

# ASIAN FOOD PRODUCTS LTD

Regd. Off: 37/39, Kantol Niwas,  
Modi Street, Fort,  
Mumbai 400 001  
CIN: L99999MH1968PLC013919  
Contact No. 02232450425

Admin Off: 7 Thakkers,  
Near Nehru Garden,  
Nashik 422 001

Email: [info@asianfoodproducts.in](mailto:info@asianfoodproducts.in)

August 26, 2020

To,  
The Manager,  
The Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
Fort, Mumbai – 400 001

Script Code: 526654

**Subject: Intimation for holding Annual General Meeting and closing of the Register of Members & Transfer Books.**

Dear Sir/Madam,

The Board of Directors of the Company have called the 52<sup>nd</sup> Annual General Meeting of the members of the Company at through video conferencing on Zoom App <https://us04web.zoom.us/j/8454998241?pwd=VXNTTC9tcm56SDcwZzh3bVJZbEt5Zz09> on Wednesday, 30th September, 2020 at 03.00 P.M. to setting out the Ordinary & Special Businesses to be transacted thereat together with the Annual Report for financial year 2019-20 have been sent to the members. The venue of the meeting shall be deemed to be at registered office of the Company at 37/39, Kantol Niwas, Modi Street, Fort, Mumbai 400 001.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the notice along with the Explanatory statement of the 52<sup>nd</sup> AGM of the Company is enclosed for the information of the Stock Exchange. The said notice forms part of the Annual Report for the Financial Year 2019- 20.

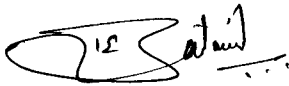
Further, the Annual Report is being sent to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories through electronic mode and is also available on the website of the Company, i.e. [www.asianfoodproduct.in](http://www.asianfoodproduct.in)

Pursuant to the Provisions of section 91 of the Companies Act, 2013 and in accordance with the SEBI (LODR), 2015 requirements; the Register of Members and Share Transfer Book of the Company will remain closed from Monday 21st September, 2020 to Wednesday, 30th September, 2020 (Both days inclusive). i.e. record date (both days inclusive) for the purpose of Annual General Meeting.

We request you to take the same on your records.

Thanking you,  
Yours faithfully,

**For ASIAN FOOD PRODUCTS LTD**



**CHETAN GIRIDHARLAL BATAVIA**  
**DIN-00400700**  
**Chairman**

## NOTES FOR MEMBERS ATTENTION:

1. In view of the continuing 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 ('MCA') followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting ('AGM') venue is not required and AGM 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. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and abovementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional investors, who are members of the Company, are encouraged to attend the 52<sup>nd</sup> AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [suranaaj@yahoo.co.in](mailto:suranaaj@yahoo.co.in) with a copy marked to [evoting@cDSL.com](mailto:evoting@cDSL.com).
4. Shareholders holding shares in the same set of names, under different ledger folios are requested to apply for consolidation of such folios along with share Certificates to the Company.
5. Shareholders are requested to notify change in address, if any, immediately to the Company.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.
7. Members desiring any information as regards the Accounts are requested to write to the Company by electronic mode on [info@asianfoodproduct.in](mailto:info@asianfoodproduct.in) at least seven days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready.
8. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [info@asianfoodproduct.in](mailto:info@asianfoodproduct.in) between Monday, September 21, 2020 (09.00 a.m. IST) and Friday, September 25, 2020 (5.00 p.m. IST). Only those Members who have preregistered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. 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 100 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. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice
10. 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 Act.
11. The Register of members and the share transfer book will remain closed from Monday 21<sup>st</sup> September, 2020 to Wednesday, 30th September, 2020 (Both days inclusive).
12. The Company has made an arrangement with CDSL & NSDL for dematerialization of shares. Members are requested to avail the facility of dematerialization of shares of the company. Members are also requested to intimate/update email address with depositories, so in future, under green initiative, all communication will be sent through registered email of shareholders.
13. "Pursuant to the provisions of Regulation 47 of SEBI (LODR), Regulations 2015, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Asian Food Products Ltd ("Asian" or "the Company") is offering e-voting facility to its members in respect of the business to be transacted at the 52<sup>nd</sup> Annual General Meeting scheduled to be held at 03.00 P.M. on 30th September, 2020 through video conferencing.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2019- 20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at [www.asianfoodproducts.in](http://www.asianfoodproducts.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
15. According to the Listing Agreement, a brief profile of Directors who are proposed to be reappointed in AGM, nature of their expertise in functional areas, their other Directorship, their shareholding and relationship with other Directors of the company are given below.

#### **Gauri Abhishek Thakker**

Mrs. Gauri A. Thakker, Director of your company will retire at the ensuing annual general meeting and notices in writing signifying their intention to offer their candidature as a director of the company has been received. The resolution for the purpose is proposed to be passed at the ensuing Annual General Meeting .

Sr.No.	Particulars	
1	Name	Thakker Gauri A.
2	Date of Birth	16/05/1987
3	DIN	07162574
4	Date of Appointment	26/05/2015
5	Date of Re-appointment	28/09/2017
6	Expertise in area	Management Activities & Financial Activies & Construction                      Activities
7	No. of Shares held in the co	Nil
8	Membership                      in Committee	1

### **Mr. Pravin Nimba Wani**

As the Independent Director Mr. Pravin Nimba Wani serving the Company from 30.03.2015 as Independent Director. In the Annual General Meeting held on 22.08.2015 he was appointed as Independent Director for the term of five years. His term of appointment is ended & he is qualified for reappointment. Further he offers himself for re-appointment subject to members approval in their General Meeting.

He known by his active participation in the programs held for Independent Directors by the Company. He was appointed as Chairman of the stakeholders Relationship Committee. Also he is the member of Nomination & Remuneration Committee. None of the equity shares hold by him. He is not a director in other Public & Listed Companies.

### **Mr. Dhimant Nathalal Kakkad**

As the Independent Director Mr. Dhimant Nathalal Kakkad serving the Company since year 2008 as Independent Director. In the Annual General Meeting held on 22.08.2015 he was appointed as Independent Director for the term of five years. His term of appointment is ended & he is qualified for reappointment. Further he offers himself for re-appointment subject to members approval in their General Meeting.

He known for his knowledge of estate management. He was appointed as Chairman of the Nomination & Remuneration Committee. Also he is the member of Audit Committee. None of the equity shares hold by him. He is not a director in other Public & Listed Companies.

## Procedure for voting through electronic means-

The instructions for shareholders voting electronically are as under:

The voting period begins on 24<sup>th</sup> September, 2020 (09.00 a.m. IST) and ends on 29<sup>th</sup> September, 2020 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares as on 28<sup>th</sup> August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab.
- (ii) Now, select the "ASIAN FOOD PRODUCTS LTD" from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID
  - A. For CDSL: 16 digits beneficiary ID,
  - B. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - C. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) "Members who have not updated their PAN with the Company/Depository Participant are Requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	"In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. "Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field."

- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "ASIAN FOOD PRODUCTS LTD" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials.  
The link for VC/ OAVM along with the Annual Report will be shared on mail IDs of shareholders which are registered with the Company. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

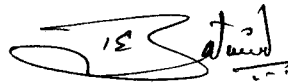


2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ questions may send the same in advance mentioning their name demat account number/folio number, email id, mobile number at [info@asianfoodproducts.in](mailto:info@asianfoodproducts.in) The same will be replied by the company suitably.

**REGD. OFF. : -**  
37/39, Kantol Niwas,  
Modi Street, Fort,  
Mumbai - 400 001

**PLACE : NASHIK**  
**DATE : 20/08/2020.**

By Order of the Board of Directors



**CHETAN GIRIDHARLAL BATAVIA**  
Chairman

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

**Pravin Nimba Wani**

Mr. Pravin Nimba Wani (DIN: '00595696) is an Independent Non-Executive Director of the Company of the Company. He was re-appointed as Independent Director on 30<sup>th</sup> March, 2015. Pursuant to the Act, Mr. Pravin Nimba Wani, was appointed as an Independent Non-Executive Director to hold office for five consecutive years, by the Members of the Company in the Annual Meeting held on 22<sup>nd</sup> August, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of the Committees and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Pravin Nimba Wani, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from this Annual General Meeting. Mr. Pravin Nimba Wani aged about 57 years and has wide range of expertize in estate state dealing, real estate activities.

Mr. Pravin Nimba Wani satisfy the criteria and other attributes for appointment as Independent Directors as per the requirement of Companies Act, 2013 & Listing Regulations. Accordingly the Board recommends the resolutions as set out in item 3 in the notice to be approved by shareholders, by way of special resolutions.

Mr. Dhimant Nathalal Kakkad (DIN: 02449006) is an Independent Non-Executive Director of the Company of the Company. He was re-appointed as Independent Director on 10<sup>th</sup> October 2010. Pursuant to the Act, Mr. Dhimant Nathalal Kakkad, was appointed as an Independent Non-Executive Director to hold office for five consecutive years, by the Members of the Company in the Annual Meeting held on 22<sup>nd</sup> August, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of the Committees and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Dhimant Nathalal Kakkad,

being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from this Annual General Meeting. Mr. Dhimant Nathalal Kakkad aged about 53 years and has wide range of expertise in estate management.

Mr. Dhimant Nathalal Kakkad satisfy the criteria and other attributes for appointment as Independent Directors as per the requirement of Companies Act, 2013 & Listing Regulations. Accordingly the Board recommends the resolutions as set out in item 4 in the notice to be approved by shareholders, by way of special resolutions.

<b>Details of Director seeking for reappointment</b>			
<b>Sr.No.</b>	<b>Particulars</b>	<b>Details</b>	<b>Details</b>
1	Name	Pravin Nimba Wani	Dhimant Nathalal Kakkad
2	DIN	'00595696	02449006
3	Date of Birth	01.06.1963	06.03.1967
4	Date of Original Appointment	30.03.2015	10.10.2008
	Date of Re-appointment	22.08.2015	22.08.2015
5	Expertise in area	Estate Dealing, Real Estate Activities	Estate Management
6	Independent Directorship in other Public Ltd Cos.	No	No
7	Membership of Committee	2	2