



## NOTICE

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of **ASIA PACK LIMITED** will be held on **Wednesday, 30<sup>th</sup> September, 2015 at 11.00 A. M.** at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001 to transact the following business:-

### **ORDINARY BUSINESS:**

#### **Item no. 1 – Adoption of financial statements**

To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2015 and the reports of the Directors and Auditors thereon.

#### **Item no. 2 – 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 ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

**“RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s. Jain Nilesh and Company, Chartered Accountants (Firm Registration No. 018943C) as the auditors of the Company to hold office till the conclusion of the 34<sup>th</sup> Annual General Meeting of the company be and is hereby ratified, subject to further ratification by the members at every Annual General Meeting of the company held after this meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be decided by the Board of Directors or any committee thereof.”

### **SPECIAL BUSINESS:**

#### **Item No. 4 – Regularization / Appointment of Mrs. Prabhjeet Kaur as an independent women director**

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

**“RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Prabhjeet Kaur, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 26, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Prabhjeet Kaur as a candidate for the



office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 25, 2020, not liable to retire by rotation.”

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

Date: 10<sup>th</sup> August, 2015

Place: Nathdwara

Ashok Ranjan Mishra  
Company Secretary

## **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 is annexed.
- 2. PROFILE OF DIRECTORS:** As required by Clause 49 of the Listing Agreement, brief details of the Directors seeking appointment/re-appointment are annexed hereto.
- 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. APPOINTMENT OF AUDITORS:** 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, the appointment of M/s. Jain Nilesh and Company, Chartered Accountants (Firm Registration No. 018943C), who were appointed as Auditors at the 29<sup>th</sup> Annual General Meeting for a period until the conclusion of 34<sup>th</sup> Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting and to fix their remuneration is put up for the approval of members.
- 5. 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, 28<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015**, both days inclusive, for the purpose of Annual General Meeting.

6. **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.

7. **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.
8. **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](http://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.**
9. **SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:** Shareholders holding shares in physical mode are requested to –
- Opt for Dematerialization of their shareholding 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, available for download on the website of the company.
  - 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. **Performa of E-Communication Registration Form is available for download on the website of the Company.**
  - Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.

**10 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.

**11. 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 the Annual General Meeting.

**12. VOTING THROUGH ELECTRONIC MEANS:**

- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th 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 26<sup>th</sup> September, 2015 (9:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2015, 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)]:



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. 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.
  6. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  7. Select “E Voting Event Number (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)
- 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] :
1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

Even (E Voting Event No.)	User ID	PASSWORD
  2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

- vi) 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) or call On toll free no.: 1800-222-990.
- vii) 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.
- 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 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 23<sup>rd</sup> September, 2015.
- x) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2015 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./DP ID and Client ID No. 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 forget your password, you can reset your password by using “Forget User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 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, Chartered Accountant (Membership No. 413903) has been appointed as the Scrutinizer to scrutinize the 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 ballot 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 AGM, 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 along with the Scrutinizer's Report shall be placed on the website of the Company at [www.asiapackltd.com](http://www.asiapackltd.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing and will also be forwarded to the Stock Exchanges where the Company's shares are listed.
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## **ANNEXURE TO THE NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

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

#### **ITEM NO. 4**

The Board of Directors, at its meeting held on March 26, 2015, appointed Mrs. Prabhjeet Kaur as an Additional Director of the Company with effect from March 26, 2015, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Prabhjeet Kaur will hold office up to the date of the ensuing AGM. 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 Mrs. Prabhjeet Kaur for the office of Independent Women Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Prabhjeet Kaur (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Prabhjeet Kaur as an Independent Women Director of the Company for a period up to March 25, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Mrs. Prabhjeet Kaur, the Independent Women Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder. And she is an independent of the Management. A copy of the draft letter for the appointment of Mrs. Prabhjeet Kaur as an Independent Women Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.



## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the venue of AGM

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company on **Wednesday, 30<sup>th</sup> September, 2015 at 11.00 A. M.** at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin – 313 001

\_\_\_\_\_  
Signature of the Member/Joint Member/Proxy attending the Meeting

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

Even (E Voting Event No.)	User ID	PASSWORD

**Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.**

## 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 30<sup>th</sup> Annual General Meeting of the Company on **Wednesday, 30<sup>th</sup> September, 2015 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 2015 and the Directors' and Auditors' Reports thereon
2. Appointment of Mr. Revant Purbia as Director, who retires by rotation
3. Rectification of Appointment of M/s. Jain Nilesh and Company, Chartered Accountants as Auditors and fixing their remuneration

##### **Special Business:**

4. Appointment / Regularization of Mrs. Prabhjeet Kaur as an independent women director

Signed this.....day of.....2015

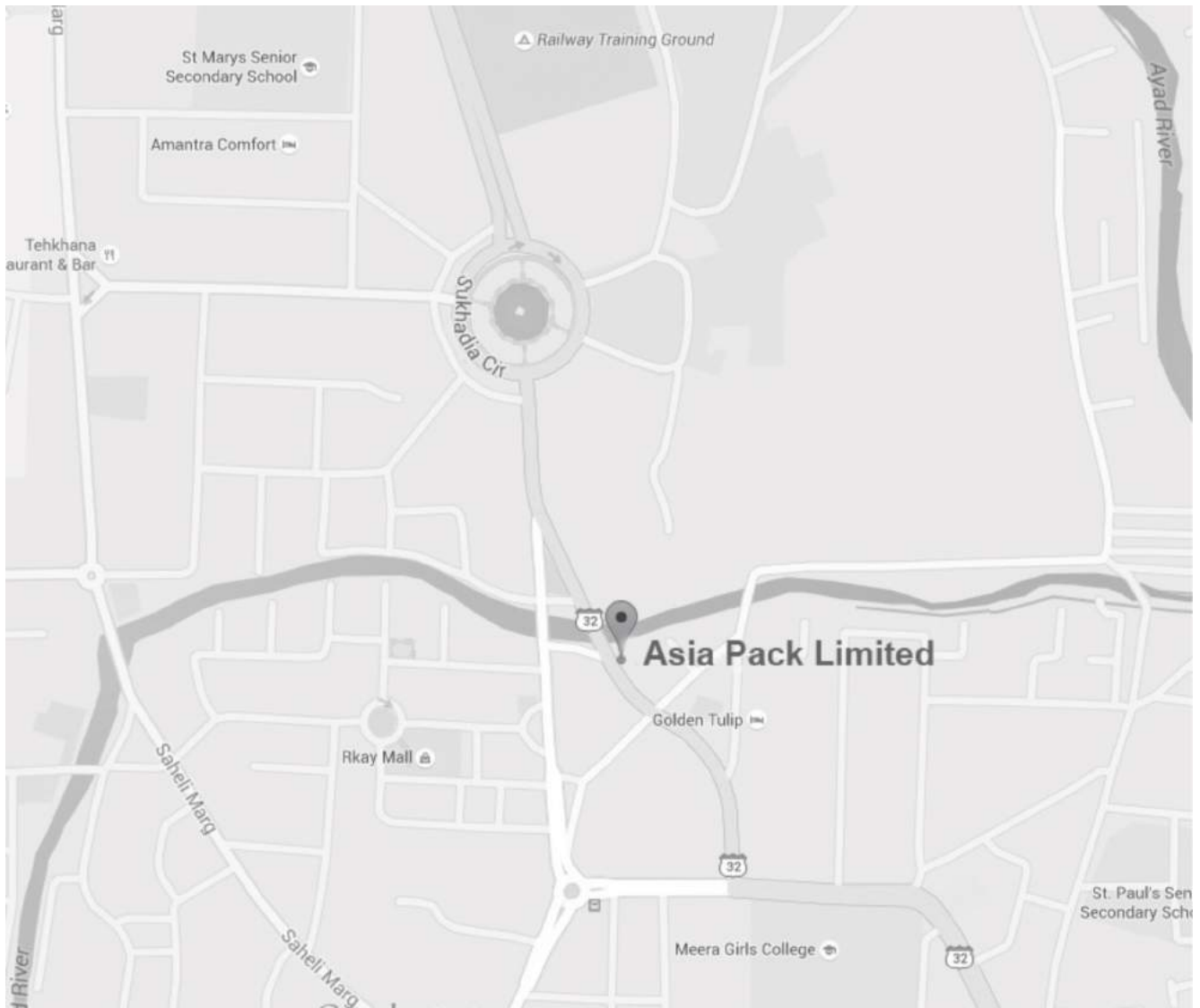
Signature of Shareholder:.....

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.

## Route map of the venue of the 30th annual general meeting of Asia Pack Limited



**Asia Pack Limited**

Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin - 313 001

*If undelivered Please return to :*

Registered Office of the Company at :

Asia Pack Limited

3rd Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin - 313 001