



ASIA PACK LIMITED

Registered Office : 3rd Floor Miraj House, Panchwati, Udaipur, Rajasthan, India PIN - 313 001

CIN : L74950RJ1985PLC003275

29th
**ANNUAL
REPORT
2013 – 2014**

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BOARD OF DIRECTORS	Mr. Prakash Chandra Purohit Mr. Revant Purbia Mr. Kulbir Singh Pasricha Mr. Sunil Upadhayay
KEY MANAGERIAL PERSONNEL	Mr. Jitendra Purohit, Chief Executive Officer Mr. Ashok Ranjan Mishra, Company Secretary Mr. Revant Purbia, Chief Financial Officer
AUDITORS	M/s Manish Dani & Co. Chartered Accountants, Bhilwara, Rajasthan, India
REGISTERED OFFICE	3 rd Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001
CIN	L74950RJ1985PLC003275
WEBSITE	www.asiapackltd.com
EMAIL	info@asiapackltd.com
REGISTRAR AND TRANSFER AGENT	
Registered Office :- Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka Andheri (E), Mumbai – 400 072, Tel. No. 022 – 4043 0200, 022 – 2847 5207 Contact Person : Babu Rapheal C, Email : babu@bigshareonline.com Website: www.bigshareonline.com	Branch Office :- Bigshare Services Private Limited, 4E/8, First Floor, Jhandewalan Extension, New Delhi -110 055 Tel : 011-23522373 Contact Person : Mr. Y. K. Singhal, Email : yksinghal@bigshareonline.com, bssdelhi@bigshareonline.com Website: www.bigshareonline.com



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29 th Annual General Meeting:	
Day	Tuesday
Date	30 th September, 2014
Time	11.00 A. M.
Venue	Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001



NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of **ASIA PACK LIMITED** will be held on **Tuesday, 30th September, 2014 at 11.00 A. M.** at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Revant Purbia, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Prakash Chandra Purohit, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. **Jain Nilesh and Company**, Chartered Accountants (Firm Registration No. 018943C) be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of M/s. Manish Dani & Co., Chartered Accountants, from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting of the company, subject to ratification of the appointment by the members at every Annual General Meeting and fix their remunerations in consultation with Board of Directors and auditors on behalf of the company.”

SPECIAL BUSINESS:

5. Appointment of Directors:

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



Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 160 of the Companies Act, 2013 Mr. Kulbir Singh Pasricha, be and is hereby appointed as an Independent Director under section 149 & 152 r/w Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of 5 years on behalf of company.”

6. Appointment of Directors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of section 160 of the Companies Act 2013 Mr. Sunil Upadhyaya, be and is hereby appointed as Independent Director under section 149 & 152 r/w Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of 5 years on behalf of company”

7. Increase in Borrowing Powers of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 and subject to necessary approvals, if any, of the Bank /Financial Institutions consent of the company be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained

from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, provided, however, that the total amount of such exceeded borrowings shall not exceed, at any time, a sum of Rs. 20 Crores (Rupees Twenty Crores Only) and the Board of Directors be and is hereby authorised to create charge and provide security as required by such financial institutions and decide the terms and conditions on behalf of the company.”



8. Mortgage and/or Charge of Movable and Immovable Properties of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 180 (1) (a) of the companies Act, 2013 subject to the approvals, wherever necessary of bank and Financial Institutions Consent of the Company be and is accorded to the board of directors of the company to create charge / mortgage Companies all or any of the immovable and movable properties, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and in such manner as the Board of Directors may think fit for securing any loans and/or advances already obtained or that may be obtained from any financial Institutions / banks / insurance companies or person or persons, and/or to secure any debentures issued and / or that may be issued and all interest, compound/ additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the company to the concerned lenders within the overall borrowing limit of Rs. 20 Crores (Rupees Twenty Crores Only) **in excess of the** paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose) and apart from the temporary loans obtained from the company's bankers in the ordinary course of business.”

9. Investments:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provision and rules (if any) of the Companies Act, 2013 consent of the company be and is hereby accorded to the board of directors of the company to make investments in shares, debentures and/or any other securities of other body corporate, or provide securities in relation to companies business beyond the permissible limit given under in one or more trenches provided that such total investment shall not exceed Rs. 25 Crores (Rupees Twenty Five Crores) at any point of time on behalf of the company.”

By Order of the Board
For Asia Pack Limited

Date: 28th August, 2014
Place: Nathdwara

Ashok Ranjan Mishra
Company Secretary



NOTES:

- 1. The Register of Members and the Share Transfer books of the Company will remain closed from 22nd September, 2014 to 30th September, 2014 (both days inclusive).**
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.**
- 3. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable**
- 4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY(IES) AND SUCH PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED IN ALL RESPECT AT LEAST 48 HOURS BEFORE THE TIME OF THE ANNUAL GENERAL MEETING.**
5. Members are requested to bring their copies of the Annual Report along with duly filled attendance slip to be handed over at the entrance gate of the AGM.
6. Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.
7. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.asiapackltd.com for their download.
9. E-Voting process has been annexed at the last of this Annual Report.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Kulbir Singh Pasricha, is a Non-Executive (Independent) Director of the Company, has joined the Board of Directors on 20th December, 2013 as an additional director, who holds office upto the date of this Annual General Meeting. In terms of provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Kulbir Singh Pasricha being eligible and seeking confirmation, is proposed to be appointed as an Independent Director for a term of five years from the date of this AGM.

Mr. Kulbir Singh Pasricha is also Chairman of Audit Committee of the company. He is a retired bank official and having vast experience & knowledge in the field of accounts, finance, banking & business consultancy.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Kulbir Singh Pasricha for the office of Independent Director, for a period of 5 years in terms of provisions of Section 149 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kulbir Singh Pasricha, to whom the resolution relates, is interested or concerned in the resolution.

Hence this resolution is for your approval.

ITEM NO. 6

Mr. Sunil Upadhyaya, is a Non-Executive (Independent) Director of the Company, has joined the Board of Directors on 20th December, 2013 as an additional director, who holds office up to the date of this Annual General Meeting. In terms of provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sunil Upadhyaya being eligible and seeking confirmation, is proposed to be appointed as an Independent Director for a term of five years from the date of this AGM.

Mr. Sunil Upadhyaya is also member of Audit Committee and Shareholders Grievance Committee of the company. He is Post Graduate and having vast knowledge and experience of financial analysis and understanding of business.



The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Sunil Upadhyaya for the office of Independent Director, for a period of 5 years in terms of provisions of Section 149 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sunil Upadhyaya, to whom the resolution relates, is interested or concerned in the resolution.

Hence this resolution is for your approval.

ITEM NO. 7

Presently, Company is permitted to borrow money, where money to be borrowed, together with the money already borrowed up to its paid up share capital and free reserve, apart from temporary loans obtained/to be obtained from the bankers in the ordinary course of business. In View of eventualities, growth and future expansion of the Company's operations all over India it is expected that this limit may not be sufficient.

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and the free reserve of the Company, that is to say, reserve not set apart for any specific purpose.

The Resolution set out at item no. 7 of the notice is put forth for consideration of the members pursuant to the provisions of Section 180 (1) (c) of Companies Act, 2013 to enable the Directors to borrow up to a sum of Rs. 20 Crore (Rupees Twenty Crores Only) in excess of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose).

The Board of Directors has vide its resolution passed at its meeting held on 28th August, 2014 unanimously authorised as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or in any way interested in this resolution. The Board of Directors recommends this enabling resolution for approval of the members.