33RD
ANNUAL
REPORT
2017 – 2018

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33rd Annual General Meeting:	
Day	Monday
Date	24th September, 2018
Time	11.00 A. M.
Venue	Miraj Auditorium, 2nd 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)

KEY MANAGERIAL PERSONNEL	Mr. Revant Purbia, Chief Financial Officer Mr. Jitendra Purohit, Chief Executive Officer Mr. Ashok Ranjan Mishra, Company Secretary

AUDITORS	M/s Vinod Singhal & Co. (FRN 005826C) Chartered Accountants, 207/222, 2nd Floor, Ganpati Plaza, M.I. Road, Jaipur, Rajasthan, India, PIN-302001

REGISTERED OFFICE	3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301
CIN	L74950RJ1985PLC003275
WEBSITE	www.asiapackltd.com
EMAIL	armishra@mirajgroup.in

REGISTRAR AND TRANSFER AGENT:	
Head Office :- **Bigshare Services Private Limited,** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Tel. No. 022 – 62638200, 62638222 Email : investor@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. Mukesh Kumar, Email : bssdelhi@bigshareonline.com Website: www.bigshareonline.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **ASIA PACK LIMITED** will be held on Monday**, 24th day of September, 2018** at 11.00 A. M. at Miraj Auditorium, 2nd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 to transact the following business:-

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. APPOINTMENT OF DIRECTOR:

To appoint a director in place of Mr. Prakash Chandra Purohit (DIN 01383197), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Sd/-
Ashok Ranjan Mishra
Company Secretary

Date: 07th August, 2018
Place: Nathdwara

NOTES:

1. **EXPLANATORY STATEMENT:** No Special Business has been conducted; therefore Provisions of Section 102 relating to Explanatory Statement of the Companies Act, 2013 are not applied.

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. Member who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

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 **Tuesday, 18th September, 2018 to Monday, 24th September, 2018**, 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, 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 thereunder, 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 –

    a) Opt for Dematerialization of their shareholding through any of the SEBI registered Depository Participant.
    b) 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.
    c) 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.
    d) Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.

11. **REGISTRATION OF E-MAIL ADDRESS:** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, 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. Ankush Dangi, Chartered Accountants (Membership No. 131402) 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 2017-18, the Notice of the 33rd 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 33rd Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2018 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 33rd AGM is given at the end of this Annual Report.

18. SHAREHOLDER HOLDING PHYSICAL SHARES:

Pursuant to the amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. December 5, 2018.

Means it has been mandated that transfer of securities would be carried out in dematerialized form only after 5th December 2018. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, for affecting any transfer, the securities shall mandatorily require to be in Demat form. Therefore based on the above all the Shareholder holding the physical shares are requested to convert their shares in electronic form i.e. Demat Form at the earliest. Otherwise request for effecting transfer of equity shares held in physical form will not be processed w.e.f. December 5, 2018.

19. UPDATE PAN AND BANK DETAILS

Reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018,

I. Shareholder holding physical shares are required to submit their Permanent Account Number (PAN) and bank account details to the Bigshare Services Limited (RTA), if not registered with the Company as mandated by SEBI.

II. Members holding shares in electronic mode are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their Demat accounts.

20. 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 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 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).

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM, who have cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.

C. 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.

D. The remote e-voting period commences on 21st September, 2018 (9:00 a.m.) and ends on 23rd September, 2018 (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 17th September, 2018, 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.

E. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

F. The process and manner for remote e-voting are as under:
Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.