



38TH ANNUAL REPORT 2022-23



BOARD OF DIRECTORS:

Mr. Prakash Chandra Purohit	Non-Executive Non-Independent Director	DIN: 01383197
Mr. Pushpendra Jain	Director and Chief Financial Officer	DIN: 03228950
Mr. Sunil Upadhayay	Non-Executive Independent Director	DIN: 06767593
Mrs. Prabhjeet Kaur	Non-Executive Independent Director	DIN: 07136767

KEY MANAGERIAL PERSONNEL (KMP):

Mr. Pushpendra Jain	Chief Financial Officer (CFO)
Mr. Jitendra Purohit	Chief Executive Officer (CEO)
Mr. Lakshit Samar	Company Secretary and Compliance Officer (w.e.f. 06 th December, 2022)
Ms. Ankita Mata	Company Secretary and Compliance Officer (upto 05 th December, 2022)

AUDITORS:

M/s Rakesh Ajmera & Associates (FRN 013433C /406062)
Chartered Accountants,
303 / 304, Milestone Vibrant, Opp. Apple Hospital, Udhna, Darwaja, Ring Road, Surat, Gujarat, India, PIN-395002

REGISTERED OFFICE:

3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

CIN:	TELEPHONE:	Website	E-MAIL:
L74950RJ1985PLC003275	1800 120 3699	www.asiapackltd.com	cs@mirajgroup.in/ lakshit.samar@mirajgroup.in

REGISTRAR AND SHARE TRANSFER AGENT:	
Bigshare Services Private Limited:	
Head Office: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093. Tel. No. 022-62638200, 62638222 e-Mail: investor@bigshareonline.com, Website: www.bigshareonline.com	Branch Office: 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 Contact Person: Mr. Mukesh Kumar Tel.: 011-42425004, 47565852 e-Mail: bssdelhi@bigshareonline.com Website: www.bigshareonline.com

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38th Annual General Meeting:		
Day	:	Saturday
Date	:	30 th September, 2023
Time	:	11:00 A.M.
Venue [Registered Office]	:	3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301



NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (“AGM” or “Meeting”) of the members of **Asia Pack Limited (“Company” or “APL”)** will be held on **Saturday, the 30th day of September, 2023 at 11:00 A.M.** at the registered office of the Company situated at 3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mr. Prakash Chandra Purohit (DIN: 01373197) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For **Asia Pack Limited,**

Date: **14th August, 2023**
Place: **Nathdwara**

Name: **Lakshit Samar**
Designation: **Company Secretary and Compliance Officer**
Membership No.: **A64788**



Information at a Glance	
Particulars	Details
Day, date and time of AGM	Saturday, 30 th September, 2023 at 11.00 A.M. IST
Mode	Physical
Cut-off date for e-Voting	23 rd September, 2023
E-Voting start time and date	09.00 A.M., 26 th September, 2023
E-Voting end time and date	05.00 P.M., 29 th September, 2023
E-Voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-Voting service provider	National Securities Depository Limited Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai, India, PIN-400013 Ms. Prajakta Pawle E-mail id: PrajaktaP@nsdl.com Toll free no: : 1800 1020 990 and 1800 22 44 30
Name, address and contact details of Registrar and Transfer Agent	Bigshare Services Private Limited: Head Office: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093. Tel. No. 022-62638200, 62638222 e-Mail: investor@bigshareonline.com , Website: www.bigshareonline.com Branch Office: 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019 Contact Person: Mr. Mukesh Kumar Tel.: 011-42425004, 47565852 e-Mail: bssdelhi@bigshareonline.com Website: www.bigshareonline.com



NOTES:

1. No Special Business proposed to be conducted / transacted at the ensuing Annual General Meeting, therefore Statement pursuant to Section 102(1) of the Companies Act, 2013 is not annexed herewith.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
4. A person can act as a proxy on behalf of Members not exceeding 50 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 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.
5. During the period beginning 24 hours before the time fixed for the commencement of 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 i.e. from 09:00 A.M. to 05:00 P.M.
6. Proxy holder shall prove his/her identity at the time of attending the Meeting.
7. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution / power of attorney authorizing such representative to attend and vote on its behalf at the Meeting.
8. Members / Proxies / Authorised Representatives are requested to bring their Attendance slip/proxy form duly filed in, sent herewith alongwith the Notice of the AGM at the Meeting. The members who hold shares in dematerialized form are requested to bring their Client Master List / Depository Participant Statement/ Delivery Instruction Slip reflecting their Client ID and DP ID No. for easier identification of attendance at the meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is first in order of names will be entitled to vote.
10. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Prakash Chandra Purohit (DIN: 01383197), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors.
11. 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
12. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and are open for inspection by members and others at the registered office of the company on all working days during business hours of the company i.e. from



09:00 A.M. to 05:00 P.M. 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.

13. Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended mandates that that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4**, the format of which is available on the Company's website and can be accessed through the link: <http://www.asiapackltd.com/Index/InvestorsServiceProcedure> and on the website of the Company's RTA and can be accessed through the link: <https://www.bigshareonline.com/Resources.aspx> It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form
15. SEBI, vide the Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD PoD1/P/CIR/2023/37 dated March 16, 2023, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said circulars it is mandatory for all the holders of physical securities in listed companies to furnish PAN, Nomination, Address with PIN, Contact details, Bank details and specimen signatures for their corresponding folio numbers. Folios where any of the above cited documents / details / information are not available on or after October 01, 2023 shall be frozen by the Registrar and Transfer Agent of the Company. The Security Holder(s) whose folio(s) have been frozen shall be eligible:
 - To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
 - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from April 01, 2024, upon registering the required details. Further, the said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

16. Members are requested to register / intimate changes, if any, pertaining to their name, postal address with PIN, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC



code, etc., the members are required to intimate the same:

- a. For shares held in electronic form: to their respective Depository Participants; and
 - b. For shares held in physical form: to the Company / Registrar and Transfer Agent of the Company in prescribed **Form ISR-1**. Further the Company has already sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no.(s).
17. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <http://www.asiapackltd.com/Index/InvestorsServiceProcedure>. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/ RTA, in case the shares are held by them in physical form.
18. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar and Share Transfer Agent for assistance in this regard.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
20. Notice of the AGM, along with the Annual Report 2022-2023 is being sent through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. For members who have not registered their email addresses, physical copies of the Annual Reports are being sent by the permitted mode. Further members desirous of obtaining physical copies of Annual Reports may send a request to the Company writing at lakshit.samar@mirajgroup.in mentioning their DP ID client ID / folio no.
- The Annual Report of the Company is also available on the website of the Company at <http://www.asiapackltd.com/Index/InvestorsView/8> and website of BSE at <https://www.bseindia.com/>.
21. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
22. Members are requested to bring their copy of the notice with them at the meeting as no extra copies of notice will be distributed at the meeting venue.
23. The Company has designated an email address lakshit.samar@mirajgroup.in to enable the investors to register the complaints/queries/grievances if any.
24. Route Map showing directions to reach to the venue of the meeting is given at the end of this Notice.
25. **REMOTE E-VOTING / VOTING THROUGH ELECTRONIC MEANS / INSTRUCTIONS OF E-VOTING:**
- A. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide



members facility to exercise their right to vote on resolution(s) proposed to be considered at the meeting 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).

- B. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Saturday, 23rd September, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only
- C. The remote e-voting period begins on Tuesday, 26th September, 2023 (09:00 A.M.) and ends on Friday, 29th September, 2023 (05:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23rd September, 2023.
- D. The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right of voting at the AGM through ballot paper.
- E. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again
- F. The way to vote electronically on NSDL e-Voting system consists of **"Two Steps"** which are mentioned below:

Step 1: Access to NSDL e-Voting system





A. Login method for e-Voting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode National Securities Depository Limited ("NSDL")	A. User already registered for IDeAS facility: <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.



	<p>4. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com. either on a Personal Computer or on a mobile 2. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 3. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 4. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="772 1346 1402 1637"> <p>NSDL Mobile App is available on</p> <div>   </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. Existing user who has opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password



	<p>4. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>B. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit at www.cdslindia.com Provide Demat Account Number and PAN No. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once logged in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.