



## NOTICE

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the members of **ASIA PACK LIMITED** will be held on **Tuesday, 30<sup>th</sup> 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 31<sup>st</sup> 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 34<sup>th</sup> 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: 28<sup>th</sup> 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 22<sup>nd</sup> September, 2014 to 30<sup>th</sup> 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 29<sup>th</sup> 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 29<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website [www.asiapackltd.com](http://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 20<sup>th</sup> 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 20<sup>th</sup> 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 28<sup>th</sup> 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.



#### **ITEMNO.8**

In view of exercising the borrowing powers to be provide by the above mentioned resolution no. 7, the Board shall also require authorization to mortgage/ hypothecate the assets of the Company as security /collateral security with the lenders viz. Bankers, Financial Institutions, Body Corporate etc.

Therefore, in order to mortgage or hypothecate the assets of the company the consent of shareholders is required under Section 180 (1) (a) of Companies Act, 2013, authorizing the Board of Directors with necessary powers. The Board of Directors has vide its resolution passed at its meeting held on 28<sup>th</sup> August, 2014 unanimously authorized as stated above.

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

#### **ITEMNO.9**

The Members of the Company had, at its Extraordinary General Meeting of the Company held on 5<sup>th</sup> November, 2009, approved by means of an Ordinary Resolution, the limits for authorising the Board of Directors of the Company for making investments in Shares, Debentures, Securities of the other bodies corporate and/or various Schemes of Mutual Funds and/or other funds, to give loans to any other body corporate, to give any other guarantee and/or provide any other security, in connection with a loan made by any other person to, or to any other person by, any body corporate including providing security, under section 372A of the Companies Act, 1956.

Under the provisions of Section 186 of the Companies Act 2013, the above powers can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs. 25 Crores (Rupees Twenty Five Crores) notwithstanding that investments along with Company's existing loans or guarantee / security or investments shall be in excess



of the limits prescribed under Section 186.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution.

The Board recommends the Resolution as set out at item no. 9 of the Notice as a Special Resolution, for approval of the Members.

By Order of the Board  
For Asia Pack Limited

Date: 28<sup>th</sup> August, 2014  
Place: Nathdwara

Ashok Ranjan Mishra  
Company Secretary





**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/ REGULARISATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:**

<b>Name of Director</b>	<b>Mr. Revant Purbia</b>	<b>Mr. Prakash Chandra Purohit</b>	<b>Mr. Kulbir Singh Pasricha</b>	<b>Mr. Sunil Upadhayay</b>
Date of Birth	01/02/1963	10/07/1969	11/09/1954	12/12/1975
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	16/11/2008	24/02/2010	20/12/2013	20/12/2013
Expertise in specific Functional areas	Account and Finance	Administration and Manufacturing	Account, Banking and Finance	Business Consultancy
Qualifications	Graduate	Under Graduate	Post Graduate	Post Graduate
Directorship held in other companies	N.A.	<ul style="list-style-type: none"> <li>•Miraj Products Private Limited</li> <li>•Homework Crafts (India) Private Limited</li> <li>•Miraj Projects Limited</li> <li>•Miraj Realcon Private Limited</li> <li>•Vermont Resorts Private Limited</li> <li>•Nirav Mercantile Private Limited</li> </ul>	S V Trading And Agencies Limited	S V Trading And Agencies Limited
Committee position* in Asia Pack Limited	Member - Audit Committee Shareholders Grievance Committee	Chairman - Shareholders Grievance Committee	Chairman - Audit Committee	Member - Audit Committee Shareholders Grievance Committee



Membership / Chairmanship of Committees* of other Indian public Companies:	NIL	NIL	NIL	Chairman – Shareholders Grievance Committee (S V Trading And Agencies Limited)
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\*Only Audit and Shareholders’/ Investors’ Grievance Committees included.

**DISCLOSURE IN TERMS OF CLAUSE 49 (IV) (G) (IA) OF THE LISTING AGREEMENT**

None of the Directors have inter-se relationship.

By Order of the Board  
For Asia Pack Limited

Date: 28<sup>th</sup> August, 2014  
Place: Nathdwara

Ashok Ranjan Mishra  
Company Secretary



## PROCESS OF E-VOTING THROUGH ELECTRONIC MEANS

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- i. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

1. Open email and open PDF file viz; “Asia Pack Limited e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

2. Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>

3. Click on Shareholder - Login

4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. No password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

7. Select “EVEN” of Asia Pack Limited.

8. Now you are ready for e-voting as Cast Vote page opens.

9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

10. Upon confirmation, the message “Vote cast successfully” will be displayed

11. Once you have voted on the resolution, you will not be allowed to modify your vote

12. 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.asiapacklimited@gmail.com](mailto:scrutinizer.asiapacklimited@gmail.com)



with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

ii. 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] :

b. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM **EVEN** (E Voting Event Number) **USER ID PASSWORD/PIN**

2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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

d. 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).

e. The e-voting period commences on 23<sup>rd</sup> September, 2014 (9:00 am) and ends on 25<sup>th</sup> September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

f. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> August, 2014.

g. Mr. Nilesh Jain, Chartered Accountant (Membership No. 413903) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

h. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman/Board of the Company.

i. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.asiapackltd.com](http://www.asiapackltd.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited/JSE Limited.



**BALLOT FORM**  
**(In lieu of E-voting)**

Sr. No. :

Registered Folio No. / DPID No. / Client ID No. :

Name & Address :

Name(s) of the Joint Member(s), if any :

No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 29<sup>th</sup> Annual General Meeting of the Company dated 30<sup>th</sup> September, 2014, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (ü) mark at the appropriate box below:-

Sl. No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Adoption of Financial statements for the year ended 31 <sup>st</sup> March 2014 and the Directors' and Auditors' Reports thereon			
2	Re-appointment of Mr. Revant Purbia as Director, who retires by rotation			
3	Re-appointment of Mr. Prakash Chandra Purohit as Director, who retires by rotation			
4	Appointment of M/s. Jain Nilesh and Company, Chartered Accountants as Auditors and fixing their remuneration			
5	Regularization of Mr. Kulbir Singh Pasricha as an Independent Director			
6	Regularization of Mr. Sunil Upadhayay as an Independent Director			
7	Increase in Borrowing Powers of the Company			



8	Mortgage and/or Charge of Movable and Immovable Properties of the Company			
9	Increase in Loan and Investment Powers of the Company			

Place :

Date :

Signature of Shareholder

**NOTE:** Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by **6.00 p.m. on 25<sup>th</sup> September 2014** shall only be considered.

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### E-VOTING

Users who wish to opt for e-voting may use the following login credentials:-

Even (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to <https://www.evoting.nsdl.com/>

Folio No.	
No. of Shares Held	



## INSTRUCTIONS FOR POSTAL BALLOT

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Nilesh Jain, Practising Chartered Accountant, Unit: Asia Pack Limited. C/o. **1338-A, Prabhat Nagar, Sector-5, Hiran Magri, Udaipur – 313 001**, Rajasthan, India, Telephone: 0294-2463577, or to his email id [scrutinizer.asiapacklimited@gmail.com](mailto:scrutinizer.asiapacklimited@gmail.com), so as to reach by 6.00 p.m. on 25<sup>th</sup> September, 2014. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e., Bigshare Services Private Limited Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio / DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his / her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society etc., a certified copy of the relevant authorization / Board Resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.



### ATTENDANCE SLIP

I/We record my/our presence at the Twenty Ninth Annual General Meeting of the Company on **Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A. M.** at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

**NOTE:** You are requested to sign and handover this slip at the entrance of the meeting venue.





**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74950RJ1985PLC003275
Name of the Company:	<b>Asia Pack Limited</b>
Registered Office:	3 <sup>rd</sup> Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India PIN - 313 001
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/We, being the member(s) of.....shares of the above named company, hereby appoint:

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company on **Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A.M.** at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001 and at any adjournment thereof in respect of such resolutions as are indicated below:



**RESOLUTION NO.**

**Ordinary Business:**

1. Adoption of Financial statements for the year ended 31<sup>st</sup> March 2014 and the Directors' and Auditors' Reports thereon
2. Re-appointment of Mr. Revant Purbia as Director, who retires by rotation
3. Re-appointment of Mr. Prakash Chandra Purohit as Director, who retires by rotation
4. Appointment of M/s. Jain Nilesh and Company, Chartered Accountants as Auditors and fixing their remuneration

**Special Business:**

5. Regularization of Mr. Kulbir Singh Pasricha as an Independent Director
6. Regularization of Mr. Sunil Upadhayay as an Independent Director
7. Increase in Borrowing Powers of the Company
8. Mortgage and/or Charge of Movable and Immovable Properties of the Company
9. Increase in Loan and Investment Powers of the Company

Signed this.....day of.....2014

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Affix Revenue Stamp of Re. 1/-
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Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.