

ASIAN PETROPRODUCTS AND EXPORTS LIMITED



ANNUAL REPORT 2021-22

30th Annual General Meeting



INVITATION

Dear member,

You are cordially invited to attend the Thirtieth Annual General Meeting of the members to be held on Friday, 30th September, 2022 at 2.00 p.m. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

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

Very Truly Yours,

Jaykishor Chaturvedi

Managing Director



Company Information-

Asian Petroproducts and Exports Limited, 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 Bombay Stock Exchange.

MANAGEMENT TEAM

Mr. Jaykishor Chaturvedi – Chairman and Managing Director

Mr. Siddharth Chaturvedi - Director

Mrs. Nupur Chaturvedi - Director

Mr. Satish K Shah - Independent Director (upto 28.06.2021)

Dr. Rajendra K Singhal - Independent Director (upto 18.05.2022)

Mr. Jashwant Bhatt – Independent Director (w.e.f. 24.06.2021)

Mr. Devindersingh Bhumra – Independent director (w.e.f. 12.08.2022)

Mr. Ankur Chaturvedi- Chief Financial Officer

Ms. Anjali Gurnani - Company Secretary



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NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of the members of Asian Petroproducts and Exports Limited will be held on Friday, September 30th, 2022, at 2.00 p.m. IST through Video Conferencing(VC)/ Other Audio Visual Means(OAVM) to transact the following businesses :

Ordinary business

1. To receive, consider and adopt the Audited Financial Statement including the Balance Sheet as at March 31, 2022, 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. Devindersingh Bhumra (DIN 02680275) as an Independent Director

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

"RESOLVED THAT Mr. Devindersingh Bhumra (DIN 02680275), 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 12th August, 2022 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. Devindersingh Bhumra 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. Devindersingh Bhumra (DIN 02680275), 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 12th August, 2022 up to 11th August, 2027.

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. Devindersingh Bhumra (DIN 02680275), 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, 2022, as approved by the Nomination and Remuneration Committee shall be as under:

- a. Salary of Rs. 2,00,000/- per month with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee.
- b. The Company shall provide the Managing Director with rent free furnished accommodation and will pay electricity and water charges.
- c. The Managing Director shall be entitled to use the Company's car, all the expenses for the maintenance and running of the same including salary of the driver to be borne by the Company;

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 between 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.

RESOLVED FURTHER 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 Authorised 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) divided into 1,00,00,000/- (One Crore) Equity Shares of Rs.10/- (Ten only) each, to 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each by, creation of additional Equity Shares amounting to Rs.15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000/- (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Ten only) each.



RESOLVED FURTHER THAT the consent of Shareholders of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following:

“The Authorised Share Capital of the company is Rs.25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two 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.”

Place : Vadodara
Date : 29/08/2022

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. Devindersingh Bhumra (DIN:02680275) was appointed as an Additional Director of the Company w.e.f. 12th August, 2022 till the conclusion of 30th Annual General Meeting.

The brief profile Mr. Devindersingh Bhumra (DIN 02680275) is set-out below:

Mr. Devindersingh Bhumra aged 70 years is an Electrical Engineer. He has also done MBA from IIM Bangalore. He has a vast experience of Marketing. He worked as a Vice President with Reliance Industries Limited at the Head Office for more than 30 years. After his retirement he became the Director in the Management Institute in Mumbai.

The Company has received requisite disclosures and declarations from Mr. Devindersingh Bhumra required under the Act and the SEBI Listing Regulations. Mr. Devindersingh Bhumra 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. Devindersingh Bhumra 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. Devindersingh Bhumra 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. Devindersingh Bhumra fulfills the conditions specified in the Act and the rules thereunder and is Independent of the Management. Further, Mr. Devindersingh Bhumra 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



inspection by the Members during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board recommends the resolution set out at Item No. 3 of the Notice for your approval.

Except Mr. Devindersingh Bhumra, none of the other Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in Resolution No. 3 of the Notice. This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the Resolution at Item No.3 of the Notice for your approval by way of Special Resolution.

Item No.- 4

Mr. Jaykishor Chaturvedi, who was appointed as Managing Director by the members through Special Resolution at the 27th Annual General Meeting of the Company held on 28th September, 2019, to hold office for a period of 5 years commencing from 1st April, 2019 to 31st March, 2024.

Keeping in view that Mr. Jaykishor Chaturvedi has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to have Mr. Jaykishor Chaturvedi as Managing Director.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has also decided to provide remuneration to Mr. Jaykishor Chaturvedi, subject to the approval of members/shareholders by way of special resolution.

The profits to be earned by the Company during the said financial year may not be as per expectations and may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013. Considering the current market situations and economic factors which create direct impact of the economy on the industry, the Company has been making necessary efforts to improve its profitability by pursuing and implementing strategies. The results of these initiatives are likely to be felt in the coming years.

In view of the above, the payment of the managerial remuneration within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration:

Where the effective capital is	Limit of yearly remuneration payable shall not exceed (in Rs.) in case of a managerial person
5 crores and above but less than 100 crores	84 lakhs

** Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

Accordingly, the Board of Directors at its Meeting held on 30th May, 2022 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution to the appointment and remuneration payable to the aforesaid managerial personnel with effect from 1st April, 2022.

Having regard to the above, the resolution set out at item No. 4 have been proposed and the Board of Directors recommended the same for your approval based on the recommendations of the Nomination and Remuneration Committee.

Except Mr. Jaykishor Chaturvedi, being an appointee and Mr. Ankur Chaturvedi, Mrs. Nupur Chaturvedi and Mr. Siddharth Chaturvedi being relatives of Mr. Jaykishor Chaturvedi in the capacity of CFO and Directors of the Company, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned and interested or in the resolution set out at item no. 4 of the Notice.



Item No. 5

At the Board Meeting held on Monday, 29th August, 2022, it was unanimously decided by the Members of the Board of the Directors to increase the authorized share capital of the Company by Rs. 15,00,00,000/- to make it to Rs. 25,00,00,000/- by creation of new shares i.e. 1,50,00,000 Equity shares of Rs. 10/- each. The reason behind increasing the authorized share capital to Rs. 25,00,00,000/-, is that the Company is seeking to widen its present activities and for that the Company may require financial assistance to support these activities.

In case the Company proposes the issue of further shares in future, the present authorized capital will not be sufficient and therefore the Company needs to increase its Authorized Capital from Rs. 10,00,00,000/- (Rupees Ten Crore Only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only), which according to Section 61 of Companies Act, 2013 and Articles of Association of the Company is subject to the approval of the shareholders of the Company by way of an Ordinary resolution. The increase in Authorised share capital shall be subject to alteration of Clause V of Memorandum of Association ("MOA") of the Company. Hence, it also needs to be altered.

Further, the Section 61 of the Companies Act, 2013 read with the Articles of Association of the Company, empowers the Company to alter the capital clause as and when required subject to the consent of the members of the Company.

You are therefore requested to accord your consent to the Resolutions set out at Item No. 5 with respect to increase in Authorised Share Capital and alteration of Clause V of MOA as placed in the Notice.

The altered Memorandum of Association and Articles of Association of the Company are available for inspection during the Meeting and / or at the Company's Registered Office on any day between 10:00 a.m. to 4:00 p.m., except on Sunday and other public holidays.

None of the Directors, key managerial personnel and their relatives is/are concerned or interested, financially or otherwise, in respect of the Items as mentioned in this notice except to the extent shares allotted to them.

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 27th September, 2022.
- 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 24th September, 2022.
- 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, Circular No. 02/2021 dated January 13, 2021, Circular no. 02/2022 dated 5th May, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 Corporate are entitled to appoint authorised representatives to attend the 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 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 and Disclosure Requirements) Regulations 2015 (as amended), and various Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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) Circulars, 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 Exchange i.e. BSE Limited at www.bseindia.com 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 Listing Regulations and 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, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 02/2022 dated 5th May, 2022.