

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

Notice is hereby given that the **19th Annual General Meeting** of the members of **AIOCD PHARMA LIMITED** [Formerly known as 'Maharashtra Safe Chemists and Distributors Alliance Limited'] will be held on **Monday, September 29, 2025, at 11.30 a.m. IST at Club Emerald, Next to Sushrut & Mangal Anand Hospital, Siddharth Colony, Swastik Park, Chembur, Mumbai – 400 071** to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended **31st March, 2025** along with the Reports of the Board of Directors' and Auditors' thereon;
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended **31st March, 2025** along with Auditors' Report thereon.

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

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

"RESOLVED THAT Mr. Jagannath Shinde (DIN: 01435827), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director liable to retire by rotation pursuant to Section 152 and other provisions applicable, if any, of the Companies Act, 2013".

3. To appoint a Director in place of **Mr. Prasad Danave (DIN: 08425165)**, who retires by rotation and, being eligible, offers himself for re-appointment;

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

"RESOLVED THAT Mr. Prasad Danave (DIN: 08425165), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director liable to retire by rotation pursuant to Section 152 and other provisions applicable, if any, of the Companies Act, 2013".

4. To appoint a Director in place of **Mr. Jashvant Patel (DIN: 01817257)**, 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. Jashvant Patel (DIN: 01817257), 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 pursuant to Section 152 and other provisions applicable, if any, of the Companies Act, 2013".

II. SPECIAL BUSINESS

5. **To approve reappointment of Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director;**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], approval, be and is hereby granted to the reappointment of Mr. Prasad Waman Danave (DIN: 08425165), as Managing Director of the Company for a period of one year w.e.f. 11th February 2025, on the terms and conditions including remuneration mutually agreed upon between the Company and Mr. Prasad Danave within the limits of Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors will have the liberty to alter and/or vary the terms and conditions of the re-appointment, including the terms of his remuneration, which shall not exceed the

limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof, as may be agreed to between the Board of Directors and Mr. Prasad Danave.

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

6. **To authorize the Board to give Loans or Invest Funds of the Company pursuant to Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of body corporate upto a maximum aggregate amount of Rs.100 crore, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

7. **To Give Loans, Guarantee or Security made By the Company To Person In Whom Any of the Directors Is Interested under Section 185 (2) Of the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the consent of the Members be and is hereby accorded to the Company to give loan(s) / guarantee(s) / provide security(ies) in connection with loan(s) to the entity(ies), in whom the Director(s) of the Company is interested, on such terms and conditions, including rate of interest, security, and repayment schedule, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT such loan(s)/guarantee(s)/security(ies) shall be utilised by the borrowing company / body corporate for its principal business activities only.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing necessary returns with the Ministry of Corporate Affairs and to settle any question or difficulty that may arise in this regard.”

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

MR. JAGANNATH SHINDE
CHAIRMAN
DIN: 01435827

Place: Mumbai
Date: 26th August, 2025

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 – MUFG Intime India Private Limited (MUFG 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 / MUFG 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 at cs@aiocd.com MUFG Intime.
- 10) Shareholders desirous of obtaining any information / clarification on the accounts and operations of the Company are requested to send in writing queries to the Company, at least one week before the date of the meeting. Replies will be provided only in respect of such written queries received, at the meeting.
- 11) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.aiocdpharmaltd.com. 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. Jagannath Shinde (DIN: 01435827), Mr. Prasad Danave (DIN: 08425165) and Mr. Jashvant Patel (DIN: 01817257)**, Directors retiring by rotation at the ensuing Annual General Meeting, and being eligible, offers themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment.
- 13) Equity Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder 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 15th **August, 2025**.
- 14) Physical copy of the Notice of AGM is being sent to the Members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "Depositories") as on 15th **August, 2025**. The Notice is also being sent to Members in electronic form to the email addresses registered with their Depository Participants / the Company's Registrar and Share Transfer Agents.

- 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 the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the 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 24th September 2025 (9:00 a.m. IST) and ends on 28th September 2025 (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 24th September 2025, 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 24th September 2025. (8 days including date of AGM)
 - VIII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 24th September 2025, 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. **022 - 4886 7000 and 022 – 2499 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **24th September 2025**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
 - IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - X. Mrs. Meghna Shah (FCS 9425) from MSDS & Associates, Company Secretaries, have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process including the ballot form received from the Members at the AGM who do not have access to the e-voting process, in a fair and transparent manner.
 - XI. The Chairman will, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper to all those Members who are present at the AGM, but have not cast their votes by availing the remote e-voting facility.
 - XII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received through Ballot forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes

- cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.aiocdpharmaltd.com and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- XIV. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Ms. Prajakta Pawle, 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 AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, 24th September 2025 at 09:00 a.m.** and ends on **Sunday, 28th September 2025 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **22nd September 2025**, 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 **22nd September 2025**.

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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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

	<p>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>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. 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.
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.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533

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 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.: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@aiocd.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@aiocd.com. 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.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

MR. JAGANNATH SHINDE
CHAIRMAN
DIN: 01435827

Place: Mumbai
Date: 26th August, 2025

ANNEXURE-A

Additional information pursuant to Clause 1.2.5 of Secretarial Standards – 2 in respect of Directors seeking appointment / re-appointment as mentioned under item no. 5 to 6 of the Notice of Annual General Meeting is provided hereunder:

Name of Director	Prasad Danave	Jagannath Shinde	Jashvant Patel
Date of Birth	14/11/1962	11/11/1949	27/10/1963
Age	62 years	75 Years	61 years
Qualifications	D. Pharma	BA/DBM/D.Pharm	BA
Experience	Expertise in pharma retail & distribution	49 years of experience in pharma retail & distribution	48 years in pharma industry
Terms and Conditions of appointment	Retiring Director and Managing Director on the terms and conditions as mutually agreed between the Company and Mr. Prasad Danave	As a Retiring Director	As a Retiring Director
Date of first appointment	30/09/2020	16/10/2006	13/09/2023
Shareholding in the Company	5,000 Equity Shares	1,45,300 Equity Shares	2000 Equity Shares
Relationship with other Director/Manager and other KMP	N.A.	NA	N.A.
Number of Board meetings attended during the financial year 2024-25	5 out of 5	5 out of 5	3 out of 5
Directorships/ Designated Partnership on other Boards/ LLP's	1. Credensure Corporate Solutions LLP 2. Shree Krishna Real Estate and Developers LLP 3. Pranic Healthcare Distributors Private Ltd 4. Mkj & Shree Kishna Construction & Developer Private Limited	1. Pravin Infotech & Engineers Pvt. Ltd 2. Arkenstone Healthcare LLP 3. D-Plus Life LLP 4. Distigrow Pharma LLP	1. Shriji Distributors SD Private Limited 2. Synergetic Secure Solutions Private Limited 3. Accuhawk Private Limited 4. Nephurocare Pharma Private Limited 5. Fraternity of Gujarat Safe Chemists And Distributors Alliance Limited
Membership/ Chairmanship of Committees of other Board	---	---	--

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

Item No. 5: To approve reappointment of Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director:

Your Directors on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of shareholders, re-appointed Mr. Prasad Waman Danave (DIN: 08425165) as a Managing Director of the Company w.e.f. 11th February, 2025, for the period of one year.

Mr. Prasad Waman Danave holds a degree in D.Pharm from Maharashtra College of Pharmacy, Nilanga District, Latur. He has total experience of more than 41 years in various industries. Requisite details of Mr. Danave are provided in Annexure A to the Notice.

Mr. Danave is a person of integrity, skill and standing with his vast experience as well as expertise; he indeed would bring a great value addition on the Board by his guidance. Hence, your Directors are of opinion that his association with the Company is in the best interest of the Company. Accordingly, your Directors recommend and seek your approval to the resolutions as appearing in item No. 5 of the accompanying notice by way of Ordinary Resolution.

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

Item No. 6: To Authorise Board to give Loans or Invest Funds Of the Company Pursuant to Section 186 of the Companies Act, 2013:

In terms of the provisions of Section 186 of the Companies Act, 2013('the Act') and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is proposed to authorize the Board of Directors of the Company to invest or render financial assistance by way of giving loan to and/or extending Corporate Guarantee etc. in the best interest of the Company maximum aggregate amount upto Rs. 100 Crores outstanding at any point of time over and above the permissible limit under section 186 of the Act to Pranik Drug store, LLC (Dubai), Pranik Enterprise, Distigrow Pharma LLP, Pranik Healthcare Distributors Private Limited.

Hence, your Directors recommend and seek your approval consent by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs. 100 Crore, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No. 6 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 in the notice.

Item No. 7: To Give Loans, Guarantee Or Security Made By The Company To Person In Whom Any Of the Directors Are Interested Under Section 185 (2) Of The Companies Act, 2013:

The Board of Directors of the Company, at its meeting held on 12th August, 2025, considered and approved, subject to the approval of the members, a proposal to grant [loan(s)/give guarantee/provide security] to the entities as detailed below in whom Director of the Company, is interested as per Section 185 of the Companies Act, 2013.

Section 185 of the Act permits a Company to advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom a director of the company is interested, provided that:

A special resolution is passed by the shareholders of the Company in a general meeting; and

The loan is utilized by the borrowing company for its principal business activities.

The particulars of the proposed transaction are as under:

(1) Name of the borrowing entity: Distigrow Pharma LLP

Nature of transaction: Loan

Proposed amount upto: ₹ 10 Crore

Purpose of utilization: To be utilized for the principal business activities of Distigrow Pharma LLP only

(2) Name of the borrowing entity: Pranic Healthcare Distributors Private Limited, a subsidiary company

Nature of transaction: Loan

Proposed amount upto: ₹ 20 Crore

Purpose of utilization: To be utilized for the principal business activities of Pranic Healthcare Distributors Private Limited only.

(3) Name of the borrowing entity: Pranic Enterprise,

Nature of transaction: Loan

Proposed amount upto: ₹ 20 Crore

Purpose of utilization: To be utilized for the principal business activities of Pranic Enterprise only

(4) Name of the borrowing entity: Pranic Drug Store LLC, Dubai, Investee Body Corporate

Nature of transaction: Loan

Proposed amount upto: ₹ 50 Crore

Purpose of utilization: To be utilized for the principal business activities of Pranic Drug Store LLC, Dubai only

Your Directors recommend and seek your approval to the resolution as set out in item no.7 of the accompanying notice by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Jagannath Shinde, are concerned or interested, financially or otherwise, in the resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

**Place: Mumbai
Date: 26th August, 2025**

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

Route Map for Annual General Meeting Venue

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

