

# ASIAN PETROPRODUCTS AND EXPORTS LIMITED



**ANNUAL REPORT 2020-21**

**29<sup>th</sup> Annual General Meeting**



## **INVITATION**

Dear member,

You are cordially invited to attend the Twenty-Ninth Annual General Meeting of the members to be held on Thursday, 30<sup>th</sup> September, 2021 at 5.00 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 (upto 28.06.2021)

Mr. Pradeep Sharma - Independent Director (upto 13.05.2020)

Dr. Rajendra K Singhal - Independent Director

Mr. Jashwant Bhatt – Independent Director (from 24.06.2021)

Mr. Ankur Chaturvedi- Chief Financial Officer

Ms. Anjali Gurnani - Company Secretary



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## **NOTICE**

Notice is hereby given that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of the members of Asian Petroproducts and Exports Limited will be held on Thursday, September 30<sup>th</sup>, 2021, at 5.00 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, 2021, 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.

### **Special business**

#### **3. Appointment of Mr. Jashwant H Bhatt, (DIN 09198610) as an Independent Director**

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

**"RESOLVED THAT** Mr. Jashwant H Bhatt, (DIN 09198610), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors with effect from 24<sup>th</sup> June, 2021 in terms of Section 161(1) of the Companies Act, 2013 and Article 137 of the Articles of Association of the Company to hold office upto ensuing Annual General Meeting and in respect of whom the Company has received a requisite notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose Mr. Jashwnat H Bhatt as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. Jashwant H Bhatt, (DIN 09198610), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years with effect from 24<sup>th</sup> June, 2021 up to 23<sup>rd</sup> June, 2026.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby also accorded for the continuation of first term of Mr. Jashwant H Bhatt, (DIN 09198610), who will attain the age of 75 years, during a first term of his appointment as Non-Executive Independent Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."



4. **Revision in terms of appointment and remuneration of Mr. Jaykishor Chaturvedi, Managing Director of the Company**

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

**“RESOLVED THAT** in partial modification to the resolution passed by the members through Special Resolution on September 28, 2019 and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and such other approvals as may be necessary in this regard, the approval of the Members of the Company be and is hereby accorded for variation in terms of appointment and remuneration of Mr. Jaykishor Chaturvedi (DIN: 00467706) of the Company, designated as Managing Director

**RESOLVED FURTHER THAT** the remuneration paid / payable to Mr. Jaykishor Chaturvedi, Managing Director with effect from April 1, 2021, as approved by the Nomination and Remuneration Committee shall be as under:

**a. Basic Salary:**

Rs. 50,000/- per month with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee.

**b. Commission on profits,** in addition to the salary, perquisites payable, as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee for each financial year calculated with reference to net profits of the Company, subject to the overall ceiling stipulated in Section 197 and 198 read with Schedule V of the Companies Act, 2013 payable at such intervals, as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to revise, amend, alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed by the Board of Directors and Mr. Jaykishor Chaturvedi, without any further reference to the shareholders in General Meeting.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Jaykishor Chaturvedi as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution the Board of Directors are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.”

5. **Increase in the power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013**

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

**RESOLVED THAT** in supersession of earlier Resolutions passed by members of the Company in the General Meeting in this regard, and pursuant to the provisions of Section 180(1c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the consent of members of the Company be and is hereby accorded to Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to borrow, to borrow by obtaining loans, overdraft facilities, lines of credit, commercial papers, nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial



Institutions, Insurance Companies, Mutual Funds or other Corporate or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore only) or the aggregate of paid up share capital and free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

6. **Issue of Warrants on Preferential basis to Mr. Jaykishor Chaturvedi (DIN – 00467706), Promoter, Chairman & Managing Director, Siddharth Chaturvedi (DIN – 01968300), Promoter & Director of the Company and World Tradimpex Private Limited, Promoter Group, on conversion of existing unsecured loans.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) readwith the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the Equity Shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall



be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 22,68,000 (Twenty two Lakhs Sixty Eight Thousands only) Warrants convertible into equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 10/- (Rupees Ten Only) per Warrant, aggregating to Rs. 2,26,80,000 (Two Crores Twenty Six Lakhs Eighty Thousands only), to Mr. Jaykishor Chaturvedi (DIN – 00467706), Promoter, Chairman & Managing Director, Mr. Siddharth Chaturvedi (DIN – 01968300), Promoter & Director and World Tradimpex Private Limited, Promoter Group of the Company, on preferential basis, by way of conversion of outstanding unsecured loan (as on August 26, 2021 Outstanding Unsecured Loan amount received from the aforesaid allottees is Rs. 5,14,17,950/- (Rupees Five Crores Fourteen Lakhs Seventeen Thousand Nine Hundred Fifty only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws and in accordance with Chapter V of the SEBI ICDR Regulations or any other applicable provisions of law as may be prevailing as on date to the below-mentioned proposed allottees in the manner given below:

<b>Sr.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>No. of Warrants convertible into equity shares</b>
<b>1.</b>	<b>Jaykishor Chaturvedi</b>	<b>Promoter and Promoter Group Promoter</b>	<b>8,90,000</b>
<b>2.</b>	<b>Siddharth Chaturvedi</b>		<b>38,000</b>
<b>3.</b>	<b>World Tradimpex Private Limited</b>		<b>13,40,000</b>
	<b>Total</b>		<b>22,68,000</b>

**RESOLVED FURTHER THAT** the Relevant Date pursuant to the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, being the date 30 days prior to the date on which the meeting of shareholders is held to consider the Preferential Issue, shall be 31<sup>st</sup> August, 2021.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The pre-preferential shareholding of the proposed allottees and Warrants to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Warrants so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- Allotment of Warrants shall only be made in dematerialized form;





- d) The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- e) The Equity Shares proposed to be issued upon conversion of Warrants shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provision of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorise any person including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottees upon conversion of his outstanding unsecured loan amount and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Place : Vadodara  
Date : 27/08/2021

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

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

**Item No- 3**

Pursuant to the relevant provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, Mr. Jashwant H Bhatt, (DIN 09198610) was appointed as an Additional Director of the Company w.e.f. 24<sup>th</sup> June, 2021 till the conclusion of 29<sup>th</sup> Annual General Meeting.

The brief profile Mr. Jashwant H Bhatt is set-out below:

Mr. Jashwant Bhatt was completed B.Sc. (Biology) in the year 1972 from M. S. University, Vadodara. He has also done PGDDM (Marketing) in the year 1986 from Bharatiya Vidhya Bhawan, Bangalore. He has a very wide and varied experience of more than 35 years in Industry with key responsibility in various domains. He has retired from Indian Petrochemicals Corporation limited of Reliance Industries Limited.

The Company has received requisite disclosures and declarations from Mr. Jashwant H Bhatt required under the Act and the SEBI Listing Regulations. Mr. Jashwant H Bhatt is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received requisite disclosure under section 160 of the Companies Act, 2013, regarding candidature of Mr. Jashwant Bhatt for appointment as a Director.

Pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also recommends the resolution in relation to the continuation of directorship of Mr. Jashwant H Bhatt as Non-Executive Independent Director, even after he attains the age of 75 years, till the expiry of his term of appointment.

In the opinion of the Board of Directors of the Company, Mr. Jashwant H Bhatt fulfills the conditions specified in the Act and the rules thereunder and is Independent of the Management. Further, Mr. Jashwant H Bhatt is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as Independent Director would be available for inspection by the Members. All relevant documents referred hereinabove would be open for