

ASIAN FOOD PRODUCTS LTD

Regd. Off: 7, Thakkers,
Near Nehru Garden,
Nashik 422 001
CIN: L99999MH1968PLC013919
Contact No. 0253 2598925

Email: info@asianfoodproduct.in

22nd August, 2022

To
The Manager,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Script Code: 507530

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

Dear Sir/Madam,

This is to inform you that the 54th Annual General Meeting (AGM) of the members of the Company at through video conferencing on Zoom App on

<https://us06web.zoom.us/j/3801672141?pwd=OGtTenZ4TTlhM3ZESjNFcWh2YjhpZz09>

Thursday, 15th September, 2022 at 12.00 Noon for setting out the Ordinary and special Businesses to be transacted there at together with the Annual Report for financial year 2021-22 have been sent to the members. The venue of the meeting shall be deemed to be at registered office of the Company at 7, Thakkers, Near Nehru Garden, Nashik 422 001

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 54th 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 2021-22.

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

Pursuant to the Provisions of section 91 of the Companies Act, 2013 and in accordance with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Member and Share Transfer Books of the Company will remain closed from 6th day, September, 2022 to 15th day,

September, 2022 (both days inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting (AGM).

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For ASIAN FOOD PRODUCTS LIMITED



GAURAV JITENDRA THAKKER
DIN- 01587854
Director



NOTICE FOR FIFTY FOURTH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the Members of the Company will be held at 12.00 Noon on 15th September 2022, through video conferencing zoom App

<https://us06web.zoom.us/j/3801672141?pwd=OGtTenZ4TTlhM3ZESjNFcWh2YjhpZz09>

Meeting ID: 380 167 2141

Passcode: 252525

The venue of the meeting shall be deemed to be at registered office of the Company at 7, Thakkers, Near Nehru Garden, Nashik 422 001 to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint M/s Karwa Malani Kalantri & Associates, as the statutory auditor of the Company till the Financial Year 2026-27.
3. To appoint a Director in place of Mrs. Gauri Abhishek Thakker having DIN- 07162574 who retires by rotation and being eligible, offers herself for reappointment.
4. To regularize Mr. Gaurav Jitendra Thakker (DIN 01587854) who is appointed as Additional Director as on 15th of June, 2022.

SPECIAL BUSINESS

Item no. 5 Approval for change in name of Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company::

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 4(4), Section 13 of the Companies Act, 2013, read with Rule 29 of the Companies (Incorporation) Rules, 2014, provisions of the Memorandum and Articles of Association of the Company, other applicable provisions under the Companies Act and any

other laws (including any statutory modification or re-enactment thereof) for the time being in force, subject to the approval of the Registrar of Companies, the approval of shareholders be and is hereby accorded to change the name of the Company to any of the following names, or such other names as may be approved by regulatory authority

1. Thakkers Infrastructure Limited
2. Thakker Builders Limited

RESOLVED FURTHER THAT if above names are not available with the respective authorities, Board / Management be hereby authorized to finalized any other suitable name accordingly and proceed further.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to apply for the aforementioned names, to execute, file, sign and submit necessary applications, documents, papers, letters, declarations, undertaking, fees and other related documents in this regard and in case any of the above names are not made available by the regulatory authorities, to explore, discuss and suggest alternate names, re-apply and obtain necessary approvals from the concerned authorities and to act, represent and appear before any statutory authority for giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take such further steps and to do all such acts, matters and things and to delegate all or any of the above powers in favor of any consultant as may be required in order to effectuate the above resolution”.

Item no. 6 Approval for change in main Object of Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company::

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the relevant rules made here under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded subject to the confirmation of Registrar of Companies, Mumbai to Change the main object in clause no. 3(a) of the Memorandum of Association (MOA) of the Company.

RESOLVED FURTHER THAT clause no. 3(a) of the Memorandum of Association (MOA) of the Company be and is hereby altered as set out below:

3(a) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To own, acquire, purchase, possess, hold and deal in agriculture land, farms, plots, fields, sites, estates, gardens, groves and all description of vacant or non-vacant lands and enter into, manage, undertake, carry on, engaged in the business of Real Estate Development, Land Development, Area Estate and Site Development and to carry on the Business as Planners, Builders, Real Estate Developers, Architects and Civil Engineers, Contractors, Real Estate Brokers, Agents, Brick Makers and to build/construct, own, operate, maintain, manage, control and administer, Earth Works, farmhouses, Parks, Gardens, Row houses, Duplex Apartments, Commercial, Residential or Industrial building Complexes, Retail Stores, Shopping Centres, Market Yards, hospitals, schools, sports academy and deal in, manage on its own or to lease or through management contracts and carry on all types of business and profession related to land dealings, buildings, farms, estates, properties, areas and sites and to act and undertake and carry on business as stockists, manufacturers, representatives, suppliers, dealers, agents, distributors, marketeers, importers and exporters of all types of building and construction machineries, equipment's, materials and related products.
2. To carry on the business as developers and commission agent and for that purpose to purchase, acquire, own possess, buy, sell, re-sell, lease and to traffic in land structures and estates other immovable properties and to develop co-operatives, housing schemes, township.
3. To carry on business of building, erecting and constructing structures, buildings, houses or sheds including RCC works and other fixtures on lands and or building and to convert squares, gardens and other conveniences and to make, build or construct surface metal or otherwise repair roads and carry on business of builders, constructors, contractors and road repairers of all kinds of dams, bunds, canals, bridges and irrigation works including and construction of power house or power stations.
4. To purchase and/or acquire rights of land for establishment of hotels, holiday, resorts, villas, lodgings, stalls, garages, summerhouses, chateaus, castles, inns, hostels, road houses, motels, taverns, rest houses, guest houses, restaurant, café, tavern bars, refreshment rooms, boarding and lodging, housekeepers, clubs, schools, educational institutions, sports academies, skills universities or any other educational institutions.
5. To provide lodging and boarding, restaurants, eating houses, bar, swimming pool and other facilities to the public including tourists, visitors and other delegates coming to India from foreign countries and to members of delegations and missions from foreign countries.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby severally authorized to file necessary e-forms with the Registrar of Companies, Mumbai and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

REGD. OFF.-
Directors
7, Thakkers
Near Nehru Garden,
Nashik 422 001

By Order of the Board of

PLACE: NASHIK
DATE: 22/08/2022

CHETAN G. BATAVIA
CHAIRMAN

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

Item No. 5

The Board of Directors of the company at its meeting discussed to change the name of the company as the company desire to change its object and thus requires the change in name of the company from "Asian Food Products Limited To Any other name as approved by the regulatory authority." so as to reflect the multiple business activities undertaken by the company.

Consequent to the name change of the Company, Clause I of the Memorandum of Association of the Company be substituted by the following:

Clause I- The name of the Company is as approved by the regulatory authority.

Pursuant to change in name of the company, the existing name "Asian Food Products Limited" wherever occurs in Articles of Association, be substituted by the new name approved by the regulatory authority.

The said alterations consequent to change in name of the Company requires approval of Members by passing Special Resolution. Hence, the Members are requested to pass the Special resolution accordingly.

A copy of the Memorandum of Association and Articles of Association of the Company incorporating the above proposed changes would be available for inspection at the Registered Office of the Company on any working day during working hours.

Item No. 6

The management of the company proposes to expand its business so as to include in its scope of real estate business activity. Considering future opportunities and possibilities is likely to alter its business activities. Hence, Management has decided to include such related object in the Memorandum of Association of the company.

Therefore, the Board recommends the resolution as set out at Item No. 6 of this notice for your approval as a special resolution.

shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Certificate obtained from M/s Rahalkar and Associates, Chartered Accountants, Nahsik (Firm registration number 108283W in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations.

The proposed change of name will not affect any of the rights of the Company or of the Board believes that the change in the name of the Company which is being

undertaken as part of corporate rebranding would make the name of the Company simple, sharp, focused and more relatable to the new activities of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any

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 Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 and clarification Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020 and January 15, 2021, electronic copies of the Annual Report for F.Y.2021-22 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 54th 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 with a copy marked stovoting@csdl.co.in.

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 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 between Monday 5th September, 2022 (09.00 a.m. IST) and Saturday 10th September, 2022. 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 6th day, September, 2022 to 15th day, September, 2022 (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 ("TDL" or " the Company") is offering e-voting facility to its members in respect of the business to be transacted at the 54th Annual General Meeting scheduled to be held at 12.00 Noon. on 15th September through video conferencing.
14. Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more. Members are requested to refer para on 'Transfer of Unpaid Dividend and corresponding Equity Shares to the Investor Education and Protection Fund (IEPF)' in the Directors' Report for the FY 2020-21
15. In line with the Ministry of Corporate Affairs (MCA) Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 and clarification Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020 and January 15, 2021, electronic copies of the Annual Report for F.Y.2021-22 the Notice calling the AGM along with the Annual Report 2021-22 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.asianfoodproduct.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
16. 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 Abhishek Thakker born on 16th of May, 1987, graduate in Graduate in Finance. She has wide range of experience in Management Activities & Financial Activities & Construction Activities.

Procedure for voting through electronic means-

The instructions for shareholders voting electronically are as under:

The voting period begins 9th day, September, 2022 (09.00 a.m. IST) and ends on 14th day September, 2022 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares as on 30th August, 2022 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 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 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:

For Members holding shares in Demat Form and Physical Form	
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 LIMITED" 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.
 - 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 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 under help section or write an email to 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.
2. 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.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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@asianfoodproduct.in the same will be replied by the company suitably.

REGD. OFF.:-
Directors
7, Thakkers,
Near Nehru Garden
Nashik 422001

By Order of the Board of

PLACE: NASHIK
DATE : 22/08/2022

CHETAN G. BATAVIA
CHAIRMAN