



32nd

**A N N U A L
R E P O R T
2016 – 2017**

32ND ANNUAL REPORT
ASIA PACK LIMITED
2016 – 2017

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32nd Annual General Meeting:

Day	Thursday
Date	14 th September, 2017
Time	11.00 A. M.
Venue	Miraj Auditorium, 2 nd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN - 313301

BOARD OF DIRECTORS	Mr. Prakash Chandra Purohit (DIN:-01383197) Mr. Revant Purbia (DIN:-02423236) Mr. Kulbir Singh Pasricha (DIN:-06767577) Mr. Sunil Upadhayay (DIN:-06767593) Mrs. Prabhjeet Kaur (DIN:-07136767)
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KEY MANAGERIAL PERSONNEL	Mr. Revant Purbia, Chief Financial Officer Mr. Jitendra Purohit, Chief Executive Officer Mr. Ashok Ranjan Mishra, Company Secretary
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AUDITORS	M/s. Vinod Singhal & Co. (FRN 005826C) Chartered Accountants, Jaipur, Rajasthan, India
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REGISTERED OFFICE	3 rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India-313301
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CIN	L74950RJ1985PLC003275
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WEBSITE	www.asiapackltd.com
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EMAIL	info@asiapackltd.com / armishra@mirajgroup.in
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REGISTRAR AND TRANSFER AGENT:

Registered Office :- Bigshare Services Private Limited,	Branch Office :- Bigshare Services Private Limited, 4E/8, First Floor, Jhandewalan Extension, New Delhi -110 055 Tel : 011-23522373 , 011-42425004 Fax:-011-2322273
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BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059 Tel No:- 022 – 62638200 Contact Person : Babu Rapheal C, Email : babu@bigshareonline.com Website: www.bigshareonline.com	Contact Person : Mr. Mukesh Kumar, Email : bssdelhi.bd@bigshareonline.com bssdelhi@bigshareonline.com Website: www.bigshareonline.com
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BOARD OF DIRECTORS of SUBSIDIARY COMPANY (RHYAH TRADEX PRIVATE LIMITED)*	Mr. Kanhaiya Lal Vyas (DIN:- 02141478) Mr. Hemendra Kumar Paliwal (DIN:- 06603025)
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NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **ASIA PACK LIMITED** will be held on Thursday, the 14th day of , September , 2017 at 11.00 A. M. Miraj Auditorium, 2nd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN 313301 to transact the following business:-

ORDINARY BUSINESS:

Item no. 1 _ ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item no. 2 – RE-APPOINTMENT OF DIRECTOR:

To appoint a director in place of Mr. Revant Purbia, who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3 – APPOINTMENT OF AUDITORS:

To appoint the auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, M/s. Vinod Singhal & Co., Chartered Accountants (Firm Registration No.005826C), Jaipur, be and are here by appointed as the Statutory Auditors of the Company, for a term of Five year from the conclusion of this 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the company to be held in 2022 on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the company (including its committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

SPECIAL BUSINESS:

4. SUBSTITUTION OF THE HEADINGS OF MEMORANDUM OF THE COMPANY

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

“RESOLVED THAT consent of the members be and is hereby accorded for:-



- i. Substituting / replacing / amending the existing heading of the Memorandum of Association in the manner as mentioned below:—

**(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
ASIA PACK LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. SUBSTITUTION / ALTERATION IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) from the competent authorities, the consent of the Members be and is hereby accorded for substitution / alteration in the Memorandum of Association of the Company as follows:

- i. By replacing the existing heading of Clause III (A), i.e., **“The main objects to be pursued by the Company on its incorporation and thereafter are”** with the new heading **“The objects to be pursued by the Company on its incorporation are”** to be in line with the provisions of Table A to Schedule I of Companies Act, 2013.
- ii. Inserting / appending the following sub-clause 6 after the existing sub-clauses 5 of Clause III (A) of the Memorandum of Association of the Company:
To carry on the business of consultants, investment advisors, c & f agents, commission agents, selling agents, purchasing agents, distribution agent, assemblers, dealers, retailers, importers, exporters, distributors, developers, brokers, buyers, sellers, suppliers, either directly or indirectly, of and deal in all type of property(ies), whether tangible or intangible, movable or immovable, goods, material, services etc. and rights attached thereto, to acquire, hold, sell, buy or otherwise deal in any all kinds of securities, shares, stocks, debentures, derivatives, commodities etc.
- iii. By replacing the existing heading of Clause III (B), i.e., **“The objects, ancillary or incidental to the attainment of the main objects are”** with the new heading **“Matters Which Are Necessary For Furtherance Of The Objects Specified In Clause III (A)”** to be in line with the provisions of Table A to Schedule I of Companies Act, 2013.
- iv. By deleting the existing **Clause III (C) (i.e. other Objects)** consisting of sub clauses 1 to 31 of the Memorandum of Association.

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to provisions of Sections 4 and 13 of the Companies Act, 2013 read with rules made there under and all other applicable provisions, if any, the existing **Clause IV (i.e. the Liability Clause)**



of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

IV. *"The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto."

7. ADOPTION OF NEW SET OF ARTICLES:

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

"RESOLVED THAT pursuant to provisions of Sections 5 and 14 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, the Articles Of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 176 with the new regulations 1 to 88 and adopted as the Articles of Association Of the Company.

FURTHER RESOLVED THAT any of the Directors and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient on behalf of the Company for giving effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors
For Asia Pack Limited

Date: 01st August, 2017
Place: Nathdwara

Ashok Ranjan Mishra
Company Secretary
Membership No:-F-5377
Address:- 69B Pocket:-WP
Maurya Enclave
Pitampura, New Delhi:- 110034



NOTES:

- 1. EXPLANATORY STATEMENT:** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item No. 4 to 7 is annexed.
- 2. PROFILE OF DIRECTORS:** Additional information, pursuant to Secretarial Standard-2 and regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the AGM is annexed hereto and forms integral part of the notice. The Director has furnished consent/declaration for his appointment/re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
- 3. PROXY:** *A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.*

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 4. CORPORATE MEMBERS:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
- 5. ATTENDANCE SLIP:** Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the Annual General Meeting and seek registration before entering the meeting hall.
- 6. BOOK CLOSURE:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 11th day of September, 2017 to Thursday the 14th day of September, 2017 (both days inclusive,) for the purpose of Annual General Meeting.
- 7. NOTIFICATION BY SHAREHOLDERS:** Shareholders holding shares in physical form are requested to notify change of address, if any, to the Share Transfer Agents (STA) of the Company, **Bigshare Services Private Limited**, at Mumbai immediately.
Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants.
- 8. INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.



- 9. GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there under, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company or whose e mail addresses are made available to the Company by the Depositories, are being sent with such documents in the electronic form. These documents are also made available on the website of the Company viz., www.asiapackltd.com As a Shareholder of the Company; you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.
- 10. SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:** Shareholders holding shares in physical mode are requested to –
- Opt for Dematerialization of their shares through any of the SEBI registered Depository Participant.
 - Avail nomination facility in respect of their shareholding in the Company by submitting Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013.
 - Contribute to the cause of Green Initiative by registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual Report etc.
 - Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.
- 11. REGISTRATION OF E-MAIL ADDRESS:** Members who havenot registered their e -mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the company electronically. Members holding shares in demat mode are requested to register their e-mail address through their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail address with M/s. Bigshare Services Private Limited, Mumbai the Share Transfer Agents of the company.
- 12. Scrutinizer:** The board of directors has appointed Mr. Nilesh Jain, Chartered Accountant (Membership No: - 413903) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- 13.** The Annual Report 2016-17, the Notice of the 32nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- 14.** Members may also note that the Notice of the 32nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2017 will also be available on the Company's website www.asiapackltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
- 15.** All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.
- 16.** As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
- 17.** Route Map showing directions to reach to the venue of the 32nd AGM is given at the end of this Annual Report.



18. REMOTE E-VOTING / VOTING THROUGH ELECTRONIC MEANS / INSTRUCTIONS OF-E VOTING:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM/ may also attend the AGM/ but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 10th September, 2017 (10:00 AM) and ends on 13th September, 2017 (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Asia Pack Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.



- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the (AGM) :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote -e voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote-e voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 08th September, 2017

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 08th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using *"Forgot User Details/Password?"* or *"Physical User Reset Password?"* option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.



- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Nilesh Jain (Membership No. 413903), Partner M/s Jain Nilesh and company has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the (AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.asiapackltd.com .comand on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Date: 01st August,2017

Place: Nathdwara

By Order of the Board of Directors
For Asia Pack Limited

Ashok Ranjan Mishra
Company Secretary
Membership No:-F-5377
Address:- 69B Pocket:-WP
Maurya Enclave
Pitampura, New Delhi:- 110034