

ASHAPURA FORWARDERS LIMITED
(Formerly Known as Ashapura Forwarders Private Limited)

CIN: U63090GJ2002PLC040596

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

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BOARD'S REPORT

ASHAPURA LOGISTICS LIMITED
(Formerly known as Ashapura Forwarders Limited)

To,
The Members
ASHAPURA LOGISTICS LIMITED
(Formerly known as Ashapura Forwarders Limited)

Your Directors have pleasure in presenting the 21st Board Report of the Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended on March 31, 2023.

FINANCIAL HIGHLIGHTS

Standalone Financial Results

(Amount in Lakhs)

Particulars	<u>2022-23</u>	<u>2021-22</u>
Revenue from Operations	17154.50	14772.06
Other Income	46.26	8.72
Gross Revenue:	17200.76	14780.78
Total expenses	16227.90	13995.70
Profit Before Taxation	972.86	785.07
Current Tax	252.04	190.97
Deferred Tax	(7.65)	9.24
Excess Provision for Income Tax		-
Profit/ Loss After Taxation	728.47	584.86

Consolidated Financial Results

(Amount in Lakhs)

Particulars	<u>2022-23</u>	<u>2021-22</u>
Revenue from Operations	22485.86	22696.53
Other Income	78.82	15.65
Gross Revenue:	22564.67	22712.18
Total expenses	21353.74	21690.61
Profit Before Taxation	1210.93	1021.58

Current Tax	336.00	195.22
Deferred Tax	(34.34)	39.83
Excess Provision for Income Tax	0.00	0.00
Profit/ Loss After Taxation	908.95	786.53
Share of Profit/Loss attributed to Minority interest	0.00	(5.88)
Share of Profit/Loss of Associate	0.00	(0.82)
Profit / (Loss) After Minority Interest carried forward to Reserve & Surplus	908.95	779.83

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company is engaged in Custom House Agent Service, Clearing & Forwarding Agent Service, Shipping agent services by sea, land, air and engaged in other ancillary services. The Company has incurred total Revenue of Rs. **17154.50 Lakh** and incurred net profit of **Rs. 728.47 Lakh** during the year under review on standalone basis.

Your directors are hopeful to achieve even better results in coming years.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of the business. The company operates in the same segment.

DIVIDEND

The Board of directors has not recommended any dividend for current year.

TRANSFER TO RESERVES

The Board of Directors proposed to carry entire amount of profit to Profit and Loss Account for the year under review.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

The Company has following subsidiary, joint venture and associate company. Further Details in Form AOC – 1 is annexed as “Annexure 1”

Sr. No.	Name of Company/ Associate/ JV	CIN/LLPIN/FCRN if any	Share
1.	ASHAPURA WAREHOUSING PRIVATE LIMITED	U63020GJ2014PTC079842	93.33%
2.	AMANZI INTERNATIONAL PRIVATE LIMITED	U74999GJ2017PTC097622	85.00%
3.	JAI AMBE TRANSMOVERS PRIVATE LIMITED	U60221GJ2019PTC107398	100.00%
4.	ASHAPURA GLOBAL LOGISTIC JV	NA	50.00%

MATERIAL CHANGES AND COMMITMENTS

Details of material change and commitments from the financial year end till the date of this report is Nil.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2022-23, the Company held 9 meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	07.04.2022	3	2
2	31.05.2022	3	2
3	31.08.2022	3	3
4	03.12.2022	3	3
5	20.02.2023	3	2
6	25.02.2023	3	2
7	13.03.2023	3	3
8	28.03.2023	3	3
9	31.03.2003	3	2

MEETINGS OF THE COMMITTEE

The Company has not appointed Independent Directors on the Board as on date. However, the composition of Nomination and Remuneration Committee and Audit Committee and the details of the meeting held during the year under review is as follows;

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises Directors namely Mr. Sujith Chandrasekhar Kurup and Ms. Chitra Sujith Kurup. During the Financial Year 2022-23, 1(one) meeting of Nomination and Remuneration Committee was held on 13th March, 2023.

AUDIT COMMITTEE

The Audit Committee comprises Directors namely Mr. Sujith Chandrasekhar Kurup and Ms. Chitra Sujith Kurup. All the recommendations made by the Audit Committee were accepted by the Board and implemented accordingly. During the Financial Year 2022-23, the Company held 4 meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	07.04.2022	2	2
2	31.08.2022	2	2
3	03.12.2022	2	2
4	13.03.2023	2	2

POLICY ON DIRECTORS' APPOINTMENT:

Pursuant to provisions of section 178 read with 134(3)(e) of Companies Act 2013, The Nomination and Remuneration Committee (NRC) has approved the criteria and process for identification/ appointment of Directors which are as under:

o Criteria for Appointment:

- The proposed Director shall meet all statutory requirements and should:
- Possess highest values, ethics and integrity.
- Not have any direct or indirect conflict with business operations.
- Be willing to devote time and efforts.
- Have relevant experience.
- Have understanding about corporate functionality.
- Understand real value of stakeholders.

- **Process for identification of Directors / Appointment of Directors:**
 - Board Members may suggest any potential person to the Chairman of the Company meeting the above criteria. If the chairman deems fit, recommendation will be made by him to NRC.
 - Chairman himself can also recommend a person to NRC.
 - NRC shall process and evaluate the proposal and shall submit their recommendation to Board.
 - Board shall consider such proposal on merit and decide suitably.

- **Criteria for Performance Evaluation:**
 - The Board considered and approved criteria for performance evaluation of itself and that of its committees and individual directors.

- **Criteria for Board Evaluation:**
 - Focus on strategic decisions.
 - Qualitative discussion and processes.

- **Criteria for Committee Evaluation:**
 - Fulfillment of allotted responsibilities.
 - Effectiveness of recommendation, meetings.

- **Criteria for Independent and Non Independent Directors' evaluation:**
 - Contribution through their experience and expertise.
 - Focus on Stakeholders' interest.

MANNER OF EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Evaluation of Board, its Committees and Individual Directors was carried out as per process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors in this regards, was coordinated by the Chairman of Independent Directors' meeting for Board and Non-Independent Directors while the process of evaluation of the Independent Directors was coordinated by the Chairman of the Company. Based on this, Chairman of the Company brief the Board and each of the Individual Directors, as applicable.

REMUNERATION POLICY:

The Company has formulated a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees of the Company which is as under:

Components of Remuneration:

- Fixed Pay comprising Basic Salary, HRA, Car Allowance (applicable to General Managers & above employees), Conveyance Allowances / Reimbursement, Company's contribution to Provident Fund, Superannuation Fund, Gratuity, etc.
- Variable Pay, which is either in the form of: Commission to Managing Directors and Commission to Whole-time Directors

A) Annual Appraisal process:

- Annual Appraisals are conducted, following which annual increments and promotions in deserving cases are decided once in a year based on:
 - Employee self-assessment
 - Assessment by Immediate Superior and
 - Assessment by Head of Department

Annual Increment leading to an increase in Fixed Pay consists of Economic Rise based on All India Consumer Price Index published by the Government of India or Internal Survey wherein inflation on commonly used items is calculated.

B) Remuneration of Independent Directors:

The Company has formulated a policy for the remuneration of Independent Directors follows:

- Reimbursement of Expenses incurred by Independent Directors for attending any meeting of the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of

the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) Company being unlisted sub clause (e) of section 134 (3) is not applicable.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOAN & INVESTMENT BY COMPANY/DIRECTORS:

The Company has given advanced and made investment in the Companies covered under section 185 and 186 of the Companies Act, 2013.

AUDITORS AND REPORT THEREON:

M/s. Arpan Shah & Associates, Chartered Accountants (FRN: 125049W), Ahmedabad were appointed as Statutory Auditors of the Company for FY 2022-23.

The Company proposes to appoint M/s. Talati & Talai LLP, Chartered Accountant as a statutory auditor of the Company for the financial year 2023-24 to 2025-26. The members may consider the appointment of said firm in the Annual General Meeting.

The observation of Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and hence do not call for further comment.

RELATED PARTY TRANSACTIONS

The Company has entered into Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act and Complied with the provisions of the Act. The details of material Related Party Transactions in Form AOC 2 is annexed as “Annexure - 2” to the Directors’ Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

A. Conservation of energy:

- i) Steps taken / impact on conservation of energy:

Your Company is firmly committed to reduce the consumption of power by introducing more energy efficient technology. The operations of the Company are not energy

intensive. However the Company endeavored to conserve energy consumption wherever feasible.

ii) Steps taken by the company for utilizing alternate sources of energy including waste generated:

Nil

iii) Capital investment on energy conservation equipment:

Nil

B. Technology absorption:

i) The efforts made towards technology absorption;

Efforts have been made towards technology absorption.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

Nil

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

There is no import of technology during the year hence information as required to be provided under rule 8 (3) (B) (iii) of Companies (Accounts) Rules, 2014, are nil.

FOREIGN EXCHANGE EARNINGS AND OUTGO (AMOUNT IN RS.)

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows, is as under:

Particulars	Current year (In Rs.)
Foreign Exchange earned	0.00
Foreign Exchange outgo	0.00

RISK MANAGEMENT

The Company's assets are adequately insured against major risk. The Board has not designed any risk management policy for the Company and also not identified elements of risk, which in the opinion of the Board may threaten the existence of the Company. However, the existence of the Company may be threatened by external uncontrollable events like act of God, policy of Government, international recession etc.

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Company has not appointed Independent Directors as required under Section 149 of the Companies Act, 2013. However, company is in search of right candidate to fulfill the requirement and will appoint soon after getting.

Mrs. Chitra Sujith Kurup (DIN: 02875525) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offershimself for re-appointment. The Directors recommend for his re-appointment.

Regularize appointment of Mr. Sujith Chandrasekhar Kurup as Managing Director & Whole Time Key Managerial Personnel (DIN 03050088) of the Company w.e.f. 1st September, 2023 till 31st August, 2028. The Board recommends his appointment asManaging Director in the ensuing Annual General Meeting.

DEPOSITS

The company has not accepted any deposit as per the provisions of Companies Act, 2013.

SHARE CAPITAL

The Share Capital of the Company as on 31.03.2023 was as follows:

1. Authorised Capital
Rs.50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- each.
2. Paid Up Capital
Rs.36,80,000/- divided into 3,68,000 Equity Shares of Rs. 10/- each.

ORDER OF COURT

No material orders passed by Court or Tribunal.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Internal financial control is in place commensurate with the size of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place for prevention of sexual harassment in accordance with the requirements of the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2022-23.

GENERAL

Your Directors state that no disclosures or reporting is required in respect of the following items as there were no transactions on these items or the same were not applicable to the Company during the year under review:

1. The provisions relating to submission of Secretarial Audit Report are not applicable to the Company.
2. During the year under review, there was no employee in receipt of salary for whom information as per rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be given in the Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY

CSR Provisions are applicable to the Company during the year under review and therefore, The Company has developed a CSR policy and brief description of the same along with CSR Expenditure to be incurred during the current financial year, is attached as Annexure – 3 to this Report.

ACKNOWLEDGEMENT

The Board places on record their appreciation of the support of all stakeholders. Your directors would like to convey their deep sense of appreciation for the dedicated and committed services by the executives, staff and workers of the company. We look forward to receive the continued patronage of all our business partners to better and strong company.

Place : Ahmedabad
Date : 09.09.2023

For and on behalf of the Board,
Ashapura Logistics Limited
(Formally known as Ashapura Forwarders Limited)

SD
Sujith Kurup
Director
DIN: 00133346

SD
Chitra Kurup
Director
DIN: 02578525

Route Map to AGM

The screenshot displays a navigation application interface. On the left, a sidebar contains navigation controls and a list of saved destinations. The main map area shows a route from 'Shapath Hexa' to 'Ahmedabad Domestic Airport'. The route is highlighted in blue and orange, with a distance of 13.7 km and a time of 31 minutes. A secondary route is shown in grey with a time of 33 minutes. The map includes various landmarks, roads, and a search bar at the top.

Navigation App Interface:

- Search Bar:** Ahmedabad Airport, Hansol, Ahmed
- Destination:** Shapath Hexa, Vishwas City 1, Sola, Ahmed
- Route Options:**
 - via NH228:** 31 min, 13.7 km, Some traffic, as usual
 - via Airport Rd:** 33 min

Map Labels: Ahmedabad, Ranip, New Ranip, Silver Oak University, Gujarat University, Hazrat Bai Harir Vav (Stepwell), Sardar Vallabhbhai Patel International Airport, Ahmedabad Domestic Airport, Shapath Hexa, CEAT Shoppe, Laxmi Tyres, D Mart, Shree Ram Tyres, Gandhi Ashram, Shree Camp Hanumanji Mandir, Hutheesing Jain Temple, Parimal Garden, Nexus Ahmedabad One, Mangal Park, Narayana Hospital Ahmedabad.