

# **ASHAPURA LOGISTICS LIMITED**

**(Formerly Known As Ashapura Forwarders Limited)**

**CIN:** U63090GJ2002PLC040596

**Regd. Off:** B-902 Shapath Hexa, Opp. High Court, S.G.Highway, Sola  
Ahmedabad- 380060

**Email:** cs.compliance@ashapura.in, **Ph:** 917966111150

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## **NOTICE OF A.G.M**

**Notice is hereby given that the 19<sup>TH</sup> Annual General Meeting of the Company will be held at registered office of the Company situated at B-902, Shapath Hexa, Opp. High Court, S.G. Highway, Sola, Ahmedabad -380060 on Saturday, September 30, 2023 at 11.00 AM to transact the following business;**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year (standalone and consolidated) ended on 31st March, 2023, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To consider and if thought fit, to pass with or without modification following Resolution as an Ordinary Resolution

### **Appointment of Auditor:**

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under, as amended from time to time, M/s. Talati & Talait LLP, Chartered Accountants (FRN: 110758W/W100377), Ahmedabad, be and is hereby appointed as Statutory Auditors of the Company, to audit the accounts of the Company for the FY 2023-24 and to hold office till the conclusion of 24th Annual General Meeting of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**"FURTHER RESOLVED THAT** the Board of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution."

3. To appoint Mrs. Chitra Sujith Kurup (DIN: 02875525) as Director retiring by rotation and being eligible and offers herself for re-appointment.

### **SPECIAL BUSINESS**

4. Regularization of Appointment of Mr. Sujith Chandrasekhar Kurupas Managing Director & Whole Time Key Managerial Personnel of the Company and to decided remuneration:

To pass with or without modification, the following resolution as Special Resolution;

**“RESOLVED THAT** pursuant to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sujith Chandrasekhar Kurup, (DIN: 00133346) Executive Director of the Company as Managing Director & Whole Time Key Managerial Personnel of the Company for a period of 5 years with effect from 01.09.2023 on the same terms and conditions including remuneration except the variation in the power as mentioned below:

i. The Managing Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

iv. The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to remunerate Mr. Sujith Chandrashekhar Kurup (DIN: 00133346) as Managing Director & Whole Time Key Managerial Personnel as per the below table;

<b>Components</b>	<b>Monthly (In Rupees)</b>	<b>Annual (In Rupees)</b>
Basic	150000	1800000
HRA	107161	1285926
Special Allowance	312344	3748128
Statutory Bonus	12495	149940
Gross Salary	582000	6983994

Indirect Benefit B		
PF (12% of Basic)	18000	216000
Total CTC	600000	7199994
Employee Deduction		
PF Deduction	18000	216000
Professional Tax	200	2400
<b>Take Home</b>	<b>563800</b>	<b>6765594</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide breakup of the remuneration within the maximum permissible limit.

**RESOLVED FURTHER THAT,** Any of the Director or Authorised Signatory of the Company, be and are hereby authorized severally to file relevant forms with office of Registrar of Companies, Gujarat and complete other necessary formalities required thereto."

**Registered Office:**

**B-902, Shapath Hexa,  
Opp. High Court,**

**S. G. Highway, Sola**

**Ahmedabad - 380060**

**Date: 09.09.2023**

**By Order of the Board of Directors of  
ASHAPURA LOGISTICS LIMITED**

**SD**

**Ms. Shikha Ranjan**

**Company Secretary**

**(Membership Number: 38002)**

**Notes:**

1. A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.
4. The explanatory statements pursuant to Section 102 of Companies Act, 2013 relating to special business are annexed.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
7. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
8. The Map of Venue of AGM is given below and the prominent landmark near venue is High Court of Gujarat.



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**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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**To regularize appointment of Mr. Sujith Chandrasekhar Kurup (DIN:00133346), as Managing Director of the Company and whole time key Managerial Personnel of the company.**

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has recommended the appointment of Mr. Sujith Chandrasekhar Kurup, (DIN: 00133346) as a Managing Director (Whole Time Key Managerial Personnel) at the Board Meeting held on the 9th day of September, 2023. Mr. Sujith Chandrasekhar Kurup was on the Board as an Executive Director since inception.

The company has received the consent in writing from Mr. Sujith Chandrasekhar Kurup in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013. The terms and conditions regarding the appointment and remuneration are mentioned below:

- i) Term: 5 years commencing from 01/09/2023 till 31/08/2028
- ii) Basic salary: As provided in the resolution
- iii) Allowance & Perquisites: As provided in the resolution

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the appointment of Mr. Sujith Chandrasekhar Kurup in as the Managing Director from 01/09/2023 to 31/08/2028 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

The appointment of Managing Director needs to be regularized by the Members in the General Meeting. None of the Directors are concerned or interested in the resolution except to the extent of their shareholding in the company.

**Registered Office:**

**B-902, Shapath Hexa,  
Opp. High Court,  
S. G. Highway, Sola  
Ahmedabad - 380060**

**Date: 09.09.2023**

**By Order of the Board of Directors of  
ASHAPURA LOGISTICS LIMITED**

**SD**

**Ms. Shikha Ranjan  
Company Secretary**

**(Membership Number: 38002)**

**MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No. / DPID/Client ID: \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of **ASHAPURA LOGISTICS LIMITED** hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

As my/our proxy to attend and vote for me/us and on my/our behalf at the 21st Annual General Meeting of the company to be held on Saturday, 30th day of September, 2023 at 11.00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are stated overleaf.

<b>Sr. No.</b>	<b>Ordinary Business/ Special Business</b>	<b>For</b>	<b>Against</b>
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<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year (standalone and consolidated) ended on 31st March, 2023, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.		
2.	Appointment of Statutory Auditor of the Company.		
3.	To appoint Mrs. ChitraSujithKurup (DIN: 02875525) as Director retiring by rotation and being eligible and offers herself for re-appointment		
<b>Special Business:</b>			
1.	Regularization of Appointment of Mr. Sujith Chandrasekhar Kurup as Managing Director & Whole Time Key Managerial Personnel of the Company and to decided remuneration:		

Signed this \_\_\_\_\_ day of September, 2023

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, our proxy will be entitled to vote in the manner as he / she deem appropriate.
3. Please complete all details including details of member (s) in the above box before submission.
4. A proxy is not entitled to vote except on poll.

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Affix revenue stamp
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