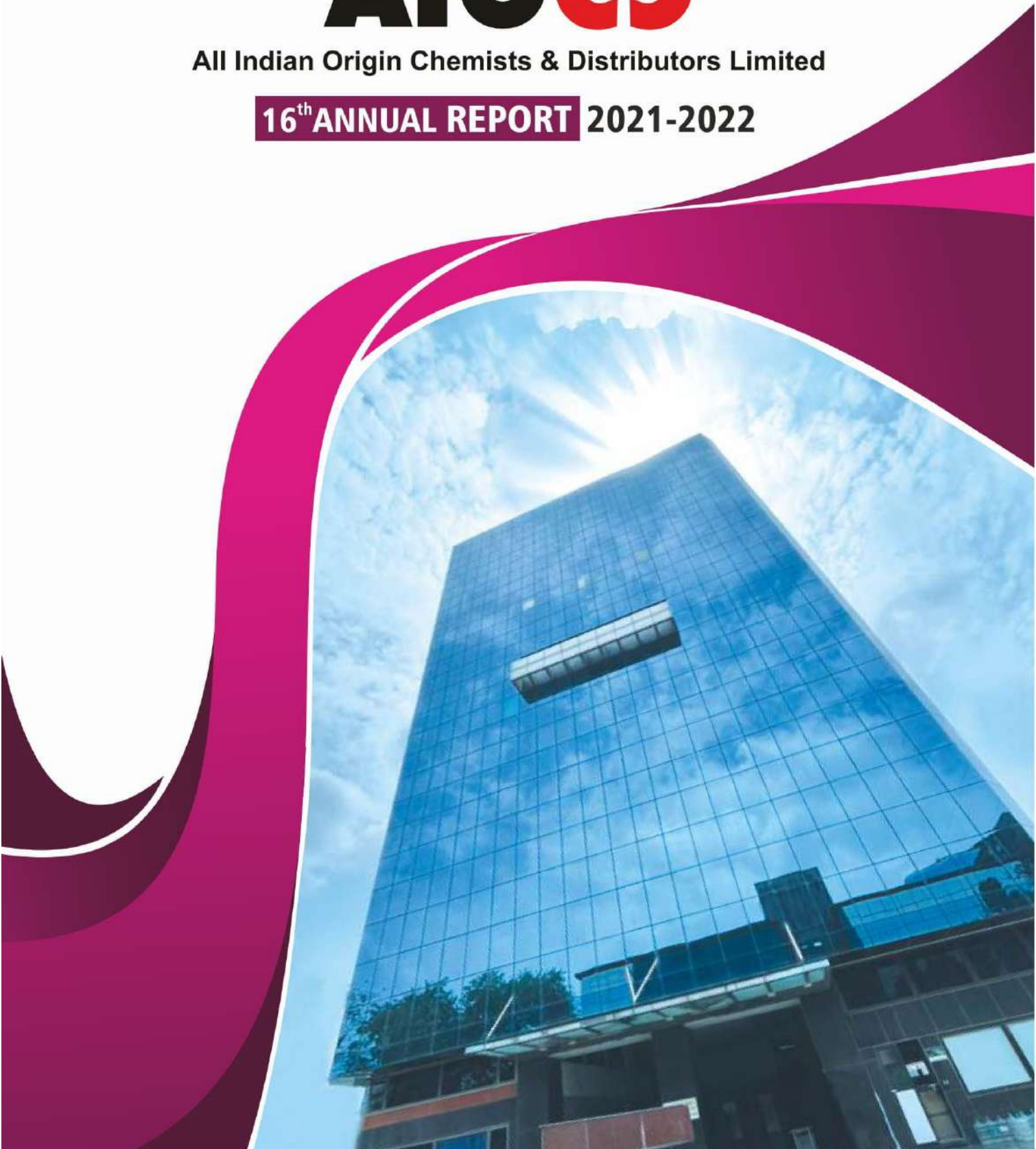




All Indian Origin Chemists & Distributors Limited

16th ANNUAL REPORT 2021-2022



SMART PLAY[®]

More *FUN* than you can imagine!



Chocolate Flavour



Strawberry Flavour

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Dear Shareholder,

Kindly send us mail on cs@aiocd.com, stating your name (including joint holder name), folio number, type of shares, Name of Company in which shares are held, contact number, Email ID & current residential address for updating our records, by 28th September, 2022.

Shareholders intending to attend the AGM are requested to get along with them form ISR-2 & Signature Updation Affidavit (on stamp paper of Rs. 100/-) for our records. Formats of the same are attached in this Annual Report.

EVEN for the Annual General Meeting: 120912

COMPANY INFORMATION

16th ANNUAL REPORT 2021-22

BOARD OF DIRECTORS

MR. JAGANNATH SHINDE	CHAIRMAN & MANAGING DIRECTOR
MR. RAVINDRA SAVANT	INDEPENDENT DIRECTOR
MR. RAVEENDRAN BALKRISHNAN	INDEPENDENT DIRECTOR
MR. AJIT PARAKH	DIRECTOR & CFO
MR. JASHVANT PATEL	DIRECTOR
MR. RAVI PURI	DIRECTOR

CORPORATE INFORMATION

COMPANY SECRETARY	MS. FALAK MODY
STATUTORY AUDITORS	MITESH MEHTA AND ASSOCIATES 432, Lamington Road, 2 nd Floor, Opera House Mumbai: 400 004 Tel: 49737733
PRINCIPAL BANKERS	HDFC BANK BANK OF INDIA YES BANK
REGISTERED & CORPORATE OFFICE	6 th Floor, Corporate Park – II, V. N. Purav Marg, Chembur, Mumbai – 400 071 Tel: +91 022 67730000 Web: www.aiocdltd.in CIN: U74110MH2007PLC167578
REGISTRAR AND SHARE TRANSFER AGENT	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel No: +91 22 49186270 Website: www.linkintime.co.in

NOTICE

Notice is hereby given that the **16th Annual General Meeting** of the members of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED [CIN: U74110MH2007PLC167578]** will be held on **Wednesday, 28th September, 2022 at 1:00 p.m. at Club Emerald, Next to Shrushut & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071**, to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended **31st March, 2022**, together with the Reports of the Board of Directors' and Auditors' thereon.

2. **To Appoint a director in place of Mr. Ravi Bhushan Puri (DIN: 01357635) who retires by rotation and, being eligible, offers himself for re-appointment:**

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

"RESOLVED THAT Mr. Ravi Bhushan Puri (DIN: 01357635), 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 re-appoint Statutory Auditors of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [as amended from time to time or re-enactment(s) thereof for the time being in force], M/s. Mitesh Mehta & Associates, Chartered Accountants (Firm Registration No. FRN 106447W), be and are hereby re-appointed as Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of 16th Annual General Meeting until the conclusion of 21st Annual General Meeting of the Company, at such remuneration plus reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors.

FURTHER RESOLVED THAT any Director or Company Secretary 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."

II. SPECIAL BUSINESS:

4. **To re-appoint Mr. Jagannath Shinde as a Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to the approval of Central Government, if necessary, Mr. Jagannath Shinde, be and is, hereby re-appointed as Managing Director of the Company, not liable to retire by rotation, for a period of five years w.e.f. 8th December, 2022, even if he has already attained the age of 70 years, on the terms and conditions, without any remuneration, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors will have liberty to alter and/or vary the terms and conditions of the reappointment, 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 reenactments thereof, as may be agreed between the Board of Directors and Mr. Jagannath Shinde.

FURTHER RESOLVED THAT any Director or Company Secretary 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 approve Donation to Jan Jagruti Sevarth Sansthan:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, approval be and is hereby accorded to a bona fide charitable contribution of Rs. 2.11 Crores to Jan Jagruti Sevarth Sansthan in an Educational Project for development of an English Medium Co-Education School based on CCE – International Pattern, to be located in the heart of The Rajasthan State, District Bilwara.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to aforesaid resolution.”

For and on behalf of the Board

Registered Office:

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

Place: Mumbai

Date: 17th August, 2022

Sd/-

Mr. Jagannath Shinde

DIN: 01435827

Chairman & Managing Director

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, 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 Pvt. Ltd. (Link Intime)
- 8) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- 9) Members are requested to register their e-mail IDs and Bank Account details with the Secretarial Department of the Company / Link Intime. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Secretarial Department of the Company/ Link Intime at 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.aiocdltd.in. The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. 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. Ravi B. Puri (DIN: 01357635)**, Director retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
- 13) Equity Shareholders are informed that in case 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 12th August, 2022.
- 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

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Services (India) Limited (CDSL) (collectively, the "Depositories") as on 12th August, 2022. 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 **25th September, 2022** (9:00 a.m. IST) and ends on **27th September, 2022** (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 **21st September, 2022**, 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. **21st September, 2022**. 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. **21st September, 2022**, may obtain the login ID and password by sending a request at 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 or call on toll free no. **1800 1020 990 and 1800 22 44 30**. 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. **21st September, 2022**, may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-Voting system**".
 - VIII. 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.
 - IX. Mr. Jay Mehta of Jay Mehta & Associates (FCS No.: 8672), Practicing Company Secretary, 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.
 - X. 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.

- XI. 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.
- XII. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.aiocd ltd.in and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- XIII. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Ms. Sarita Mote, at evoting@nsdl.co.in or Members may also write to her at NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

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

The remote e-voting period begins on 25th September, 2022 at 9:00 A.M. and ends on 27th September, 2022 at 5:00 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. 21st September, 2022, 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 21st September, 2022.

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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' 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 Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsd.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	<p>2. 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. 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 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> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center; color: #00a0e3;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. <u>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</u>
Individual Shareholders (holding securities in demat mode) login through their depository Participants	<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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

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 :

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. 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.
- 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 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 with a copy marked to cs@aiocd.com and 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 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 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote 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), AADHAAR (self attested scanned copy of Aadhaar 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), AADHAAR (self attested scanned copy of Aadhaar Card) to 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 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.

➤ **General Guidelines for shareholders:**

- Members are requested to:

- a) Contact the Company at cs@aiocd.com / 022 6773 0000 in case of any queries pertaining to the shares or updation of their address/email id in the records of the Company.
- b) Quote their Name, Contact Number and Folio Number, in all correspondence.
- c) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- d) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- e) Convert their physical holding into Demat form.

For and on behalf of the Board

Registered Office:

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

Sd/-

Mr. Jagannath Shinde

DIN: 01435827

Chairman & Managing Director

Place: Mumbai

Date: 17th August, 2022

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4****To re-appoint Mr. Jagannath Shinde as a Managing Director of the Company:**

In terms of sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, re-appointment of Managing Director of the Company is required to be approved by the shareholders of the Company.

The Board of Directors of the Company at its meeting held on 17th August, 2022 on the recommendation of Nomination and Remuneration Committee has, subject to approval of the Shareholders re-appointed Mr. Jagannath Shinde as Managing Director of the Company on the terms and conditions mentioned hereinafter for a period of 5 years w.e.f. 8th December, 2022, not liable to retire by rotation.

Mr. Jagannath Shinde holds a degree in Arts from D.G. Ruparel College of Arts, Science and Commerce. He has total experience of more than 45 years in retail and distribution in Pharmaceutical sector. The requisite details of Mr. Shinde are provided in Annexure A to the Notice.

Mr. Shinde is a person of integrity, skill and standing and with his vast experience and expertise, he indeed brings in a great value addition on the Board by his guidance. Hence, your Directors are of opinion that his continued association with the Company would be in the best interest of the Company. Accordingly, your Board recommends his continued association with the Company even if he has attained the age of 70 years on 11th November, 2019.

The principal terms and conditions for his re-appointment as the Managing Director are as follows:

Tenure:	8 th December, 2022 to 7 th December, 2027
Remuneration: Consolidated Salary:	NIL
Perquisites:	NIL

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

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

Item no. 5**To approve donation to Jan Jagruti Sevarth Sansthan:**

The Board of Directors of the Company at its meeting held on 16th March, 2022 approved the contribution of Rs. 2.11 Crores to Jan Jagruti Sevarth Sansthan, for development of an English Medium Co-Education School based on CCE – International Pattern in Bilwara District, Rajasthan, subject to approval of shareholders by way of Special Resolution pursuant to Section 181 and other provisions applicable, if any of the Companies Act, 2013.

Accordingly, your Directors seek your approval to the resolution as appearing in Item No. 5 of the accompanying notice by way of a Special Resolution.

Neither any of the Directors / Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in this resolution.

Registered Office:

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

Place: Mumbai

Date: 17th August, 2022

For and on behalf of the Board

Sd/-

Mr. Jagannath Shinde

DIN: 01435827

Chairman & Managing Director

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

ANNEXURE-A

Additional information pursuant Clause 1.2.5 of Secretarial Standards – 2 in respect of Directors seeking appointment / re-appointment as mentioned under item no. 2 and 4 of the Notice of Annual General Meeting is provided hereunder:

Name of Director	Mr. Ravi Bhushan Puri	Mr. Jagannath Shinde
Date of Birth	6 th May, 1940	11 th November, 1949
Age	82 Years	72 Years
Qualifications	BA	BA / DBM / D.Pharm
Experience	Over 40 years experience in the field	45 years of experience in pharma retail & distribution
Terms and Conditions of appointment	Re-appointment as retiring director	Re-appointment as a Managing Director on the terms as per Explanatory Statement
Date of first appointment	27/06/2008	05/02/2007
Shareholding in the Company	1,000 Equity Shares	13,000 Equity Shares
Relationship with other director/ Manager and other KMP	Not related	Not related
Number of Board meetings attended during the financial year 2021-22	3 Board Meetings in the Financial Year 2021- 22	3 Board Meetings in the Financial Year 2021- 22
Directorships/ Designated 1. Partnership on other Boards/ LLP's	NA	<ol style="list-style-type: none"> 1. Arkenstone Healthcare LLP 2. D-Plus Life LLP 3. Maharashtra Safe Chemists And Distributors Alliance Ltd. 4. Pravin Infotech & Engineers Private Limited
Membership/Chairmanship of Committees of other Board	NA	Maharashtra Safe Chemists And Distributors Alliance Ltd. <u>Committee Membership:</u> <ol style="list-style-type: none"> 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholder s' Relationship Committee

Route Map for Annual General Meeting Venue

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



BOARD'S REPORT

To,

**The Members,
All Indian Origin Chemists & Distributors Limited,
CIN: U74110MH2007PLC167578
Mumbai**

Your Directors have pleasure in presenting the 16th Board's Report on the business and operations of your Company and the Financial Statements for the Financial Year ended on 31st March, 2022.

1. The State of the Company's Affairs:

(i) Financial Highlights /Summary:

The highlights of the financial results of the Company are as follows:

PARTICULARS	(Amount in Rs.) For the Year	
	2021-22	2020-21
Turnover	4,88,64,633	5,24,26,841
Profit/(Loss) before extraordinary items and tax	1,70,29,705	67,61,207
Add: Profits from Extraordinary Items	27,879	36,89,50,000
Profit/(Loss) before tax	1,70,01,826	37,57,11,207
Tax Expenses: Add /(Less)		
Current Tax	(33,93,230)	(7,89,26,838)
Deferred Tax	(2,453)	--
Excess/(Short) Provision for Taxation	-	--
Profit/(Loss) after Tax	1,36,06,143	29,67,84,369
Add/(Less): Amount b/f from previous year	16,41,62,213	(13,26,22,156)
Balance carried to Balance Sheet	17,77,68,356	16,41,62,213

(ii) Operational Results:

During the year, the Company recorded a turnover of Rs. 4,88,64,633/- as against Rs. 5,24,26,841/- in the previous year. The total revenue including other income is Rs. 6,24,07,855/- as compared to Rs. 5,31,91,929/- in the previous year.

The Company has made profits of Rs.1,70,29,705/- before extraordinary items and tax, in the Current Year as compared to profits of Rs. 67,61,207/- in the previous year.

(iii) Future Outlook:

In spite of closure of operations by India Bulls, keeping in view various initiatives undertaken by Mr. P. A. Patil, recently appointed CEO, your Directors are optimistic for better results in the years to come.

2. Change in the nature of business, if any:

During the year under review, there was no change in the nature of business of the Company.

3. Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate companies during the year:

The Company has neither subsidiary nor Joint Ventures nor Associate Company. Moreover, no company has become or ceased to be subsidiary, joint venture or associate company of the Company during the year under review.

4. **Dividend:**

In view of long term interest of the Company, your Directors do not recommend any dividend for the financial year under review.

5. **Depository System:**

As you may be aware, the Company's shares are compulsorily tradable only in electronic form. Accordingly, transfer of shares can be made only in dematerialised form and is not allowed in case of physical share certificates. As on March 31, 2022, 3.46% of the Company's total equity paid-up capital representing 5,53,650 equity shares are in dematerialized form. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories.

6. **Transfer to reserves:**

The Company is not required to transfer any amount to its Reserve. Hence, no amount is transferred to reserves for the year under review.

7. **Material changes and commitments, if any, affecting the financial position of the Company occurred during the financial year under review and/or between the end of the financial year of the Company to which the financial statements relate and the date of the report:**

There was no material change and commitment affecting the financial position of the Company for the financial year ended on 31st March, 2022.

8. **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:**

No significant or material order was passed by any regulators or courts or tribunals against the Company impacting the going concern status and the Company's operations in future.

9. **Deposits:**

Your Company has neither accepted nor renewed any deposit within the meaning of section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

10. **Statutory Auditors:**

The Company at its 11th Annual General Meeting held on 27th September, 2017 had appointed Mitesh Mehta & Associates, Chartered Accountants (Firm Registration No.: 106447W), Mumbai, as Statutory Auditors to hold office as the Statutory Auditors of the Company upto the conclusion of 16th AGM of the Company. i.e. the ensuing AGM.

The consent letter and eligibility certificate have been received from the Statutory Auditor. The Auditor have further certified that they have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI.

Accordingly, on the recommendation of the Audit Committee, the Board has recommended re-appointment of Mitesh Mehta & Associates as statutory auditors of the Company for a period of five years from the Conclusion of this 16th AGM till the conclusion of 21st AGM to be held in 2027.

11. **Internal Auditors:**

In compliance with the provisions of section 138 of the Companies Act, 2013 read with rules made thereunder and on the recommendation of the Audit Committee, the Board has re-appointed P.H. Sanghavi & Co., Chartered Accountants (Firm Registration No.: 109111W), Mumbai, as an Internal Auditor of the Company.

12. Explanation(s) / Comment(s) on Qualification(s) / Reservation(s) / Adverse Remark(s) / Disclaimer by the Statutory Auditor in their Report:

The Statutory Auditor of the Company has made no qualification, reservation, adverse remarks nor any disclaimer in their report. Accordingly no explanation or comments are required to be furnished.

13. Reporting of fraud by Auditor:

There was no instance of fraud reported in terms of Section 143(12) of the Act and rules framed thereunder by the Statutory Auditor either to the Company or to the Central Government.

14. Secretarial Audit Report:

Since the Company does not fall in any of the criteria for Secretarial Audit as per the provisions of section 204 of the Act, the Company is not required to obtain Secretarial Audit Report.

15. Share Capital:

There was no change in capital during the year under review, as the Company has not issued any Equity Shares with differential voting rights, sweat equity shares and/or employee stock options or otherwise during the year under review.

16. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**(A) Conservation of energy:**

Since the Company is not engaged in the manufacturing activities, the Company has no material information to offer in respect of Conservation of Energy.

(B) Technology absorption:

Since the Company has not imported technology, the Company has no information to offer in respect of Technology absorption.

(C) Foreign exchange earnings and outgo:

The Company has neither earned nor spent any foreign exchange.

17. Risk Management & Internal Financial Control:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate / control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization policy which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

The Board has reviewed the suggestions made in Internal Financial Control Report and has decided to implement the same.

18. Details in respect of adequacy of internal financial controls with reference to the Financial Statements:

System of adequate Internal Financial Controls with reference to the Financial Statements is already in place.

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

19. Directors and Key Managerial Personnel (KMP):

As on date, your Board of Directors comprises of the following 6 (six) Directors:

1. Mr. Jagannath Shinde - Chairman & Managing Director	2. Mr. Ravindra Savant - Independent Director
3. Mr. Raveendran Balkrishnan - Independent Director	4. Mr. Ajit Parakh - Director & CEO
5. Mr. Jashvant Patel - Non- Executive Director	6. Mr. Ravi Puri - Non-Executive Director

KMPs:

The Key Managerial Personnel of the Company as on date are as follows:

1. Mr. Jagannath Sakharam Shinde, Managing Director
2. Mr. Ajit Sampatlal Parakh, Chief Financial Officer
3. Mr. Parari Athmaram Patil, Chief Executive Officer
4. Ms. Falak Mody, Company Secretary (w.e.f. 06-04-2022)

In terms of Section 152 and 160 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, **Mr. Ravi Bhushan Puri (DIN: 01357635)** would retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Requisite notice has been received of his re-appointment as a retiring Director. The Board recommends his re-appointment.

Ms. Sayali Bhosale resigned with effect from 24th March, 2022 and Ms. Falak Mody was appointed as the Company Secretary, with effect from 6th April, 2022.

Mr. Pankaj Jain resigned with effect from 16th May, 2022 and Mr. Parari Athmaram Patil was appointed as the Chief Executive Officer, with effect from 20th June, 2022.

The Company has received requisite disclosures and undertakings from all the Directors in compliance with the provisions of the Companies Act, 2013 and other applicable Statutes.

20. (A) Declaration by Independent Directors:

The Company has received necessary declarations from all the Independent Directors under section 149(7) of Companies Act, 2013, that they meet the criteria of Independence laid down under section 149(6) of the Companies Act, 2013.

(B) Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year:

Your Directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise as well as experience (including proficiency).

21. Details of Board Meetings:

Details of Board meetings held during the year and attendance of each Director at the Board Meetings and 15th AGM (held on 28.09.2021) during the financial year 1st April, 2021 to 31st March, 2022:

Name of the Director	No. of Board Meetings		15 th AGM Attendance (Yes/No)
	attended	held	
Mr. Jagannath Shinde	3	4	Yes
Mr. Ravindra M. Savant	4	4	Yes
Mr. Raveendran Balkrishnan	4	4	Yes
Mr. Ajit Parakh	3	4	Yes
Mr. Ravi Puri	3	4	Yes
Mr. Jashvan Patel	3	4	No

Separate meeting of the Independent Directors was held on 17th March, 2022, without the attendance of non-independent directors and members of management.

22. Committees of the Board:

The Board of Directors have constituted following Committees in order to effectively cater its duties towards diversified role under the Companies Act, 2013:

- **Audit Committee:** The Committee primarily acts in line with the Section 177 of the Companies Act, 2013 and Rules made thereunder. The Committee oversees the Company's financial reporting process and internal control system and, ensures that the Financial Statements are correct, sufficient and credible. The Committee reviews the Financial Statements before submission to the Board for approval. The Committee has been entrusted with the responsibility of reviewing Internal Audit findings and ensuring adequacy of internal control systems. The Committee recommends to the Board, appointment of external auditors and payment of fees. The Committee holds regular discussions with the Internal, Statutory Auditors about their scope of audit and holds post audit discussions with the Auditors. The Statutory, Internal Auditor, the Finance & Accounts Team of the Company are invited in the meetings of the Committee.
- **Nomination and Remuneration Committee:** The Committee primarily acts in line with Section 178 of the Companies Act 2013 and Rules made thereunder. The Committee reviews appointment of Directors and Key Managerial Persons. The Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director.
- **Stakeholders Relationship Committee:** The Committee primarily acts in line with Section 178 of the Companies act 2013 and Rules made thereunder. The Committee addresses and resolves the grievances/requests of the Shareholders.
- **Review Committee:** The Committee has been constituted to review the business and compliances done by various departments of the Company, on a monthly basis.

Details of the constitution of each Committee (as on date) are as under:-

Name of the Committee	Committee Members
Audit Committee	Mr. Jagannath Shinde
	Mr. Ravindra M. Savant
	Mr. Raveendra Balkrishnan
Nomination and Remuneration Committee	Mr. Jagannath Shinde
	Mr. Ravindra M. Savant
	Mr. Raveendra Balkrishnan
	Mr. Jashvar Patel
Stakeholders Relationship Committee	Mr. Jagannath Shinde
	Mr. Ajit Parakh
	Mr. Jashvar Patel

Details of Committee Meetings held and attendance of Committee Members during the Year:

No. of Committees		4		
Name of the Committee		Audit Committee		
Sr. No.	Date of Meeting	Total No. of Committee Members on the Date of Meeting	No. of Committee Members attended	% of Attendance
1.	12 th August, 2021	3	3	100%
2.	8 th December, 2021	3	3	100%
3.	11 th February, 2022	3	3	100%
4.	16 th March, 2022	3	3	100%
Name of the Committee		Nomination & Remuneration Committee		
Sr. No.	Date of Meeting	Total No. of Committee Members on the Date of Meeting	No. of Committee Members attended	% of Attendance
1.	28 th July, 2021	3	3	100%
Name of the Committee		Stakeholders Relationship Committee		
Sr. No.	Date of Meeting	Total No. of Committee Members on the Date of Meeting	No. of Committee Members attended	% of Attendance
1.	9 th February, 2022	3	2	66.67%

Date of Independent Directors Meeting and attendance details:

Sr. No.	Date of Meeting	Total No. of Independent Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	17 th March, 2022	2	2	100

23. Policy on Directors' Appointment and Remuneration:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidates' vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

The details of ratio of remuneration to each Director to the median employee's remuneration are not applicable, since no remuneration is paid to the Managing Director and Non-executive Directors of the Company.

24. Criteria for determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act.

Independence: In accordance with the above criteria, a Director is considered as an 'Independent Director' if he/she meets the criteria for 'Independent Director' as laid down in 149(6) of Companies Act, 2013.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment.

25. Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments (if any) covered under the provisions of Section 186 of the Companies Act, 2013 are provided in Notes to the Financial Statements.

26. Particulars of Contracts or Arrangements with Related Parties:

All Related Party Transactions that were entered into during the financial year ended 31st March, 2022 were in the Ordinary course of business at arm's length. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant Directors, Key Managerial Personnel or other designated partners which may have a potential conflict with the interest of the Company at large.

The particulars of contracts or arrangements with related parties as prescribed in Form AOC-2 is appended as **Annexure 'I'**.

27. Particulars of Employees:

There is no employee drawing remuneration of/above Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month.

28. Status of merger of the Company with Maharashtra Safe Chemists and Distributors Alliance Limited:

The Board of Directors of your Company had at its meeting held on 8th December 2017, approved the Merger of the Company with Maharashtra Safe Chemists and Distributors Alliance Limited. The Scheme of Merger was approved by the shareholders on 20th November, 2020 in the Hon'ble National Company Law Tribunal, Mumbai Bench, (Hon'ble NCLT) convened meetings. Presently, the matter is pending with Hon'ble NCLT.

Hearings were scheduled on following dates: 24th December, 2021, 1st March, 2022, 30th March, 2022, 1st July, 2022 and 1st August, 2022 due to paucity of time or otherwise.

29. Annual Return:

The Company has placed a copy of the annual return on its website and the same is available on <http://www.aiocdLtd.in/investorsrelation>.

30. Directors' Responsibility Statement as required under Section 134(3)(C) of the Companies Act, 2013:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) in the preparation of the annual accounts for the year ended 31st March, 2022, the Company has followed the applicable accounting standards and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2022, and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Company being unlisted, sub clause (e) of Section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

31. Human Resources:

The Company treats its "human resources" as one of its most important assets. The Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

32. Disclosures under Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Since the number of employees in the Company are above 10, the Constitution and Registration of the Committee is applicable to the Company.

The Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment Comprised of following members:

Sr.No.	Name	Designation
1.	Mr Mukes Dhauria	President
2.	Ms Harshada Shi	Internal Member
3.	Ms Falamody	Internal Member
4.	Ms Devikaulkar Bam	External Member
5.	Ms Shubhar Budge	Internal Member

All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

The summary of sexual harassment complaints received and disposed off during the financial year 2021-22 is as under:

- Number of Complaints received: Nil
- Number of Complaints Disposed off: Nil

The Company has provided a safe and conducive work environment to its employees.

33. A statement relating to manner of annual evaluation by the Board of performance of Board/Committee/Directors:

Since the Company is neither listed Company nor public Company having paid up capital of Rs. 25 crores or more, the Company is not required to furnish the statement and accordingly, the same has not been furnished.

34. Details about the development and implementation of policy on Corporate Social Responsibility initiatives:

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act, provisions of Section 135 of the Act, and rules framed thereunder relating to corporate social responsibility, are not applicable to the Company. Hence, no details in the regard have been furnished.

35. Compliance with Secretarial Standards:

In terms of Clause no. 9 of Revised SS-1 (Revised Secretarial Standards on Meetings of Board of Directors effective from 01.10.2017), your Directors state that the Company was compliant of applicable secretarial standards during the year under review.

36. COST RECORDS:

The Company is not required to maintain the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly the Company has not maintained the cost records.

37. COST AUDITORS:

The Company is not required to appoint the cost auditor as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly the Company has not appointed the cost auditor.

38. IMPACT OF THE COVID-19 PANDEMIC:

The fiscal year 2021-22 has been another year dominated by COVID-19 and its consequential impacts. Following multiple waves of the pandemic, when the world felt it was done with its share of challenges, the Russia-Ukraine war drove up commodity prices weighing on the global supply chain and aggravating inflation.

During this crisis, the Company has sustained its Business. The management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its various liabilities and compliances.

39. Managerial Remuneration:

The Company being an Unlisted Company, provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014('the Rules') are not applicable.

40. Whistle Blower Policy/Vigil Mechanism:

The Company has established Whistle Blower Policy/vigil mechanism to provide for the safeguards against victimization of Directors and employees who follow such mechanism and to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct and ethics. The Board has

approved whistle blower policy / establishment of vigil mechanism pursuant to provisions of Act as may be applicable and affirms that no person has been denied access to the Chairman of the Audit Committee and also to the Chairman of the Board of the Company. The policy adopted has been put up on the website of the Company on www.aiocdltd.in.

41. Voluntary revision of financial statements or Board's report:

Since the Company has not made any voluntary revision of Financial Statements or Board's Report during the year under review, detailed reasons for the same pursuant to proviso to section 131 of the Act are not required to be reported.

42. Transfer of unclaimed dividend to Investor Education and Protection Fund:

No amounts were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.

43. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

During the year, no such event has occurred. Hence, reasons for the same are not required to be provided.

44. Acknowledgements:

The Directors acknowledge with gratitude, the co-operation, valuable assistance and guidance extended by the Management, service providers, Company's banker and various institutions of the Central and State Governments during the year under review.

The Directors place on record its appreciation for the devoted services of all employees and the continued support from the customers, vendors, members during the year under review.

For and on behalf of the Board of Directors

Sd/-

Mr. Jagannath Shinde
Chairman & MD
DIN: 01435827

Sd/-

Mr. Ajit Parakh
Director & CFO
DIN: 07745989

Place: Mumbai
Date: 17th August, 2022

INDEPENDENT AUDITORS' REPORT

To the Members of **All Indian Origin Chemists & Distributors Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **All Indian Origin Chemists & Distributors Limited** ("the Company"), which comprise of the balance sheet as at 31st March, 2022 and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit/loss, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is information included in the Directors' report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of

appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:-
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2021.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial controls over financial reporting of the Company refer to our separate report in "Annexure B" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

**For Mitesh Mehta & Associates
Chartered Accountants**

Sd/-
Proprietor
Membership No.: 41518
Firm No: 106447W

Place: - Mumbai
Date: - 17th August, 2022
UDIN No: 22041518APOCLN3793

“Annexure A” to Independent Auditor’s Report

Referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2022, we report that:

- (i) (a) In our opinion and according to the information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) In our opinion and according to the information and explanation given to us, the property, plant and equipment of the company have been physically verified by Management of the Company at regular intervals. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, the company does not own any Immovable Property.
- (d) In our opinion and according to the information and explanation given to us, the Company does not own any Intangible Assets
- (e) In our opinion and according to the information and explanation given to us, the company has not revalued its Property, Plant and Equipment during the year.
- (f) In our opinion and according to the information and explanation given to us, there is no proceedings initiated or pending against the company under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) In our opinion and according to the information and explanations given to us, the Company does not hold inventory. Accordingly, paragraph 3 (ii) (a) and (b) of CARO 2020 are not applicable.
- (iii) In our opinion and according to the information and explanation given to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advance in the nature of loans secured or unsecured, to companies, firms, limited liability partnership or any other parties. Accordingly, paragraph 3 (iii) (a) to (f) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has not granted any loans, or made any investments or provided any guarantees or securities which require compliance with provisions of section 185 and 186 of the Companies Act 2013 during the year under consideration. Accordingly, in our opinion, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, in our opinion, the provisions of Clause 3 (v) of the said CARO 2020 is not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Company is not engaged in production, processing, manufacturing or mining activities for which the Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. Accordingly, in our opinion the provisions of Clause 3 (vi) of said CARO 2020 are not applicable to the Company.
- (vii)(a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, GST, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of custom duty/excise.
According to the information and explanations given to us, no other undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, duty of customs, value added tax, GST, cess and other material statutory dues were in arrears as at 31st March, 2022.
- (b) In our opinion and according to the information and explanations given to us, there are no material statutory dues as referred in sub clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanation given to us, the Company does not have any transactions not recorded in books of account and surrendered or disclosed as income during the year in tax assessment.
- (ix) In our opinion and according to the information and explanations given to us, the company does not have any loans taken from financial institutions, banks or debenture holders. Accordingly, paragraph 3 (ix) (a) to (f) is not applicable.
- (x)(a) In our opinion and according to the information and explanations given to us, the Company did not raise money by way of public offer or further public offer during the year.

- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) during the year.
- (xi)(a) In our opinion and according to the information and explanations given to us there is no fraud by or on the company noticed or reported during the year.
- (b) In our opinion and according to the information and explanations given to us there is no report under section 143(12) of the Companies Act in Form ADT 4 as prescribed under Rule 13 of the Company (Audit and Auditors) Rules 2014 filed by the Auditors with the Central Government
- (c) In our opinion and according to the information and explanations given to us the provisions regarding establishment of whistle blower mechanism is not applicable to the company and hence there are no such complaints that are required to be considered during the year.
- (xii) In our opinion and according to the information and explanations given to us, Since the Company is not a Nidhi Company, paragraph 3 (xii) (a), (b) and (c) of CARO 2020 is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by Accounting Standards.
- (xiv) In our opinion and according to the information and explanations given to us, the provisions of the Companies Act, 2013 pertaining to Internal Audit are not applicable to the Company. Accordingly, paragraph 3 (xiv) (a) and (b) of CARO 2020 are not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any Non cash Transactions as contemplated u/s 192 of the Companies Act 2013 with the Directors or persons connected with them, hence paragraph 3 (xv) of CARO 2020 is not applicable.
- (xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered u/s 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) (a) to (d) of CARO 2020 are not applicable.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred any cash losses during the financial year or immediately preceding financial year.
- (xviii) In our opinion and according to explanations given to us, there has been no resignation of Statutory Auditors during the year.
- (xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) In our opinion and according to the information and explanations given to us, the provisions of section 135(5) of the Companies Act, 2013 pertaining to Corporate Social Responsibility are not applicable to the Company. Accordingly, paragraph 3 (xx) (a) and (b) of CARO 2020 are not applicable.
- (xxi) In our opinion and according to the information and explanations given to us the financial statements are standalone and not consolidated. Accordingly, paragraph 3 (xxi) of CARO 2020 are not applicable.

**For Mitesh Mehta & Associates
Chartered Accountants**

Sd/-

Mitesh Mehta

(Proprietor)

Membership No. : - 041518

Firm Registration No.: 106447W

Place: - Mumbai

Date: - 17th August, 2022

UDIN No: 22041518APOCLN3793

**“Annexure B” To the Independent Auditor's Report of Even Date on the Standalone Financial Statements
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies
Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **All Indian Origin Chemists & Distributors Limited** (“the Company”) as of March 31, 2022 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

- Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
- Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2022:

The Company need to strengthen implementation of policies and procedures documented for the components of internal Control.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material Misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 standalone financial statements of the Company, and these material weaknesses do not affect our opinion on the standalone financial statements of the Company.

**For Mitesh Mehta & Associates
Chartered Accountants**

Sd/-

**Mitesh Mehta
(Proprietor)**

Membership No.: 041518

Firm Registration No.: 106447W

Place: - Mumbai

Date: - 17th August, 2022

UDIN No: 22041518APOCLN3793

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

FINANCIAL STATEMENTS
Balance Sheet as at 31st March, 2022

Particulars	Note No	31st March, 2022 (Amount in ₹)	31st March, 2021 (Amount in ₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	2	15,97,88,800	15,97,88,800
(b) Surplus	3	17,77,68,356	16,41,62,213
(2) Non-current liabilities			
(a) Long-term borrowings		-	-
(a) Deferred tax liability (net)		2,453	-
(3) Current liabilities			
(a) Trade payables	4		
(A) total outstanding dues of micro enterprises and small enterprises; and		45,20,778	57,31,262
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		98,81,983	1,22,64,643
(b) Other current liabilities	5	43,99,077	43,38,377
(c) Short-term provisions	6	8,30,58,680	7,94,99,382
Total		43,94,20,127	42,57,84,677
II.Assets			
(1) Non-current assets			
(a) <i>Property, plant and equipment and Intangible assets</i>	7		
(i) <i>Property, plant and equipment</i>		49,331	77,210
(iii) Capital work-in-progress			
(b) Non-current investments	8	97,00,000	97,00,000
(c) Long term loans and advances	9	9,73,25,110	9,61,85,363
(2) Current assets			
(a) Inventories		-	-
(b) Trade receivables	10	1,74,74,698	2,15,38,189
(c) Cash and cash equivalents	11	31,46,63,267	29,77,00,114
(d) Short-term loans and advances	12	2,07,721	5,83,801
Total		43,94,20,127	42,57,84,677

Significant accounting policies

1

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date

For **Mitesh Mehta & Associates**

Chartered Accountants

ICAI F.R.No. :106447W

Sd/-

Mitesh Mehta

Proprietor

M.No.: 041518

Date:-17th August, 2022

Place:- Mumbai

Sd/-

Jagannath Shinde

Chairman

DIN: 01435827

Sd/-

Ajit Parakh

CFO & Director

DIN: 07745989

Sd/-

Falak Mody

Company Secretary

M.No. A68214

For & On Behalf of the Board

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2022

Particulars	Note No.	2021-22 (Amount in ₹)	2020-21 (Amount in ₹)
Revenue from operations	13	4,88,64,633	5,24,26,841
Other income	14	1,35,43,222	7,65,088
Total Income		6,24,07,855	5,31,91,929
<i>Expenses:</i>			
Purchase Net of Returns			(7,39,691)
Other Direct Operation expenses		3,39,45,545	3,87,92,318
Employee benefit expense	15	66,37,442	29,49,625
Depreciation and amortisation cost	16	-	1,71,589
Other expenses	17	47,95,163	52,56,882
Total expenses		4,53,78,150	4,64,30,722
Profit/(Loss) Before exceptional and extraordinary items and tax		1,70,29,705	67,61,207
Exceptional Items			
Profit/(Loss) before extraordinary items and tax		1,70,29,705	67,61,207
Extraordinary items			
Profit/(loss) on sale of Investment			36,89,50,000
Profit/(loss) on Discard of Asset		(27,879)	
Profit/(Loss) before Tax		1,70,01,826	37,57,11,207
Tax expense:			
(1) Current tax		33,93,230	7,89,26,838
(2) Deferred tax		2,453	-
(3) Short Income Tax Provision			
Profit from the period		1,36,06,143	29,67,84,369
Profit/(Loss) for the period		1,36,06,143	29,67,84,369
Earning per equity share:	18		
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		0.85	18.57
(2) Diluted		0.85	18.57

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date

For **Mitesh Mehta & Associates**

Chartered Accountants

ICAI F.R.No. :106447W

Sd/-

Mitesh Mehta

Proprietor

M.No.: 041518

Date:-17th August, 2022

Place:- Mumbai

Sd/-

Jagannath Shinde

Chairman

DIN: 01435827

Sd/-

Ajit Parakh

CFO & Director

DIN: 07745989

Sd/-

Falak Mody

Company Secretary

M.No. A68214

For & On Behalf of the Board

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Particulars	For the Year ended March 31, 2022	For the year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	1,70,01,826	37,57,11,207
Adjustments for:		
Depreciation and amortisation expense	-	1,71,589
(Profit) / Loss on redemption of investments		36,89,50,000
Loss on Discard of Asset	27,879	
Operating profit / (loss) before working capital changes	1,70,29,705	69,32,796
Changes in working capital:		
Increase / (Decrease) in trade payable	(35,93,144)	2,87,800
Increase / (Decrease) in provisions	35,59,298	7,90,45,827
Increase / (Decrease) in other current liabilities	60,700	(4,16,020)
(Increase) / Decrease in loan and advances	(7,63,666)	(8,45,70,500)
(Increase) / Decrease in trade receivables	40,63,491	23,61,100
(Increase) / Decrease in Other Non Current Assets		8,47,506
(Increase) / Decrease in Other Current Assets		(4,61,229)
	33,26,679	(29,05,517)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	2,03,56,384	40,27,279
Less: Taxes paid	(33,93,230)	
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	1,69,63,154	40,27,279
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Profit)/Loss on redemption of investments		36,90,00,000
Taxes paid on sale of investments		7,89,26,838
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	-	29,00,73,162
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest expenses	-	-
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	-	-
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	1,69,63,154	29,41,00,441
Cash and Cash equivalents at beginning period (Refer Note 11)	29,77,00,114	35,99,670
Cash and Cash equivalents at end of period (Refer Note 11)	31,46,63,267	29,77,00,114
D. Cash and Cash equivalents comprise of		
Cash on hand	1,153	-
Balances with banks		
In current accounts	31,46,62,114	29,77,00,114
Total	31,46,63,267	29,77,00,114

This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"

As per our report of even date
For **Mitesh Mehta & Associates**
Chartered Accountants
ICAI F.R.No. :106447W

For & On Behalf of the Board

Sd/-
Mitesh Mehta
Proprietor
M.No.: 041518
Date:-17th August, 2022
Place:- Mumbai

Sd/-
Jagannath Shinde
Chairman
DIN: 01435827

Sd/-
Ajit Parakh
CFO & Director
DIN: 07745989

Sd/-
Falak Mody
Company Secretary
M.No. A68214

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

NOTES FORMING PART OF BALANCE SHEET

Note 2 :- Share capital

Particulars	31st March, 2022	31st March, 2021
Authorised share capital		
2,00,00,000 Equity Shares of Rs 10/- each	20,00,00,000	20,00,00,000
Issued, subscribed & paid-up share capital		
1,59,78,880 Equity share of Rs. 10/- each Fully Paid in Cash (P.Y 1,59,78,880 of Rs 10 each Fully Paid in Cash)	15,97,88,800	15,97,88,800
Share holding pattern and details		
Shareholder % holding No. of shares		
FY 21-22		
MSCDA LTD (15.8835%)(25,38,000)		
FY 20-21		
MSCDA LTD (15.8835%)(25,38,000)		
Total share capital	15,97,88,800	15,97,88,800

Note 2.1 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2022	31st March, 2021
Equity shares at the beginning of the year	1,59,78,880	1,59,78,880
Add: Shares issued during the current financial year		
Equity shares at the end of the year	1,59,78,880	1,59,78,880

Note 2.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.3 : There is no fresh issue or buyback of shares during the year.

Note 2.4 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.5 : There is no change in the number of shares outstanding at the beginning and at the end of the year.

Note 2.6 : There is no change in the pattern of shareholding during the year. It is same as the last year.

Shares held by Promoters (Directors) at the end of the year 31st March, 2022			% Change during the year
Promoter (Directors) Name	No. of Shares	% of total shares	
Ravi Puri	1000	0.0063	No Change
Jagannath Shinde	13000	0.0814	No Change
Jashvant Prahladbhai	5000	0.0313	No Change
Total	19000	0.119	No Change
Shares held by Promoters (Directors) at the end of the year ending 31st March, 2021			% Change during the year
Promoter (Directors) Name	No. of Shares	% of total shares	
Ravi Puri	1000	0.0063	No Change
Jagannath Shinde	13000	0.0814	No Change
Jashvant Prahladbhai	5000	0.0313	No Change
Total	19000	0.119	No Change

Note 3: Surplus

Particulars	31st March, 2022	31st March, 2021
Profit & Loss A/c		
Opening Balance	16,41,62,213	(13,26,22,156)
Add: Adjustment due to Depreciation of Previous Years		
Add: Additions During the year	1,36,06,143	29,67,84,369
Less: Utilizations during the year		
Total	17,77,68,356	16,41,62,213

Note 4: Trade Payables

Particulars	31st March, 2022	31st March, 2021
Total outstanding dues of micro enterprises and small enterprises	45,20,778	57,31,262
Total outstanding dues of creditors other than micro enterprises and small enterprises	98,81,983	1,22,64,643
Total	1,44,02,761	1,79,95,905

NOTES FORMING PART OF BALANCE SHEET

Note 6.1 : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March, 2021, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

Trade Payables ageing schedule: As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	45,16,118	1,822	-	2,835	45,20,775
(ii) Others	98,00,998	26,319	-	54,657	98,81,973
(iii) Disputed dues- MSME					-
(iv) Disputed dues - Others					-

Trade Payables ageing schedule: As at 31st March, 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	57,07,290	1,248	19,885	2,835	57,31,258
(ii) Others	1,19,79,766	1,08,886	21,600	1,54,386	1,22,64,638
(iii) Disputed dues- MSME					-
(iv) Disputed dues - Others					-

Note 5 : Other Current Liabilities

Particulars	31st March, 2022	31st March, 2021
Statutory Dues:		
Employees Contribution To Provident Fund Payable	50,899	30,301
ESIC Liability Payable	529	504
Duties & Taxes Payable	8,51,350	9,04,265
Other Dues:		
Advance from Customers		71,787
Payable to Employees	2,75,019	2,90,481
Non Trade Creditors	24,49,922	25,31,670
Salary / Wages Payable	7,40,332	5,09,369
Outstanding Liability	31,026	
Total	43,99,077	43,38,377

Sub-note 5.1 : Outstanding Liabilities

Particulars	31st March, 2022	31st March, 2021
Other Liability	31,026	
Total	31,026	-

NOTES FORMING PART OF BALANCE SHEET

Note 6 : Short Term Provisions

Particulars	31st March, 2022	31st March, 2021
Provisions for Employee Benefits	7,38,612	5,72,544
Provision for income tax	8,23,20,068	7,89,26,838
Total	8,30,58,680	7,94,99,382

Particulars	Amount	Date of Payment
T.D.S. on Contract	26,270	07-04-2022
	13,428	07-04-2022
	1,454	28-04-2022
	3,342	28-04-2022
	1,433	27-05-2022
T.D.S. on Profession	2,623	28-04-2022
	29,313	07-04-2022
T.D.S. on Rent	10,000	07-04-2022
T.D.S. on Salaries	2,61,260	07-04-2022
T.D.S. on Commision and Brokerage	1,07,000	07-04-2022
	32,000	07-04-2022
	32,000	28-04-2022
	24,000	28-04-2022
	18,851	27-05-2022
Employer Cont. to P.F.	34,610	06-04-2022
ESIC Payable	2,250	13-04-2022
SGST Payable	1,19,258	20-04-2022
SGST Payable RCM	5,400	20-04-2022
CGST Payable	1,19,258	20-04-2022
CGST Payable RCM	5,400	20-04-2022
Profession Tax	2,200	
Total	8,51,350	

NOTES FORMING PART OF BALANCE SHEET

Note 7 :- Property, plant & equipments as on 31st March, 2022
(As per the Companies Act, 2013)

Tangible Assets	Gross Block				Accumulated Depreciation			Net Block		
	As On 1st April, 2021	Additions	Deductions	Total	As On 1st April, 2021	For The Year	Deductions	As on 31st March, 2022	As At 31st March, 2022	As At 31st March, 2021
TANGIBLE ASSETS										
Computers	13,79,271	-	5,37,237	8,42,034	13,10,307	-	5,10,375	7,99,932	42,102	68,964
Software	1,04,589	-	-	1,04,589	98,939	-	-	98,939	5,650	-
Office equipments	57,798	-	26,196	31,602	55,202	-	25,179	30,022	1,580	2,596
Total	15,41,658	-	5,63,433	9,78,225	14,64,448	-	5,35,554	9,28,893	49,331	71,560
Figures of previous year	2,31,00,013	-	-	2,31,00,013	2,28,51,214	1,71,589	-	2,30,22,803	77,210	2,48,799

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

NOTES FORMING PART OF BALANCE SHEET

Note 8 : Non current investments

Particulars	31st March, 2022	31st March, 2021
Investment in Unquoted Equity Shares		
5,40,000 (P.Y. 5,40,000) Equity shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited	54,00,000	54,00,000
Investment in Preference Shares		
4,30,000 (P.Y. 4, 30,000) 8% Non Cumulative Redeemable Non-Convertible Preference shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited	43,00,000	43,00,000
Total	97,00,000	97,00,000

All above investments are carried at cost

10.1 Other disclosures

(a) Aggregate cost of quoted investment		
Aggregate market value of quoted investments		
(b) Aggregate amount of unquoted investments	97,00,000	97,00,000
(c) Aggregate provision for diminution in value of investment	-	-

Note 9 : Long term loans and advances

Particulars	31st March, 2022	31st March, 2021
Security deposit		
a) Unsecured, considered good	5,21,600	5,21,600
Other loans & advances		
a) Deposits		
b) Advance Tax & TDS	9,65,92,933	9,38,12,053
c) Balance with Revenue Authorities	2,10,576	15,43,320
Other Non Current Assets		
Long term Trade Receivables		
i) Secured, Considered Good		
ii) Unsecured, Considered Good		3,08,390
iii) Doubtful		
iv) Due By Directors, Partners, etc.		
Less : Provision for doubtful debts		
Total	9,73,25,110	9,61,85,363

Note 10 : Trade receivables

Particulars	31st March, 2022	31st March, 2021
Outstanding for more than six months		
a) Secured, considered good		
b) Unsecured, considered good	1,90,911	1,89,546
c) Doubtful		
Others		
a) Secured, considered good		
b) Unsecured, considered good	1,72,83,787	2,13,48,644
c) Doubtful		
Total	1,74,74,698	2,15,38,189

Trade Receivables ageing schedule as at 31st March,2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables -considered good	1,72,83,787	9,269	82,998	3,077	95,567	1,74,74,698
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables -considered good						-
(iv) Disputed trade receivables -considered doubtful						-

Trade Receivables ageing schedule as at 31st March,2021

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed Trade receivables -considered good	2,13,48,644	90,902	3,077	-12,971	1,08,538	2,15,38,189
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables considered good						-
(iv) Disputed trade receivables considered doubtful						-

Note 11 : Cash and cash equivalent

Particulars	31st March, 2022	31st March, 2021
Cash and cash equivalent	1,153	
Sub total (A)	1,153	-
Bank balances - current accounts	43,35,389	28,35,89,143
Bank Fixed Deposits		
Bank Deposits with More than 12 Months maturity (Encumbered)	17,89,070	16,99,762
Bank Deposits with More than 12 months maturity (Unencumbered)	1,29,51,361	1,89,288
Bank Deposits with less than 12 months maturity (Unencumbered)	29,55,86,293	1,22,21,920
Sub total (B)	31,46,62,114	29,77,00,114
Total [A + B]	31,46,63,267	29,77,00,114

Note 12 : Short terms loans and advances

Particulars	31st March, 2022	31st March, 2021
Others		
Advances to Suppliers		5,12,574
Prepaid Expenses	2,07,721	71,227
Total	2,07,721	5,83,801

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

Note 13 : Revenue from operations

Particulars	2021-22	2020-21
Sales of products	-	(8,43,658)
Sale of services	4,88,64,633	5,32,70,500
Sales are net of Goods & Service Tax (GST)		
Total	4,88,64,633	5,24,26,841

Note 14 : Other income

Particulars	2021-22	2020-21
Interest on FD	1,31,51,988	3,49,009
(The above Interest Income includes TDS of Rs. 13,15,163/-) (Previous year Rs.26,176/-)		
Reversal of Provision for VAT liabilities		14,428
Sundry Balances Written Back	60,904	17
Interest on Income Tax Refund	3,30,330	4,01,634
Total	1,35,43,222	7,65,088

Note 15 : Employee benefit expense

Particulars	2021-22	2020-21
Salaries to Employees	62,52,668	27,54,500
Contribution to Provident and other funds	3,45,371	1,94,125
Staff Welfare Expenses	39,403	1,000
Total	66,37,442	29,49,625

Note 16 : Depreciation and amortised cost

Particulars	2021-22	2020-21
Depreciation	-	1,71,589
Total	-	1,71,589

Note 17 : Other expenses

Particulars	2021-22	2020-21
Power	2,25,071	2,09,704
Legal & Professional Fees	7,00,388	10,01,052
Travelling Expense	2,14,732	1,44,768
Insurance Premium	2,91,896	1,94,598
Rent, rates & taxes	12,02,500	12,02,500
Miscellaneous Expenses	3,35,798	5,10,539
Auditor Remuneration	1,26,651	1,26,651
Postage & Communication Expenses	2,07,141	3,22,693
Bad Debts	4,85,402	
Stationery, Printing, Media Essentials etc.	1,80,215	3,64,146
Information Technology Expenses	1,81,573	1,44,856
Business Development Expenses	64,135	2,11,219
Interest on TDS and Others Taxes	11,378	1,79,117
Directors' Sitting Fees	1,60,000	1,60,000
GST Audit Liabilities	30,234	68,164
Interest On Delayed payment of MSMEs	3,63,050	2,32,473
Retainer's Charges	15,000	1,80,000
Freight Charges		4,403
Total	47,95,163	52,56,882

Note 18 : Earning per share

Particulars	2021-22	2020-21
Net profit after tax	1,36,06,143	29,67,84,369
Weighted average number of equity shares	1,59,78,880	1,59,78,880
Earning per share (face value of Rs.10/-fully paid)	0.85	18.57

Ratio Analysis

Ratio Analysis	Numerator	Rs in lakhs	Rs in lakhs	Denominator	Rs in lakhs	Rs in lakhs	31-Mar-22	31-Mar-21	Change	Explanation
		FY 21-22	FY 20-21		FY 21-22	FY 20-21	Ratio	Ratio		
1 Current Ratio	Current Assets Inventories Trade Receivables Cash and Bank balances other Receivables/Accruals Loans and Advances Disposable Investments Any other current assets	- 1,74,74,698 31,46,63,267 2,07,721 33,23,45,686	- 2,15,36,189 29,77,00,114 5,83,801 31,98,22,104	Current Liabilities Creditors for goods and services Short term loans Bank Overdraft Cash Credit Outstanding Expenses Provision for taxation Proposed dividend Unclaimed Dividend Any other current liabilities	1,44,02,761 8,23,20,068 43,99,077 10,11,21,906	1,79,95,905 43,38,377 7,89,26,838 43,38,377 10,55,99,498	3.29	3.03	-9%	Note 1
2 Debt Equity Ratio	Total Liabilities Total Outside Liabilities	10,18,62,971	10,18,33,664	Shareholder's Equity Total Shareholders Equity	33,75,57,156	32,39,51,013	0.30	0.31	4%	
3 Debt Service Coverage Ratio	Net Operating Income Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets, etc.	1,70,29,705	37,57,11,207	Debt Service Current Debt Obligation (Interest & Lease payment+ Principal Repayment.	-	-	#DIV/0!	#DIV/0!		#DIV/0!
4 Return on Equity Ratio	Profit for the period Net Profit after taxes - preference dividend (if any)	1,36,06,143	29,67,84,369	Avg. Shareholders Equity (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	33,07,54,084	17,55,58,828 15,51,95,256	0.04	1.69	98%	Note 2
5 Inventory Turnover Ratio	Cost of Goods sold (Opening Stock + Purchases) – Closing Stock	-	-	Average Inventory (Opening Stock + Closing Stock)/2	-	-	#DIV/0!	#DIV/0!	#DIV/0!	
6 Trade Receivables Turnover Ratio	Net Credit Sales Credit Sales	4,88,64,633	5,24,26,841	Average Trade Receivables (Beginning Trade Receivables + Ending Trade Receivables) / 2	1,95,06,444	2,32,96,687	2.51	2.25	-11%	Note 3
7 Trade Payables Turnover Ratio	Total Purchases Annual Net Credit Purchases	3,39,45,545	3,80,52,626	Average Trade Payables (Beginning Trade Payables + Ending Trade Payables) / 2	1,61,99,333	1,78,52,005	2.10	2.13	2%	
8 Net Capital Turnover Ratio	Net Sales Total Sales - Sales Return	4,88,64,633	5,24,26,841	Average Working Capital Current Assets - Current Liabilities	33,75,57,156	32,39,51,013	0.14	0.16	11%	Note 4
9 Net Profit Ratio	Net Profit Profit After Tax	1,36,06,143	29,67,84,369	Net Sales Sales	4,88,64,633	5,24,26,841	0.28	5.66	95%	Note 5
10 Return on Capital employed	EBIT Profit before Interest and Taxes	1,70,29,705	67,61,207	Capital Employed * Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	33,75,59,609	32,39,51,013	0.05	0.02	-142%	Note 6
11 Return on Investment	Return/Profit/Earnings	-	-	Investment **	97,00,000	-	-	-	0%	

Note No	Explanation for changes in ratio in excess of 25%
1	Current Assets have increased by Rs. 1,25,23,582/- and Current liabilities have reduced by Rs. 44,77,591/-
2	Net profit has reduced by Rs. 28,31,78,226/- and average shareholders' equity has reduced by Rs. 1,55,195,256/-
3	Sales has reduced by Rs. 36,62,208/- and trade receivables has reduced by Rs. 37,90,244/-
4	Sales has reduced by Rs. 35,62,208/- and working capital has reduced by Rs. 1,36,06,143/-
5	Net profit has reduced by Rs. 28,31,78,226/- and Sales has reduced by Rs. 35,62,208/-
6	Earnings before interest and tax is increased by Rs. 1,02,68,498/- and capital employed is reduced by Rs. 1,36,08,596/-

All Indian Origin Chemists & Distributors Limited
Notes Forming Part of Financial Statements for The Year Ended March 31, 2022

1. Company was incorporated on 5th February, 2007 and obtained certificate of Commencement of Business on 13th June, 2007.

1.1 SIGNIFICANT ACCOUNTING POLICIES

A. System of Accounting:

- I. The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.
- II. The Company is not a Small Company as defined u/s 2(85) of the Companies Act, 2013. However, the company is a Small and Medium Sized Company (SMC) as defined Companies (Accounting Standards) Rules 2021 w.e.f. 1/4/2021. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- III. The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.
- IV. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.
- V. The Company had filed a Scheme of Arrangement covering Amalgamation with "Maharashtra Safe Chemists and Distributors Alliance Ltd." with NCLT which is at an advanced stage of approval at NCLT Mumbai.

B. Property, Plant and Equipment:

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable cost including borrowing costs of bringing the asset into existence and working condition at the locations for its intended use.

C. Intangible Assets:

Acquisition of the software licenses satisfying the criteria laid down under Accounting Standard 26 is recognized as intangible assets and the relevant disclosure are made in the financial statements and notes to accounts.

D. Depreciation:

Depreciation on Tangible Assets is provided on the Straight-Line Method over the useful lives of the assets (with residual value as 5%) as estimated by the Management. Depreciation on assets Purchased or sold during a period is proportionately charged. Individual asset costing less than Rs 5000 each is depreciated in full in the year of purchase. Depreciation Method, Useful lives and Residual Values are reviewed periodically including at each financial year end. The Depreciation policy is consistently followed during the year.

E. Amortization Method:

The useful life of the software license being the class of Intangible assets is estimated at 10 years. Amortization method adopted is straight line method. Amortization Method, Useful lives and Residual Values are reviewed periodically including at each financial year end.

F. Investments:

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is recognized if it is other than temporary.

G. Inventories:

The Inventories are valued at lower of Cost or Net Realizable value.

H. Preliminary Expenses:

Preliminary Expenses is written off over a period of 5 years commencing this from the current accounting period. The expenses pertaining to increase in authorized capital of the Company and allotment of shares have been charged in Profit & Loss Account.

I. Revenue Recognition:

Interest income is recognized on accrual based on time proportion.

Revenue from Sales is recognized when all significant risks and rewards of the ownership have been transferred to buyer.

Revenue from Services rendered is recognized on accrual basis as per agreement / arrangement with the parties.

Dividend Income is recognized on accrual based on the declaration the dividend.

J. Employee Benefits:

a. **Gratuity:** The Company has provided Gratuity liability as on the date of the Balance sheet which is calculated on the basis of last salary drawn (and not on actuarial valuation,).

b. **Leave Encashment:** Leave encashment benefit is provided up to maximum 90 days (i.e. Leave entitled) as on Balance sheet date, which is calculated on the basis of last salary / wages drawn. (and not on actuarial valuation,)

c. **Provident Fund and Other Funds:** The Company's contribution to Provident Fund is charged to Profit and Loss Account.

K. Income Tax:

Tax expense comprises both current and deferred taxes. Current income- tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

L. Provisions:

A provision is recognised when an enterprise has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liability is not recognized in the financial statements but is disclosed.

1.2 CONTINGENT LIABILITY NOT PROVIDED FOR: -

NIL (Previous year: of Rs. 15,189/-)

1.3 An amount of Rs. 19,48,104/- (P.Y. Rs. 29,73,065/-) is due to Micro, Small, and Medium Enterprises, which are Outstanding for more than 45 days and an amount of Rs.3,63,050/-(P.Y.2,32,473/-) Interest thereon for delayed payment for more than 45 days as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

1.4 Payment to Directors: -

Directors' sitting Fees of Rs. 1,60,000/- (P.Y. Rs. 1,60,000/-) paid to the independent directors during the year.

1.5 Deferred Tax:

The Company has recognized Deferred Taxes which result from the timing difference between the Book Profit/ (Loss) and Taxable Profit / (Loss) for the Financial Year 2021-22 as under: -

Particulars	Balance as 01-04-2021	For the year recognized in the Profit & Loss Account	Balance as 31-03-2022
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
Deferred Tax Liabilities: -			
1. Effect of difference in amount of depreciation as per the Companies Act, 2013 and the Income Tax Act, 1961.	0	22,749	22,749
Deferred Tax Assets : -			
1. Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	0	(20,296)	(20,296)
Net Amount Deferred Tax Liabilities / (Assets) (Rs.)	0	2,453	2,453

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

1.6 Earnings Per Share:

Sr. No.	Particulars	2021-22	2020-21
1.	Profit/ (Loss) before Prior Period Item for the Year attributable to Equity Shareholders	1,36,06,143	29,67,84,369
2.	Profit/ (Loss) after Prior Period Item for the Year attributable to Equity Shareholders	1,36,06,143	29,67,84,369
3.	Weighted Average No. of Equity Shares of Rs. 10/- each	1,59,78,880	1,59,78,880
4.	Basic Earnings Per Share Before Prior Period Item	0.85	18.57
5.	Basic Earnings Per Share After Prior Period Item	0.85	18.57

Determination of Net Profit Attributable to Equity Shareholders:

Sr. No.	Particulars	2021-22	2020-21
1.	Profit/ (Loss) for the Year attributable to Shareholders	1,36,06,143	29,67,84,369
2.	Weighted Average Number of Equity Shares of Rs. 10/- each	1,59,78,880	1,59,78,880
3.	Basic Earnings Per Share	0.85	18.57

Determination of Capital for Computation of Basic EPS:

Particulars	2021-22	2020-21
Total No. of Equity shares as on beginning of the year	1,59,78,880	1,59,78,880
Total No. of Equity shares issued & allotted during the year	Nil	Nil
Weighted Average Number of Equity Shares	1,59,78,880	1,59,78,880

- 1.7 The balances with parties are subject to confirmation.
- 1.8 Estimated amount of Contracts remaining to be executed on Capital Account and not provided for – Rs. Nil (Previous year: Rs. Nil)
- 1.9 **Lease:**
Operating Lease - Lessee
 Lease payments of Rs. 12,00,000/- (P.Y. Rs. 12,00,000/-) has been recognized in the Profit & Loss Account for the year. There is no sub lease payment received or recognized in Profit and Loss account during the year.
- 1.10 **Expenditure and Earnings in Foreign Currency:** - Nil

Payment to Auditors: -

	Particulars	2021- 2022 Amt. (Rs.)	2020- 2021 Amt. (Rs.)
a)	As Auditor	1,26,651	1,26,651
b)	As Adviser, or other capacity, in respect of	-	-
ii)	Other Services	-	-

Note: - Above amount is exclusive of any Taxes on Services.

1.11 Previous Year Comparatives:

Previous year's figures have been regrouped where necessary to conform to the current years Classification.

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

1.12 Related Party Transactions: -

(Amount in Rs. in Lakhs)

Particulars	Joint Venture		Enterprises that have a member of key management in common		Total	
	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
Payment made on our behalf	-	-	0.05	124.12	0.05	124.12
Payment made on their behalf	-	15.58	0.88	1.10	0.88	16.68
Payment received on our behalf	-	-	-	-	-	1.10
Payment made	-	-	18.60	153.14	18.60	153.14
Payment received	-	52.28	-	1	-	53.28
Rent expenditure	-	-	14.16	14.16	14.16	14.16
Reimbursement of expenses incurred on our behalf	-	-	5.19	4.51	5.19	4.51
Sales return	-	-	-	8.44	-	-
Sale of material	-	-	-	-	-	-
Balance Outstanding as on year end Receivable/ (Payable)	0	0	(4.43)	(5.81)	(4.43)	(5.81)

Note: (1) Amounts are inclusive of taxes wherever applicable.

(2) The shareholding in the joint venture company is transferred during the previous financial year and hence there is no relationship as on the reporting date.

Names of related parties and description of relationship:

Relationship	Name of the Related Party
Enterprises that have a member of key management in common with the reporting enterprise.	Maharashtra Safe Chemist and Distributors Alliance Limited.

As per our attached report of even date

For Mitesh Mehta & Associates
Chartered Accountants

For and on behalf of the Board of Director

Sd/-
Mitesh Mehta
Proprietor
Membership No - 041518
FRN - 106447W

Sd/-
Jagannath Shinde
Chairman
(DIN: 01435827)

Sd/-
Ajit Parakh
Director & CFO
(DIN: 07745989)

Sd/-
Falak Mody
Company Secretary
M. No. A68214

Date: 17th August, 2022
Place: Mumbai

ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED
CIN: U74110MH2007PLC167578**

**Registered office: - 6th Floor, Corporate Park - II, V.N. Purav Marg, Chembur,
Mumbai - 400 071**

ATTENDANCE SLIP

16th Annual General Meeting - 28th September, 2022 on Wednesday at 1:00 p.m.

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

Regd. Folio No. / DP ID* & Client ID*	
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	

*Applicable for investors holdings shares in electronic form

I hereby record my presence at the **16th ANNUAL GENERAL MEETING** of the Company held at **Club Emerald, Next to Shrusht & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071** at 1:00 p.m.

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.



ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

Registered office: - 6th Floor, Corporate Park - II, V.N. Purav Marg, Chembur, Mumbai - 400 071
CIN: U74110MH2007PLC167578

**Form No.: MGT-11
PROXY FORM**

16th Annual General Meeting - 28th September, 2022 on Wednesday, at 1:00 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 the above named Company, 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 **16th Annual General Meeting of the Company to be held on Wednesday, 28th September, 2022 at 1:00 p.m. at Club Emerald, Next to Shrushut & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For (√)	Against(x)
1.	To adopt the Audited Financial Statements together with the Reports of Board of Directors' and Auditors' for the year ended March 31, 2022.		
2.	To appoint a Director in place of Mr. Ravi Bhushan Puri, who retires by rotation.		
3.	To re-appointment Statutory Auditor of the Company.		
4.	To re-appoint Mr. Jagannath Shinde as a Managing Director.		
5.	To approve Donation to Jan Jagruti Sevarth Sansthan.		

Signed this day of September, 2022

Signature of shareholder

Signature of Proxy holder(s)

NOTE : 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.

Affix a
Revenue
Stamp of
Re 1/-



Shareholders Details Updation Form

Date: ___ / ___ / 2022

To,
Link Intime India Pvt. Ltd.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083

Dear Sir/ Madam,

Sub: Change of Address & Updation of other details.

Kindly update my Address, email id and other details in your database to avoid further inconvenience.

Name of the Share Holder	
Folio No.	
Address	
PAN Card No.	
Email Id:	
Updation of Signature:	

Thanking You,

Yours Faithfully,

Signature of Shareholder

Enclosures:

1. Self attested PAN Card copy
2. Self Attested Address Proof copy (new Address)
3. Self Attested Address Proof copy (old Address)*

CC: All Indian Origin Chemists and Distributors Ltd.
6th Floor, Corporate Park - II, V.N. Purav Marg, Chembur, Mumbai – 400 071

Incase of joint shareholding, kindly provide the details/documents of all the joint shareholders.

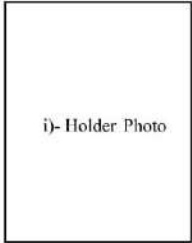
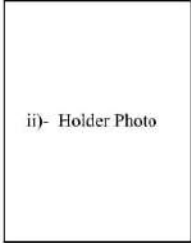
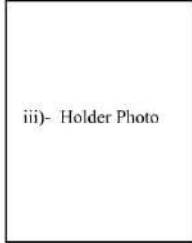
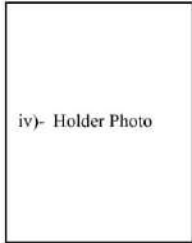





* Required in case of Address Updation



Form ISR – 2

(SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03,2021)

Confirmation of Signature of Securities Holder by the Banker

1. Bank Name and Branch		
2. Bank contact details		
Postal Address		
Mobile/Tel number		
E-mail address		
3. Bank Account number		<i>attach original cancelled cheque leaf</i>
4. Account opening date		
5. Account holder's PAN	Account Holder's Name	
i)	i)	
ii)	ii)	
iii)	iii)	
iv)	iv)	
6. Latest photograph of the account holder(s)		
		
i)- Holder Photo	ii)- Holder Photo	iii)- Holder Photo
		
iv)- Holder Photo		
7. Account holder(s) details as per Bank Records		
a) Address		
b) Mobile/Tel number		
c) Email address		
d) Signature(s) of the Holder(s)		
i) 		
ii) 		
iii) 		
iv) 		
		
	<i>Bank Manager's Signature and Bank Seal</i>	
-- (To be Mandatorily Filled by the Bank Official) --		
Place:	Name of the Bank Manager :	
Date:	Employee Code :	
Mobile / Tel no:	Email id :	



AFFIDAVIT FOR SIGNATURE UPDATION

I, (Name of the Shareholder), son of _____, aged ___ years, an Indian Inhabitant, residing at _____, do hereby solemnly affirm and declare as under:

1. That I, _____, am holding _____ equity shares in **All Indian Origin Chemists & Distributors Limited** as mentioned below:

Folio No. :
Certificate No. :
Distinctive Nos. :
No. of Shares :

That I wish to update my signature in the records of the RTA. Therefore I request that my specimen signature as provided herein be taken on record.

Specimen Signature: _____

2. On registering the signature in the records, I do hereby covenant with the Company, its successors and assigns and agree and undertake at all times save, defend and to indemnify and keep indemnified the Company, its successors and assigns its estate and effects, and its directors, manager, secretary and shareholders / debenture holders and their heirs, executors and assigns from and against all actions, suits, proceedings, accounts, claims and demands whatsoever for or on account of the said shares / debentures or dividends / interests or any part thereof or otherwise in connection with the same, and from and against all losses, costs, claims, actions, demands, risks, charges, expenses, damages and losses arising in any manner howsoever.

I am executing this declaration to be submitted to the concerned authorities for the registration of signature in the records of the RTA.

VERIFICATION

I hereby state that whatever is stated herein above is/are true to the best of my knowledge.

Solemnly affirmed at Mumbai

On this _____ day of _____ of 2022 (affix photograph of the Applicant)

(Signature of the Applicant)

Identified by me

Before Me

Advocate

S.E.O./ Oaths Commissioner/Notary

NOTES:

1. Affidavit should be on Non-judicial stamp paper Rs. 100/-.
2. Please do not just type this format as it is.
3. Affidavit should be notarized or attested by S.E.O./ Oaths Commissioner
4. Also note, you will have to submit Banker verification form identifying you and attesting your signature along with your account details and cancelled cheque leaf.



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All Indian Origin Chemists & Distributors Limited

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

Phone 022- 67730000 • Website : www.aiocdlttd.in • e-mail : cs@aiocd.com