

ASIAN PETROPRODUCTS AND EXPORTS LIMITED



ANNUAL REPORT 2019-20

28th Annual General Meeting



INVITATION

Dear member,

You are cordially invited to attend the Twenty-Eighth Annual General Meeting of the members to be held on Wednesday, 30th September, 2020 at 4.00 p.m. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Notice for the meeting, containing the business to be transacted, is enclosed herewith.

Very Truly Yours,

Jaykishor Chaturvedi

Managing Director



Company Information-

Asian Petroproducts and Exports Ltd. (APPL), a company incorporated in the year 1991, is engaged in the manufacturing of Chemicals based on Ethylene Oxide.

The Product range comprises Monoethanolamine, diethanolamine, Triethanolamine, Ethoxylates of various moles, Lauryl Alcohol Ethoxylates and Steric acid ethoxylates. There are facilities for various formulated and value added products also.

The above products are widely used in Refineries, Fertilizers, Textiles industries, Dyes industries, Pharmaceutical and Detergent industries. The company is having its plant located at village Anjesar, Tal. Savli, Dist. Baroda, 25 kms away from Baroda. It is a public limited company, whose shares are listed at Mumbai and Vadodara Stock Exchange.

MANAGEMENT TEAM

Mr. Jaykishor Chaturvedi - Chairman

Mr. Siddharth Chaturvedi - Director

Mrs. Nupur Chaturvedi - Director

Mr. Satish K Shah - Independent Director

Mr. Pradeep Sharma - Independent Director (upto 13.05.2020)

Dr. Rajendra K Singhal - Independent Director

Mr. Ankur Chaturvedi- Chief Financial Officer

Ms. Anjali Gurnani - Company Secretary



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NOTICE

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting (AGM) of the members of Asian Petroproducts and Exports Limited will be held on Wednesday, September 30th, 2020, at 4.00 p.m. IST through Video Conferencing(VC)/ Other Audio Visual Means(OAVM) to transact the following business :

Ordinary business

1. To receive, consider and adopt the Audited financial Statement including the Balance Sheet as at March 31, 2020, the Profit and Loss account for the year ended on that date and the Report of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Siddharth Chaturvedi (DIN: 01968300), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting and to fix their remuneration.

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

"Resolved that M/s. DBS & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 28th Annual General Meeting to the conclusion of the 33rd Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, which remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors."

Special business

4. **Increase in Authorized Share Capital of the Company**

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

"RESOLVED THAT pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the Authorized Share Capital of the company be and is hereby increased from Rs.10,00,00,000/- (Rupees Ten Crores only) to Rs.15,00,00,000/- (Rupees Fifteen Crore only).

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company as to share capital be and is substituted with the following:

"The Authorised share capital of the company is Rs.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT the Board of Directors or its committee thereof be and is hereby authorized to take all such necessary steps / actions and to execute and/or file necessary forms with the authorities including the relevant Registrar of Companies and Stock Exchange and do all such other acts, deeds and take necessary actions to fulfill all other statutory compliances as may be required to give effect to this resolution."

5. **Conversion of unsecured loans into equity shares of the Company:**

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 62 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, the provisions of the Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to create, offer, issue and allot Equity Shares of Rs.10/-each against conversion of the unsecured loan upto the extent of Rs. 10 (Rupees ten crores only) availed or proposed to be availed from the Promoters and Promoter Group of the Company towards adjustment of their entitlements for the proposed Rights Issue including subscription to additional Equity Shares and Equity Shares which may be renounced in their favour, if any.

RESOLVED FURTHER THAT allotment of Equity Shares to Promoters and Promoter group of the Company against conversion of the unsecured loan shall be at the same terms and conditions as per the proposed Rights Issue approved by the Board of Directors.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects that they shall be entitled to pro-rata dividend from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit".

6. **Alteration of Articles of Association**

To alter the Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution."

Place : Vadodara
Date : 27/08/2020

By Order of the Board
Sd/-
CS Anjali Gurnani
Company Secretary



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

Item No-4: Increase in Authorized Share Capital of the Company

The Company due to its funding requirements has been contemplating various options for raising funds for its normal business purposes. Any further investment into the Company would require the Authorized Share Capital of the Company to be increased.

The present Authorized Share Capital of the company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each. The Board has approved, subject to the shareholders approval, an increase in the Authorized Share Capital to Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendments to Clause 5 of the Memorandum of Association of the Company.

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in Authorized Share Capital and consequent amendments in the Capital Clause of the Memorandum of Association of the Company requires approval of the members.

Approval of the members is, therefore, sought in terms of the said sections. Your directors recommend the above special resolution for your approval.

None of the Directors, key managerial personnel and their relatives is/are concerned or interested in the above said resolution.

Item No.- 5: Conversion of unsecured loans into equity shares of the Company

In order to meet the financial requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company by making Rights Issue which was approved by the Board of Directors on 12th February, 2020. The Board has recommended to convert the Unsecured Loan amount of Directors and their Relatives up to Rs. 10,00,00,000/- (Ten Crore Rupees only).

The Promoter and Promoter Group of the Company have vide common letter dated 28th January, 2020 requested the Board of directors of the Company to adjust the unsecured loan already brought in by them and the unsecured loan which they may continue to bring in the Company (*to meet its working capital and general corporate requirements*) till the date of finalization of final Letter of Offer for the proposed Rights Issue, towards their entitlement for the proposed Rights Issue including subscription to additional Equity Shares and Equity Shares which may be renounced in their favour, if any.

It is therefore, proposed to authorize the Board of Directors of the Company to issue and allot Equity Shares to the Promoters and Promoter group on the same terms and conditions as applicable to all other shareholders of the Company pursuant to the proposed Rights Issue.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for allotment of shares on rights basis as required by section 62 of the Companies Act, 2013.

None of the Directors, except Mr. Jaykishor Chaturvedi, Mr. Siddharth Chaturvedi are interested or concerned in the resolution except to the extent of shares that may be offered to them. The Promoters and Promoter Group members are interested in the resolution to the extent of shares that may be offered to them.



Item No. 6 - Adoption of New Set of Articles of Association

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the new Companies Act, 2013. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company Limited by Shares and also carry forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company email address: barodagroup99@gmail.com or cs@asianpetro.org and the same is also available on the website of the Company www.asianpetro.org.

The Board recommends the resolution set forth in Item No.6 for the approval of the member.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Particulars of the Directors Seeking re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard.

Name of Directors	Mr. Siddharth Chaturvedi
DIN	01968300
Date of Birth	10.11.1978
Age	41 years
Nationality	Indian
Qualification	B.Com
Expertise in Specific Functional Areas	Management, Legal & Finance
Date of Appointment	03-02-2010
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Siddharth Chaturvedi is son of Mr. J K Chaturvedi and brother of Ankur Chaturvedi and brother in law of Mrs. Nupur Chaturvedi.
Name of other Companies in which he/she holds Directorship	1. Brijlaxmi Leasing and Finance Limited. 2. Brijlaxmi Housing and Finance Company Limited. 3. JKE Polymers Private Limited. 4. Brijlaxmi Infotech Limited. 5. World Tradimpex Private Limited. 6. Shreenath palstopack Private Limited. 7. Raj Petro Products Limited. 8. J.J. Chemicals (Gujarat) Private Limited
Chairman/ Member of the Committee(s) of the Board of the Company	Member – Audit Committee Member- Stakeholders' Relationship Committee
Shareholding in the Company	8,200
Number of Board Meeting attended	7 in Financial Year 2019-20



Notes:

- 1) The Notice is being sent to all the shareholders, whose names appear on the Register of Members / list of Beneficial Owners, as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as at close of business hours on 28th September, 2020.
- 2) For the purpose of determining the name of the shareholders who will be entitled to attend and vote at the Meeting, the record date is 23rd September, 2020.
- 3) Notice of this Annual General Meeting is available at the website of the Company at www.asianpetro.org.
- 4) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
- 5) SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- 6) The Notice of the Meeting is being sent by electronic mode to the Members of the Company.
- 7) Members desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 8) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- 9) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 10) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all members.
- 11) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 12) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as



the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 13) 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.asianpetro.org. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 14) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

The remote e-voting period begins on 27th September, 2020 at 09:00 A.M. and ends on 29th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 113804 then user ID is 113804001***

5. Your password details are given below: