Shushrut Hospital, Siddharth Colony, Chembur (East), Mumbai,  
Maharashtra 400071



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

**Item No.1**

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 18<sup>th</sup> April 2007, the Company had further allotted 5,200, 8% Non-Cumulative Non-Convertible Redeemable Preference Shares on 5<sup>th</sup> March 2008.

Further, the period of redemption of Preference Shares for all the shares allotted on 18<sup>th</sup> April 2007 and 5<sup>th</sup> March 2008 was extended vide Special Resolution passed by the Shareholders on 19<sup>th</sup> 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 (Six) years i.e. from April 14, 2021 to April 13, 2027.

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 recommend the passing of Special Resolution as set out in the Notice.

By Order of the Board of Directors  
For **MAHARASHTRA SAFE CHEMISTS  
& DISTRIBUTORS ALLIANCE LIMITED**

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

Place: Mumbai  
Date: 23<sup>rd</sup> October, 2020

## 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

MGT - 11

## PROXY FORM

Extra Ordinary General meeting of the Preference Shareholders

20<sup>th</sup> November, 2020 on Friday, at 3.00 p.m.

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): .....

Registered address: .....

E-mail Id: .....

Folio No. / . : .....

I / We, being the member(s) of ..... Shares of Maharashtra Safe Chemists And Distributors Alliance Limited, hereby appoint

Name:

Address:

E-mail Id:

Signature

or failing him

Name:

Address:

E-mail Id:

Signature

Or failing him

Name:

Address:

E-mail Id:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting of Preference Shareholders** of the Company to be held on **Friday, November 20, 2020 at 3.00 p.m at Club Emerald, Emerald Leisures Ltd., 366/13, Near Shushrut Hospital, Siddharth Colony, Chembur (East), Mumbai, Maharashtra 400071** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For (✓)	Against (✓)
1 To consider extension of redemption period of Non-cumulative Non-convertible Redeemable Preference Shares along with variation of its terms and conditions		

Signed this ..... day of ..... 2020

Signature of shareholder..... Signature of Proxy holder(s).....

Affix a Revenue Stamp of Re 1/-

**NOTES: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





**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**

**ATTENDANCE SLIP**  
**Extra Ordinary General meeting of the Preference Shareholders**  
**20<sup>th</sup> November, 2020 on Friday, at 3.00 p.m.**

Please fill this attendance slip and hand it over at the entrance of the meeting hall.

**Sr No :**

Regd. Folio No.	
Name & Registered Address of the Sole/first named Member	
Name(s) of the Joint Holder(s), if any	
No. of Shares held	
Name of the Member/ Proxy holder	

I hereby record my presence at the Extra Ordinary General Meeting of Preference Shareholders of the Company held at **Club Emerald, Emerald Leisures Ltd., 366/13, Near Shushrut Hospital, Siddharth Colony, Chembur (East), Mumbai, Maharashtra 400071**

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**Signature of Shareholder / proxy**

**NOTE: -**

1. Only Member/Proxyholder can attend the Meeting.
2. Member/ Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting.
3. Member/Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

X-----X-----X

ELECTRONIC VOTING PARTICULARS		
REVEN (Remote E voting Event Number)	USER ID	PASSWORD/PIN
114772		

**\*Please read the instructions given in the notice carefully before e-voting**

X-----X-----X







## BOOK POST



If undelivered please return to :

**Maharashtra Safe Chemists And Distributors Alliance Limited**

Regd. & Corporate Off : 6<sup>th</sup> Floor, Corporate Park-II V. N. Purav Marg, Chembur, Mumbai-400 071.

Phone 022- 67730000 • Website : [www.mscdaltd.com](http://www.mscdaltd.com) • e-mail : [admin@mscda.com](mailto:admin@mscda.com), [cs@aiocd.com](mailto:cs@aiocd.com)