



## NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the **ASIA PACK LIMITED** (“Company” or “APL”) will be held on **Thursday, 30<sup>th</sup> day of September, 2021 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 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. 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.

### **SPECIAL BUSINESS:**

#### **3. APPOINTMENT OF MR. PUSHPENDRA JAIN (DIN: 03228950) AS DIRECTOR [PROFESSIONAL-EXECUTIVE] OF THE COMPANY:**

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 152 of the Companies Act, 2013 readwith the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pushpendra Jain (DIN: 03228950), who was appointed as an Additional Director of the Company with effect from 01<sup>st</sup> February, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and Article 64 of Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from him signifying his intention to propose his candidature for the office of Director, be and is hereby appointed with effect from the date of this Meeting as a Director of the company, liable to retire by rotation.”

#### **4. APPROVAL OF REMUNERATION OF MR. PUSHPENDRA JAIN (DIN: 03228950), DIRECTOR CUM CFO OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for the payment of the remuneration payable to Mr. Pushpendra Jain (DIN: 03228950) as a Director cum CFO of the Company, in case of no / inadequate profits, as calculated under Section 198 of the Act, for the three Financial Years 2021-22, 2022-23 and 2023-24, in accordance with the limits prescribed under Schedule V of the Act on the terms and conditions and upon the payment of remuneration, allowances and perquisites/benefits, etc., as set out hereunder:

- a. **Remuneration:** Gross Salary at the rate of Rs. 51,129/- (Rupees Fifty One Thousand One Hundred Twenty Nine Only) per month, as detailed below, with a periodical / annual increments which will be effective 1<sup>st</sup> April each financial year or otherwise, as may be approved by the Board of Directors of the Company based on the recommendation / approval of the Nomination and Remuneration Committee, if any:

Particulars	Amount
Basic Salary + DA	Rs. 28,121
Uniform All. /Academic All.	Rs. 1,279
HRA	Rs. 12,782
Conv. Reimb./Car Reimb./Hire Chgs.	Rs. 2,044
Medical Allowance	Rs. 1,279



**SP / HR Allow.  
Gross Salary**

Rs. 5,624  
**Rs. 51,129.00**

- b. **Others Perquisites, Benefits & Allowance(s):** Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity, Leave Encashment, Other monetary / non-monetary benefits, reimbursement of expenses etc., as per the Rules of the Company.
- c. **Communication Facilities (Facilities):** The following shall not be included in the computation of perquisites:
- i. Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone / communication expenses at residence including payment of local calls and long-distance official calls.

**RESOLVED FURTHER THAT** remuneration payable to him (including salary, bonus and/or special allowance, if any, allowances, perquisites and benefits, facilities, etc.) as set out herein may be increased/enhanced/decreased from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee, as it may, at its discretion deem fit, subject to the limits stipulated under Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Director, subject to such further approvals, if so required.

**FURHTER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Pushpendra Jain as Director cum CFO of the company, the remuneration as set out herein or the revised remuneration as approved by the Board of Directors and/or the Nomination and Remuneration Committee, from time to time, to be paid to Mr. Pushpendra Jain be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.

**FURHTER RESOLVED THAT** Mr. Prakash Chandra Purohit (DIN: 01383197) Director(s) and / or Ms. Ankita Mata, Company Secretary of the Company or any person holding office as Director, Managing Director, Company Secretary of the Company be and are hereby severally authorized to furnish declaration, digitally sign and submit necessary form with the Registrar of Companies and to do such other acts, deeds and things as may be necessary to give effect to the said resolution.”

**5. RATIFICATION OF RELATED PARTY TRANSACTIONS ENTERED DURING THE FINANCIAL YEAR 2020-2021:**

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the members of the Company be and is hereby accorded for the Material Related Party Transactions as entered into by the Company with Related Parties during the Financial Year 2020-2021 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of Financial Year 2019-20 be and are hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**6. IN-PRINCIPAL APPROVAL FOR LOAN TO DIRECTORS, ETC.:**

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



**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after called "the Board" which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

Sd/-

Name: **Ankita Mata**

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A56788**

Address: **60, Jawahar Nagar, Udaipur,  
Rajasthan, India, PIN-313001**

Date: 12<sup>th</sup> August, 2021  
Place: Nathdwara



Information at a Glance	
Particulars	Details
Day, date and time of AGM	Thursday, 30th September, 2021 at 11.00 A.M. IST
Mode	Physical
Cut-off date for e-Voting	23 <sup>rd</sup> September, 2021
E-Voting start time and date	09.00 A.M., 25 <sup>th</sup> September, 2021
E-Voting end time and date	05.00 P.M., 29 <sup>th</sup> September, 2021
E-Voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-Voting service provider	<p>National Securities Depository Limited  Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai, India, PIN-400013  Ms. Sarita Mote  Designation: Assistant Manager  E-mail id: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>  Toll free no : 1800 1020 990 and 1800 22 44 30</p>
Name, address and contact details of Registrar and Transfer Agent	<p><b>Bigshare Services Private Limited:</b></p> <p><b>Head Office:</b>  1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059  Tel. No. 022-62638200, 62638222  e-Mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>,  Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a></p> <p><b>Branch Office:</b>  302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019  <b>Contact Person:</b> Mr. Mukesh Kumar  <b>Tel.:</b> 011-42425004, 47565852  <b>e-Mail:</b> <a href="mailto:bssdelhi@bigshareonline.com">bssdelhi@bigshareonline.com</a>  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a></p>



**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the businesses under Item Nos. 3 to 6 forms part of this Notice.
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. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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 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.
10. 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) Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled to the Company's Registrar and Transfer Agents. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility
  - 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 self-attested copy of PAN Card, if not submitted earlier, with a view to comply with KYC norms.
11. Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately to Company or Registrar and Share Transfer Agent. Members holding shares in dematerialized form are requested to



intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney, etc. to their Depository.

12. **INSPECTION OF RECORDS:** Register of Contracts or arrangements 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 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 meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
13. 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.
14. **REGISTRATION OF E-MAIL ADDRESS:**

Members who have not registered their e-mail addresses so far are requested to register their email 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 RTA of the company.
15. 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.
16. **BANK ACCOUNT DETAILS:**

Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend, if any. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
17. Notice of the 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.
18. 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.
19. Route Map showing directions to reach to the venue of the meeting is given at the end of this Notice.
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 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 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.
  - 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 begins on Saturday, 25<sup>th</sup> September, 2021 (09:00 A.M.) and ends on Wednesday, 29<sup>th</sup> September, 2021 (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 23<sup>rd</sup> September, 2021, 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 23<sup>rd</sup> September, 2021.
- E. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- 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 with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. 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. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**

App Store

Google Play





Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging 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

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

<p><b><u>How to Log-in to NSDL e-Voting website?</u></b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</i></li> <li>Your User ID details are given below:</li> </ol>
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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [abhishek.gelra@gmail.com](mailto:abhishek.gelra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [cs@mirajgroup.in](mailto:cs@mirajgroup.in)
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [cs@mirajgroup.in](mailto:cs@mirajgroup.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
  3. Alternatively shareholder/members may send a [request to evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. [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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)
21. Mr. Abhishek Gelra Proprietor of M/s. Abhishek Gelra & Associates, Chartered Accountants, Rajsamand, (Firm Registration No. 021265C), has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
  22. The Chairman shall, at the end of discussion in the AGM on the resolution(s) on which voting is to be held, allow voting with the assistance of scrutiniser, by use of ballot paper / polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  23. The Scrutiniser shall after the conclusion of voting at the AGM, 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 scrutiniser'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.

24. The Results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company [www.asiapackltd.com](http://www.asiapackltd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
25. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), within two working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website, [www.asiapackltd.com](http://www.asiapackltd.com).
26. Route-map to the venue of the Meeting is provided at the end of the Notice.
27. **ADDITIONAL INFORMATION ON DIRECTOR SEEKING / RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

Name of Director	Mr. Prakash Chandra Purohit	Mr. Pushpendra Jain
DIN	01383197	03228950
Date of Birth	10/07/1969	19/01/1979
Nationality	Indian	Indian
Qualifications	Under Graduate	Graduate in Commerce, LL.B. and Diploma in Labour Law (DLL)
Expertise in specific Functional areas / Brief Resume	<p>Expertise: Business Consultancy, Administration, Finance, Taxation, Management, etc. He has contributed to the Company and Society immensely.</p> <p>He is having vast experience of more than 3 decade in the field of paper industry, real estate and other fields in which the company can expand in the coming future, etc.</p>	<p>Expertise: Administration, Finance, Taxation, etc.</p> <p>He has served on several boards of directors of various Companies and having vast experience of more than 18 years in accounts and finance department.</p>
Terms and conditions of appointment or re-appointment.	Re-appointment due to retires by rotation. No remuneration is being proposed / sought to be paid on re-appointment.	Appointment / Regularization as a Director of the Company. Mr. Pushpendra Jain is drawing remuneration of Rs. 51,129 (Rupees Fifty One Thousand One Hundred Twenty Nine only) per month as salary and the same is being proposed / sought to be paid on appointment.
The remuneration last drawn	Nil	Rs. 51,129 (Rupees Fifty One Thousand One Hundred Twenty Nine Only)
Date of first appointment on the Board	24 <sup>th</sup> February, 2010	01 <sup>st</sup> February, 2021
Shareholding in the company	Mr. Prakash Chandra Purohit does not hold by himself or for any other person on a beneficial basis, any shares in the Company.	Nil



Relationship with other Directors, Manager and other Key Managerial Personnel of the company / Disclosure of relationships between directors inter-se	There is no inter-se relationship between Mr. Prakash Chandra Purohit and other members of the Board and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Pushpendra Jain and other members of the Board and Key Managerial Personnel of the Company
The number of Meetings of the Board attended during the year (Financial Year 2020-21)	Five (5)	Nil
Listed companies (other than Asia Pack Limited) in which holds directorship and Committees Membership:	Directorship: Nil	Directorship: Nil
	Chairperson of Board Committees: Nil	Chairperson of Board Committees: Nil
	Member of Board Committees: Nil	Member of Board Committees: Nil
Other Directorships, Membership / Chairmanship of Committees of other Boards	<b>Directorship:</b> 1. Miraj Projects Limited 2. Miraj Realcon Private Limited 3. Miraj Business Development Private Limited <b>Chairman of Stakeholders Relationship Committee:</b> 1. Asia Pack Limited <b>Member of Audit Committee:</b> 1. Asia Pack Limited <b>Member of Nomination and Remuneration Committee:</b> 1. Asia Pack Limited <b>Member of Corporate Social Responsibility Committee:</b> 1. Miraj Business Development Private Limited (till 04.09.2020)	Nil

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

Sd/-

Name: [Ankita Mata](#)

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A56788**

Address: **60, Jawahar Nagar, Udaipur, Rajasthan, India, PIN-313001**

Date: 12<sup>th</sup> August, 2021

Place: Nathdwara



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**The following statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item Nos. 3 to 6 of the accompanying Notice.**

**ITEM NO. 3:**

Mr. Pushpendra Jain is graduate in Commerce, LL.B. and Diploma in Labour Law (DLL). He has served on board of directors of various Companies and having vast experience of more than 18 years in Accounts and Finance department.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Pushpendra Jain (DIN: 03228950) as an Additional Director of the Company with effect from February 01, 2021 holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the company. The company has received Notice under Section 160 of the Companies Act, 2013 from him signifying his intention to propose his candidature for the office of Director.

In this context, the Company has received from Mr. Pushpendra Jain (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii). Notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Additional information in respect of Mr. Pushpendra Jain, pursuant to standard 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

The Board of Directors considers it in the interest of the company to appoint Mr. Pushpendra Jain (DIN: 03228950) as a Director and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Pushpendra Jain (DIN: 03228950), to whom the resolution relates, is/are interested or concerned, financially or otherwise in the resolution.

**ITEM NO. 4:**

Mr. Pushpendra Jain (DIN: 03228950) is in the whole-time employment of the Company designated as CFO and having rich experience, vast knowledge and varied experience of more than 18 years in accounts and finance department, etc. Keeping in view of his role and responsibilities in the organization, he was appointed as additional director on the Board and proposed to be appointed as a Director of the Company w.e.f. 30.09.2021, resulting which remuneration payable to him as Employee / Director cum CFO of the Company may seek approval of members, hence for better corporate governance approval of members in general meeting pursuant to the provisions of section 196, 197, read with schedule V and other applicable provisions, rules if any, of the Companies Act, 2013 is being sought.

In the event of loss or inadequacy of profits in any financial year(s), during his tenure as Director of the company, the remuneration payable to him as mentioned in the resolution(s), shall be paid, subject to the provisions of Schedule V of the Companies Act, 2013 or any Statutory modification thereof, including approval of members of the Company and/or Central Government, if necessary.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed in a separate statement and form a part of this notice.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Secretarial Standard-2 related to appointment or re-appointment and/or fixation of remuneration of Directors, are enclosed in a separate statement and form a part of this notice.

Mr. Pushpendra Jain is interested in this resolution to the extent of his appointment as a Director. None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of



the shareholders by way of Special Resolution.

**ITEM NO. 5:**

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis. All transactions entered into by the Company with Related Parties are in the ordinary course of business and are at arm’s length basis.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, all related party transactions shall be considered as “Material” if the transaction entered with individually or taken together with a Related Party alongwith previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with some of Related Party/ies, tabled below, for the Financial Year 2020-2021 are “Material” and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of Financial Year 2019-2020 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

Sl. No.	Name(s) of the Related Party/ies	Nature of Relationship	Type of contracts / arrangements / transactions	Total Value of all the contracts / arrangements / transactions
1	Miraj Products Private Limited	Enterprises are under common control	Payments for Rent, Repairs and Maintenance, and Payment of Services/Goods	INR 1,05,000
2	Aacharan Enterprises Private Limited			INR 43,680
3	Aacharan Enterprises Private Limited		Loans and Advances Given	INR 2,38,00,000
4	Jitendra Purohit	Key Management Personnel	Loans and Advances Given	INR 1,30,000

The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above during the Financial Year 2020-2021.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2020-2021 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 5 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company. All documents concerning Item No. 5 are available for inspection at the Registered Office of the Company from 11 A.M. to 01 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

Except Mr. Jitendra Purohit, CEO, and his relatives are concerned or interested financially or otherwise, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution at Item No. 5 of the Notice.

**ITEM NO. 6:**

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is



interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The management is of the view that the Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, as and when required, for their business and which would be utilized for their principal business activities.

In view of the above; and in line with the approval of the shareholders accorded taken through special resolution dated 30<sup>th</sup> September, 2020 under section 186 of the Act & as an abundant caution, the Board at its meeting held on August 12, 2021 decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any person in whom any of the director of the company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 i.e. Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

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

Sd/-

Name: **Ankita Mata**

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A56788**

Address: **60, Jawahar Nagar, Udaipur,  
Rajasthan, India, PIN-313001**

Date: 12<sup>th</sup> August, 2021

Place: Nathdwara



**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 4 OF THE NOTICE:**

**I. General Information:**

- (1) *Nature of industry:* **Real Estate Industry.**
- (2) *Date or expected date of commencement of commercial production:* **The Company commenced business from the date of its incorporation on 23<sup>rd</sup> April, 1985.**
- (3) *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:* **Not Applicable**
- (4) *Financial performance based on given indicators:* **The financial performance of the Company for last three years is as under:**

**(Amount in Rupees)**

Financial Parameter	Year ended		
	2020-21	2019-20	2018-19
Total Revenue	14,55,000	9,60,000	8,36,000
Net Profit /(Loss)	(9,79,832)	(2,184,958)	(11,58,264)
Dividend %	-	-	-
Paid up capital	2,73,08,599	2,73,08,599	2,73,08,599
Reserves and Surplus	16,03,06,994	15,93,16,082	15,72,83,960

- (5) *Foreign investments or collaborators, if any:* **Not Applicable**

**II. Information about the appointee:**

- (1) *Background details:* **Mr. Pushpendra Jain (DIN: 03228950) is Graduate in Commerce, LL.B. and Diploma in Labour Law (DLL). He is having expertise knowledge in the field of Administration, Finance, Taxation, etc. He has served on several boards of directors of various Companies and and having rich experience, vast knowledge and varied experience of more than 18 years in accounts and finance department, etc.**
- (2) *Past remuneration:* **Rs. 51,129 (Rupees Fifty One Thousand One Hundred Twenty Nine Only) per month.**
- (3) *Recognition or awards:* **N.A.**
- (4) *Job profile and his suitability:* **Mr. Pushpendra Jain joined the Company as CFO w.e.f. 01<sup>st</sup> February, 2021 and looking after the matters related to Accounts, Finance, Taxation, etc. as he is having rich experience, vast knowledge and varied experience of more than Eighteen (18) years in the field of Accounts, Finance, etc.**
- (5) *Remuneration proposed:* **Remuneration, other perquisites, benefits & allowance(s) and communication facilities as fully set out in the special resolution readwith explanatory statement of item no. 04 of the Notice. The remuneration proposed is well within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.**
- (6) *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):* **The remuneration is in line with the industry standards. Further the proposed remuneration is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.**
- (7) *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:* **There is no inter-se pecuniary relationship between Mr. Pushpendra Jain and other members of the Board and Key Managerial Personnel of the Company.**





### III. Other information:

(1) *Reasons of loss or inadequate profits: The stringent market conditions in real estate industry and capital as well as revenue expenditure are the main reasons of inadequate profits.*

(2) *Steps taken or proposed to be taken for improvement: The Company has adopted the following measures to improve the profitability and to reduce its operations costs, viz.:*

- *Reduction in employee costs*
- *Invoking the force majeure clause under various lease agreements*
- *Cost control in all other areas*
- *Focus on significant improvements in operating costs*

*Further, Company is planning to setup various real estate projects at different locations all over Rajasthan.*

*Furthermore, the Company believes that it will well position to capture significant growth opportunities and profitability because of its following principal competitive strengths:*

1. *Extensive reach and market share*
2. *Strong marketing and brokerage sales*
3. *Brand name recognition*

(3) *Expected increase in productivity and profits in measurable terms: It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve in future. Management expects to have higher productivity and profits in line with the estimated budget. The Company is focusing on strengthening its core competency in real estate sector, as well as the Company has taken initiatives to improve the position as against competing organizations and will continue in its endeavor to increase the market share in the real estate industry of the Company to improve profitability.*

*In addition to the above, certain strategic management/financial changes made during the previous financial years which would result in further cost reduction and thereby contributing to the profitability in the years to come.*

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

Sd/-

Name: Ankita Mata

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A56788**

Address: **60, Jawahar Nagar, Udaipur,  
Rajasthan, India, PIN-313001**

Date: 12<sup>th</sup> August, 2021

Place: Nathdwara



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]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client ID:	
DP ID:	

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

1.	Name			
	Address			
	E-mail ID		Signature	
<i>Or failing him / her</i>				
2.	Name			
	Address			
	E-mail ID		Signature	
<i>Or failing him / her</i>				
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 36<sup>th</sup> Annual General Meeting of the Company on **Thursday, 30<sup>th</sup> day of September, 2021 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 <sup>ST</sup> MARCH, 2021 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON			
2.	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			
SPECIAL BUSINESS				
3.	APPOINTMENT OF MR. PUSHPENDRA JAIN (DIN: 03228950) AS DIRECTOR [PROFESSIONAL-EXECUTIVE] OF THE COMPANY			
4.	APPROVAL OF REMUNERATION OF MR. PUSHPENDRA JAIN (DIN: 03228950), DIRECTOR CUM CFO OF THE COMPANY			
5.	RATIFICATION OF RELATED PARTY TRANSACTIONS ENTERED DURING THE FINANCIAL YEAR 2020-2021			
6.	IN-PRINCIPAL APPROVAL FOR LOAN TO DIRECTORS, ETC.			

Signed this.....day of.....2021

.....  
Signature of Member

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

Affix  
Revenue  
Stamp

**Notes:**

1. This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



### ATTENDANCE SLIP

36<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2021

Member's Folio/DP ID-Client ID No.	:	
Name of First named Member / Proxy / Authorised Representative	:	
Name of Joint Member(s), if any:	:	
No. of shares held	:	

I/we certify that I/we am/are member(s) / proxy / authorised representative for the member(s) of the Company.

I/we hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of the Company on **Thursday, 30<sup>th</sup> day of September, 2021 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

.....

Signature of First holder / Proxy / Authorised Representative

.....

Signature of 1<sup>st</sup> Joint holder

.....

Signature of 2<sup>nd</sup> Joint holder

**Note(s):**

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy and/or their Authorised Representative will be allowed to attend the Meeting.
3. Members are requested to bring their copies of the Annual Report to the Meeting.

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### ELECTRONIC VOTING PARTICULARS

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

REVEN (Remote e-Voting Event No.)	User ID	Password /PIN

Note: Please read instructions given at Notice of 36<sup>th</sup> Annual General Meeting carefully before voting electronically.



**Route map of the venue of the 36<sup>th</sup> Annual General Meeting of  
Asia Pack Limited**



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

**If undelivered,  
Please return to Registered Office of the Company at:  
Asia Pack Limited  
3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara  
Rajsamand, Rajasthan, India, PIN-313301**