



27<sup>th</sup> September, 2014

To,  
The Chairman & Board Of Directors,  
**M/s Asia Pack Limited,**  
(CIN L74950RJ1985PLC003275)  
Registered Office: 3rd Floor,  
Miraj House, Panchwati,  
Udaipur, Rajasthan,  
India PIN - 313 001

Dear Sir,

**Subject: Report on Results of Electronic Voting.**

1. The Board of directors of the Company has appointed me as the Scrutinizer for Electronic Voting for the 29<sup>th</sup> Annual General Meeting of the members of the Company, scheduled to be held at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin - 313 001, on Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A.M .
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to E-voting on the resolution contained in the Notice of the 29<sup>th</sup> Annual General Meeting. My responsibility for the E-voting process is restricted to make Scrutinizers Report of the Votes Casted "in Favor" or "Against" the Resolutions set out in the notice of the AGM, based on the report generated from the E-Voting System Provided by the National Securities Depository Limited (NSDL), the Authorized Agency engaged by the Company to provide E-voting facility to its Shareholders.
3. Further to the above, I submit my report hereunder:
  - (i) The e-voting period was open from Tuesday, 23<sup>rd</sup> September, 2014 (9.00:AM) to Thursday, 25<sup>th</sup> September, 2014 ( 06:00 P.M.).
  - (ii) The members of the Company as on the "cut-off date" i.e. 29<sup>th</sup> August, 2014 was entitled to vote on the resolutions as set out in the notice of the 29<sup>th</sup> Annual General Meeting of the Company.





- (iii) I unblocked the votes before the two witnesses who were not in employment of the Company, after the e voting period given above finished.
- (iv) Thereafter, the detail containing *inter alia*, list of Equity Shareholders, who voted "for" and "against" and "invalid" on each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports generated, the results of the e-voting on each item/resolution(s) set out in notice of the AGM, is as under

**The Results of E-Voting:**

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.

(i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

(ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

(iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





# JAIN NILESH AND COMPANY

CHARTERED ACCOUNTANTS

CA. NILESH JAIN

[jainnileshandcompany@gmail.com](mailto:jainnileshandcompany@gmail.com)

8107177555, 02942463577

2. To appoint a director in place of Mr. Revant Purbia, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

(ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

(iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





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

(i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

(ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

(iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





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."

- (i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

- (ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

- (iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





**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."

(i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

(ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

(iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil



**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"

**(i) Voted in the favor of the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

**(ii) Voted in the against the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

**(iii) Invalid Vote(s)**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





## 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."

### (i) Voted in the favor of the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

### (ii) Voted in the against the Resolution

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

### (iii) Invalid Vote(s)

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil





**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."

**(i) Voted in the favor of the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

**(ii) Voted in the against the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

**(iii) Invalid Vote(s)**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil



**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.”

**(i) Voted in the favor of the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
2 (Two)	1276350

**(ii) Voted in the against the Resolution**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil

**(iii) Invalid Vote(s)**

Number of folio(s) cast their votes through Electronic Mode	Number of Shares for Votes cast by them
Nil	Nil



Thanking you,  
Yours Faithfully,

Nilesh Jain,

(Practicing Chartered Accountant)

Membership No. 413903

FRN No. 018943C