

ASIAN VEGPRO INDUSTRIES LIMITED

CIN L01404WB1994PLC061722

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of ASIAN VEGPRO INDUSTRIES LIMITED will be held on Tuesday, 30th November, 2021 at 11 A.M., at the registered office of the Company situated at Todi Chamber, 2 Lal Bazar Street, 3rd Floor, Suit 315, Kolkata -700 001, to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shyam Sunder Agarwal (DIN : 00696712), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shiv Ratan Agarwal (DIN : 00696617), who retires by rotation and being eligible offers himself for re-appointment.
4. Reappointment of Statutory Auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of The Companies Act 2013 and the rules framed there under, as amended from time to time, the Company hereby reappoints M.B. Agrawal and Co. Chartered Accountants, (FRN 100137W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the Company for the financial year 2021-22, at such remunerations plus Goods and Service tax, out of pocket, travelling expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form should be lodged with the Company at its registered office at least 48 hours before the time of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the Share Capital of the Company.
2. Share Holders are requested to promptly notify any changes in their address and mandates to the Company quoting their Folio No.

Any Member requiring further information on the Accounts at the Meeting is requested to send queries in writing before 48 hours of the meeting to the Registered Office of the Company.

3. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 01.00 P.M. up to the date of Annual General Meeting.

4. Unclaimed Dividends:

Pursuant to sections 124(6) of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 all unpaid or unclaimed dividend, application money, etc remaining unclaimed or unpaid for seven years from the date they first became due for payment, in relation to the Company, have been transferred to the "Investor Education and Protection Fund" established by the Central Government.

5. Members holding shares are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their bank immediately to the Company.

6. Nomination Facility:

As per the provisions of the Section 72 of the Act facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not registered their nomination, he/she may submit the same in form no SH-14.

7. Up gradation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, bank details for payment of dividends etc. In case joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

8. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed.

For and on behalf of Asian Vegpro Industries Limited

BY ORDER OF THE BOARD OF THE DIRECTORS



Amith

DIRECTOR

Subhash Mittal

DIRECTOR

(DIN 01953701)

Place: Mumbai

Date: 20th October, 2021

Registered Office:

Todi Chambers, 2 Lal Bazar Street,
3rd Floor, Suit 315, Kolkata - 700001

ASIAN VEGPRO INDUSTRIES LIMITED

CIN L01404WB1994PLC061722

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the Twenty-Seventh Annual Report of the Company together with its Audited Statement of Profit and Loss for the year ended 31st March, 2021 and the Balance Sheet as on that date:

FINANCIAL RESULTS

	---- RUPEES ----	
	<u>2020-21</u>	<u>2019-20</u>
Gross Receipts	64,89,133	73,57,956
Less: Administration and other Expenses	<u>(17,44,120)</u>	<u>(58,73,050)</u>
Profit/ (loss) before Depreciation and taxation	47,45,013	14,84,906
Depreciation	<u>(12,73,356)</u>	<u>(13,65,849)</u>
Profit/(loss) after Depreciation and before taxation	34,71,657	1,19,057
Less: Prior Period Items	-	-
Add/(Less): Deferred Tax	(3,05,563)	58,37,836
Less: Provision for Proposed Dividend	-	-
Less: Dividend Tax	-	-
Add/(Less): Transfer to General Reserves	-	-
	31,66,094	59,56,893
Add: Balance brought forward from earlier year	<u>(6,33,30,194)</u>	<u>(6,92,87,087)</u>
Balance carried to Balance Sheet	<u>(6,01,64,100)</u>	<u>(6,33,30,194)</u>

BUSINESS PERFORMANCE REVIEW

During the year, your Company has taken a conscious decision of keeping the business activities production and distribution on a low key in the light of global recession, which continues to hamper the world even though impact on our economy is not significant.

As a result of lack of operation of business your Company has made profit of Rs. 31,66,094/- during the year. However, the Director's are exploring avenues to achieve sustainable and profitable growth of your Company.

No new projects or services undertaken by the company. No acquisition, merger, expansion, diversification during the year. The Board has taken all measures to improve the working and reduce the cost.

IMPACT OF COVID-19 OUTBREAK

The Severe Acute Respiratory Syndrome Coronavirus 2 (SARS-CoV-2), generally known as Covid-19 was declared as a pandemic by World Health Organisation on 11 March 2020. Covid-19 continues to spread across India and there is an unprecedented level of disruption on socio-economic front across the country. The Government of India declared a lockdown effective from March 25, 2020 which is now being gradually withdrawn. There is a high level of uncertainty associated with time required for economic activity across sectors to normalize. The current situation is subject to uncertainties which are outside of the Funds control and Management continues to assess the impact of the situation and will take appropriate actions as deemed fit from time to time. The Management does not anticipate any going concern issues for the Company.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2021 stood at Rs.10,86,35,150 /- During the year under review, the company had not issued share with differential voting right nor has granted any stock option or sweat equity. No changes in share capital.

INCOME

Total Revenue for the year ended 31st March, 2021 earned by your Company is Rs. 64,89,133/- against Rs. 73,57,956/-for the year ended 31st March, 2020.

ADMINISTRATION, FINANCE AND OTHER EXPENSES

Administration and other expenses were incurred in the normal course of business for the year ended 31st March, 2021 at Rs. 17,44,120/- as against Rs. 58,73,050/- for the year ended 31st March, 2020. Finance costs included above for the period 2020-21 are Bank charges of Rs. 684/- as against Rs. 885/- for the period 2019-20.

DEPRECIATION

Depreciation was charged at normal rates for the year end at Rs. 12,73,356/- as compared to Rs. 13,65,849/-.

PROFIT / LOSS BEFORE TAXATION & PRIOR PERIOD ITEMS

Profit before Tax & Prior Period Items for F.Y. 20-21 was at Rs. 34,71,657/- as compared to Profit of the previous year Rs. 1,19,057/-.

PROFIT/ (LOSS)

The Profit after Tax for the year was Rs. 31,66,094/- as compared to the previous year's Profit of Rs. 59,56,893/-.

DIVIDEND

The Board has not recommended any dividend for the financial year under review. During the year under review no amount was transferred to General reserve.

OTHER CURRENT ASSETS

Other Current Assets are Rs. 3,60,196/- for the year ended 31st March, 2021 as against Rs. 8,93,644/- for the year ended 31st March, 2020.

PUBLIC DEPOSITS

Your Company has not accepted any public deposit during the year under review.

OTHER NON CURRENT LIABILITES

Other Non Current Liabilities for the year ended 31st March, 2021 Rs. 15,38,772/- of Warehousing deposit from VIP Industries Limited as against Rs. 23,62,320/- for the year ended 31st March, 2021 of Samsonite Asia Private Limited which was repaid during the year.

CURRENT LIABILITIES

The Trade Payables are Rs. 73,613/- for the year ended 31st March, 2021 as against Rs. 1,57,761/- for the year ended 31st March, 2020. The Current Liabilities are Rs.92,767/- as against Rs. 9,416/- for the year ended 31st March, 2020 and Provisions made for the expenses at Rs. 32,060/- details of which are given in the notes to the Financial Statements.

CAPITAL EXPENDITURE ON FIXED ASSETS

During the year under review, the Company has not incurred any amount towards Capital expenditure.

NON-CURRENT INVESTMENTS

The Non-Current Investments are made in Mutual Funds which stand at Rs. 40,99,875/- for the year ended 31st March, 2021 (1,12,291.865 units fully paid) as against Rs. 31,00,000/-for the year ended 31st March, 2020 (60,781.276 units fully paid).

NON CURRENT ASSETS

Other Non Current Assets include Advance to Related parties Rs. 33,33,419/- during the year.

CURRENT ASSETS

For the year under review the Company has no Inventory.

The Trade Receivables are Rs. 7,77,580/- for the year ended 31st March, 2021 as against Rs. 30,521/- for the year ended 31st March, 2020.

The Company's TDS has been deducted on Warehousing Charges and F.D. Interest for the year under review. The amount varies due to government policies and increase in rates of taxes.

LOANS, ADVANCES RECEIVED

The company has not received or taken any loans or advances during the year. No person has given guarantee on behalf of the company for any loans or advances.

LOANS, GUARANTEES & INVESTMENTS U/S 186 OF COMPANIES ACT

The company has not given any loan to any person or body corporate during the year nor given any guarantee to anyone nor acquired by subscription, purchase or otherwise securities of other body corporate.

The balances of advances to related parties on account of deposits for premises on rent, reimbursement of expenses incurred etc. details of which are given in the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY

The Company believes in its sense of social responsibility towards the community and environment and monitors the business to ensure its active compliance. The detailed policy followed by the Company is available at the Registered office.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit Function is well defined in the organization. To maintain its objectivity and independence, the Internal Audit Function reports to the Board of Directors.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy to provide a mechanism for the Directors and employees to report genuine concern about any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

EXTRACT OF ANNUAL RETURN

The details forming part of the Extract of the Annual Return in Form MGT-9 has been attached filed with the Registrar.

AUDIT COMMITTEE

The Company has complied with the provisions of clause 49 of the Listing Agreement as to the composition of the Audit committee upto 31-3-2021.

RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. There were no materially significant transactions with related parties entered into by the Company during the year under review.

1. Other non current assets include Rs. 12.33 lacs (P.Y. 13.49 lacs) receivable from Systematic Steel Industries Limited.

RISK MANAGEMENT

The Company has not constituted any such committee since, not mandatory.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There were no Subsidiaries, Joint ventures or Associates of the Company for the year under review.

RIGHT ISSUE

The Company has not made any right issues during the year.

DEBENTURES

The Company has not issued any kind of Debentures during the year.

RECENT INITIATIVES AND FUTURE PROSPECTS:-

The Company closed the production in earlier years and the premises has been given on rent. If the Market stabilizes and if the opportunities come, the Management of the Company will restart business operations.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance of the Act and the Article of Association of the Company Mr. Shyam Sunder Agarwal and Mr. Shiv Ratan Agrawal, Directors of the Company will retire by rotation in the Annual General Meeting and are eligible to offer themselves for re-appointment.

RETIREMENT / RESIGNATION

No retirements / resignations of Directors took place during the year under review.

BOARD MEETINGS

During the year under review, 6 Board Meetings were held on 28-07-2020, 15-09-2020, 20-10-2020, 13-11-2020, 27-11-2020 & 13-02-2021 and the intervening gap between the meetings did not exceed the period prescribed under the Act. The details of which are given in the Corporate Governance Report. The attendance of directors in board meeting is as under

Sr. No.	Name of the Director	DIN	Category of Director	No. of meetings held during FY 2021 which director was supposed to attend	No. of meetings attended during the FY 2021
1	Subhash Mittal	01953701	CEO & Managing Director	6	6
2	Rajendra Agrawal	00644448	CFO	6	6
3	Shiv Ratan Agarwal	00696617	Non-Executive Director	6	6
4	Shyam Sundar Agarwal	00696712	Non-Executive Director	6	6
5	Vidya Sandip Gawand	08279561	Independent Director	6	6
6	Chandrabhan Jitendrapratap Singh	02090721	Independent Director	6	6
7	Rashmi Subhash Mittal	01063422	Independent Woman Director	1	1
8	Lalitadevi Agarwal	00696447	Independent Woman Director	1	1

BOARD EFFECTIVENESS

The Company has adopted the governance guidelines which, inter alia, cover aspects related to composition and role of the board, chairman and directors, board diversity, definition of

independence, director's term, retirement age and committees of the board. it also covers aspects relating to nomination, appointment, induction and development of directors, director's remuneration, subsidiary oversight, code of conduct, board effectiveness review and mandates of board committees.

a) Board Evaluation

The Board of Directors has carried out an annual evaluation of its performance, board committee and individual directors pursuant to the provision of the act and the corporate governance requirement as prescribed by SEBI as per clause 49 of the listing agreement.

The performance of the Board was evaluated by the Board after seeking inputs from the Directors on the basis of the criteria such as the Board Composition and structures, effectiveness of board processes, information and functioning, etc.

b) Appointment of Directors and criteria for determining qualification, positive attributes, independence of a Director

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is ensured that the mix of members with different educational qualifications and experience related to the Company's business.

The Directors do not have any pecuniary relationship with the Company.

The Directors maintain an arms length relationship between themselves and the employees of the Company.

The Directors do not have any subject of proved allegations of illegal or unethical behaviour, in their private or professional life.

c) Remuneration Policy

The Company has adopted a Remuneration policy for the Directors, KMP's and other employees pursuant to the provision of the Act and Clause 49 of the listing agreement.

The Key principles are:

The Directors may be paid sitting fees for attending the meetings of the board and of committees of which they may be members, and receive commission within regulatory limits.

Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

Remuneration paid should be reflective of the size of the Company, complexity of the sector / industry / Company's operations and Company's capacity to pay the remuneration and be consistent with recognised with best practices.

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered in any other capacity unless the services rendered are of a professional nature.

No remuneration was paid to the Directors during the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company operations.

STATUTORY AUDITORS

At the Annual General Meeting the members will be requested to reappoint M.B. Agrawal and Co. (FRN 100137W) Chartered Accountants, Mumbai, as Statutory Auditors of the Company for the financial year 2021-22 authorise the Board of Directors to fix their remuneration. The statutory auditors are eligible for reappointment.

The report of the Statutory Auditor along with the notes to schedules is enclosed to this report and does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDIT

Secretarial audit report has been attached along with the Annual Report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

No Foreign Exchange earnings or Outgo during the year under review. Foreign Travel Expenses incurred during the year which was paid in INR.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company has no activity relating to Conservation of Energy, Technology Absorption.

PARTICULARS OF EMPLOYEES HUMAN RESOURCES

Since the Company did not employ persons drawing remuneration in excess of Rs. 5,00,000 per month or Rs. 60,00,000 per annum, the particulars of employees as per requirements of section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules 2014, are not applicable.