

## NOTICE

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of ASIA PACK LIMITED will be held on **Thursday, 11<sup>th</sup> day of August, 2016** at 11.00 A. M. IST 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 consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon.

**Item no. 2 – Appointment of director:**

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

### SPECIAL BUSINESS:

**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 the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, M/s. Vinod Singhal & Co., Chartered Accountants (Firm Registration No. 005826C), Jaipur, 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. Jain Nilesh and Company, Chartered Accountants (Firm Registration No. 018943C), Udaipur, from the conclusion of this 31<sup>st</sup> Annual General Meeting for a term of one year until the conclusion of 32<sup>nd</sup> Annual General Meeting of the company and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors in connection with the audit of the accounts of the Company pertain to financial year 2016-17.”

**Item No. 4 – Shifting of Registered Office:**

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

“RESOLVED THAT pursuant to the section 12 (5) and other applicable provisions of the Companies Act, 2013, if any, read with the relevant Rules thereunder, the registered office of the Company be shifted from 3<sup>rd</sup> Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313001 to 3<sup>rd</sup> Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN - 313301, a place falling under the jurisdiction of Nathdwara Police Station, which is outside the local limit of the town where it is presently situated but within the same state.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings and in its absolute discretion necessary or desirable or in the best interests of the Company.”

“RESOLVED FURTHER THAT Mr. Prakash Chandra Purohit, Director and/or Mr. Ashok Ranjan Mishra, Company Secretary of the Company be and is hereby authorized to notify the said change in the situation of the Registered Office of the Company to the Registrar of Companies, Rajasthan.”

**Item No. 5 – 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. 50 Crores (Rupees Fifty 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.”

**Item No. 6 – 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. 50 Crores (Rupees Fifty 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.”

**Item No. 7 –Increase in Investment 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 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. 50 Crores (Rupees Fifty Crores) at any point of time on behalf of the company.”

By Order of the Board of Directors  
For Asia Pack Limited

Sd/-

Ashok Ranjan Mishra  
Company Secretary

Date: 12<sup>th</sup> July, 2016  
Place: Nathdwara

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**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. 3 to 7 is annexed.
2. **PROFILE OF DIRECTORS:** Additional information, pursuant to Secretarial Standard-2 and regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the AGM is annexed hereto and forms integral part of the notice. The Director has furnished consent/declaration for his appointment/re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
3. **PROXY:** *A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.*

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

4. **CORPORATE MEMBERS:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

5. **ATTENDANCE SLIP:** Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the Annual General Meeting and seek registration before entering the meeting hall.
6. **BOOK CLOSURE:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 08<sup>th</sup> August, 2016 to Thursday, 11<sup>th</sup> August, 2016**, both days inclusive, for the purpose of Annual General Meeting.
7. **NOTIFICATION BY SHAREHOLDERS:** Shareholders holding shares in physical form are requested to notify change of address, if any, to the Share Transfer Agents (STA) of the Company, Bigshare Services Private Limited, Mumbai immediately.  
  
Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants.
8. **INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
9. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company or whose e-mail addresses are made available to the Company by the Depositories, are being sent with such documents in the electronic form. These documents are also made available on the website of the Company viz., [www.asiapackltd.com](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.**
10. **SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:** Shareholders holding shares in physical mode are requested to -
  - a) Opt for Dematerialization of their shareholding through any of the SEBI registered Depository Participant.
  - b) Avail nomination facility in respect of their shareholding in the Company by submitting Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013.
  - c) Contribute to the cause of Green Initiative by registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual Report etc.
  - d) Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.
11. **REGISTRATION OF E-MAIL ADDRESS:** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically. Members holding shares in demat mode are requested to register their e-mail address through their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail address with M/s. Bigshare Services Private Limited, Mumbai the Share Transfer Agents of the company.
12. **Scrutinizer:** The board of directors has appointed Mr. Nilesh Jain, Chartered Accountants (Membership No. 413903) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. The Annual Report 2015-16, the Notice of the 31<sup>st</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2016 will also be available on the Company's website [www.asiapackltd.com](http://www.asiapackltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Udaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.

16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
17. Route Map showing directions to reach to the venue of the 31<sup>st</sup> AGM is given at the end of this Annual Report.
18. **REMOTE E-VOTING / VOTING THROUGH ELECTRONIC MEANS / INSTRUCTIONS OF E-VOTING:**
- A. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL).
- B. The facility for voting through ballot paper / polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper / polling paper.
- C. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- D. The remote e-voting period commences on 08<sup>th</sup> August, 2016 (9:00 am) and ends on 10<sup>th</sup> August, 2016 (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 04<sup>th</sup> August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- E. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- F. The process and manner for remote e-voting are as under:
- I. Members whose email addresses are registered with the Company / depository participant(s) will receive an email from NSDL informing them of their user ID and Password. Once a Member receives the email, he or she or the will need to go through the following steps to complete the e-voting process:
- i. 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.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. 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.
  - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - vii. Select "REVEN" of Asia Pack Limited.
  - viii. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer.asiapacklimited@gmail.com](mailto:scrutinizer.asiapacklimited@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
**REVEN (Remote E-Voting Event Number)      USER ID PASSWORD**
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- G. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone nos. +91 22 2499 4600/ +91 22 2499 4360 who will also address the grievances connected with the voting by electronic means.
- H. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- I. 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).
- J. 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 Password" option available on the site to reset the password.
- K. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04<sup>th</sup> August, 2016.
- L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 04<sup>th</sup> August, 2016, may obtain the user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [armishra@mirajgroup.in](mailto:armishra@mirajgroup.in). 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- M. 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.
- N. Mr. Nilesh Jain, Chartered Accountant (Membership No. 413903), Proprietor of M/s. Jain Nilesh and Company, Chartered Accountants, Udaipur has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- O. 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 / 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.
- P. The Scrutinizer 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 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.
- Q. The Results declared alongwith the report of the Scrutinizer 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.

By Order of the Board of Directors  
For Asia Pack Limited

Date: 12<sup>th</sup> July, 2016  
Place: Nathdwara

Sd/-  
Ashok Ranjan Mishra  
Company Secretary

## ANNEXURE TO THE NOTICE OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

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

#### ITEM NO. 3

M/s. Jain Nilesh and Company, Chartered Accountants, Udaipur have resigned from the office of Statutory Auditors of the Company due to their pre occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Board of Directors / Audit Committee in this regard. The Board of Directors in their meetings held on 12<sup>th</sup> July, 2016 have recommended, after considering recommendations of Audit Committee, appointment of M/s. Vinod Singhal & Co., Chartered Accountants (Firm Registration No. 005826C), Jaipur, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jain Nilesh and Company, Udaipur.

M/s. Vinod Singhal & Co., Chartered Accountants (Firm Registration No. 005826C), Jaipur, if appointed in the 31<sup>st</sup> Annual General Meeting will be holding office of Statutory Auditors from the conclusion of this 31<sup>st</sup> Annual General Meeting for a term of one year until the conclusion of 32<sup>nd</sup> Annual General Meeting.

M/s. Vinod Singhal & Co., Chartered Accountants (Firm Registration No. 005826C), Jaipur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

#### ITEM NO. 4

The Registered Office of the Company is presently situated at 1st Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, PIN - 313001. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN - 313301, a place falling under the jurisdiction of Nathdwara Police Station, which is outside the local limit of the town where it is presently situated but within the same state.

As, the proposed location is outside the local limits of Udaipur City and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to 1st Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN - 313301 with effect from 16<sup>th</sup> August, 2016.

The Directors recommend the approval of the special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

#### ITEM NO. 5 & 6

The members of the Company at their 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 approved by way of a Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 20 Crores (Rupees Twenty Crores). In View of eventualities, growth and future expansion of the Company's operations all over India it is expected that this limit may not be sufficient.

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and the free reserve of the Company, that is to say, reserve not set apart for any specific purpose.

The Resolution set out at item no. 5 of the notice is put forth for consideration of the members pursuant to the provisions of Section 180 (1) (c) of Companies Act, 2013 to enable the Directors to borrow up to a sum of Rs. 50 Crore (Rupees Twenty Crores Only) in excess of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose).

In view of exercising the borrowing powers to be provide by the above mentioned resolution no. 5, the Board shall also require authorization to mortgage/ hypothecate the assets of the Company as security /collateral security with the lenders viz. Bankers, Financial Institutions, Body Corporate etc.

Therefore, in order to mortgage or hypothecate the assets of the company the consent of shareholders by way of special resolution as set out it item no. 6 is required under Section 180 (1) (a) of Companies Act, 2013, authorizing the Board of Directors with necessary powers.

The Board of Directors recommends these enabling resolutions for approval of the members. None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or in any way interested in the resolution set out at Item No. 5 & 6.

#### ITEM NO. 7

The Members of the Company had, at their 29<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, approved by means of Special Resolution, the limits for authorising the Board of Directors of the Company for making investments in Shares, Debentures, Securities of the other bodies corporate and/or various Schemes of Mutual Funds and/or other funds, to give loans to any other body corporate, to give any other guarantee and/or provide any other security, in connection with a loan made by any other person to, or to any other person by, any body corporate including providing security, under section 186 of the Companies Act, 2013.

Under the provisions of Section 186 of the Companies Act 2013, the above powers can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs. 50 Crores (Rupees Fifty Crores Only) notwithstanding that investments along with Company's existing loans or guarantee / security or investments shall be in excess of the limits prescribed under Section 186.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution. The Board recommends the Resolution as set out at item no. 7 of the Notice as a Special Resolution, for approval of the Members.

By Order of the Board of Directors  
For Asia Pack Limited  
Sd/-  
Ashok Ranjan Mishra  
Company Secretary

Date: 12<sup>th</sup> July, 2016  
Place: Nathdwara

#### ADDITIONAL INFORMATION ON DIRECTOR SEEKING / RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION AS REQUIRED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name of Director	Mr. Prakash Chandra Purohit	
DIN	01383197	
Date of Birth	10 July 1969	
Nationality	Indian	
Qualifications	Graduate	
Expertise in specific Functional areas / Brief Resume	Mr. Prakash Chandra Purohit is non-executive non independent director of the company having vast business experience of over 27 years in Manufacturing, Service and Real Estate Industry. He is also serving the board of many other Companies. Presently he is providing his guidance, advise and monitoring to the trading activities of the Company and was appointed as Director of the Company on 24 <sup>th</sup> February, 2010.	
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Re-appointment due to retires by rotation / No remuneration will be paid	
The remuneration last drawn	Nil	
Date of first appointment on the Board	February 24, 2010	
Date of Appointment (as Managing Director)	Not Applicable	
Shareholding in the company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company / Disclosure of relationships between directors inter-se	Nil	
The number of Meetings of the Board attended during the year (Financial Year 2015-16)	Four (4)	
Listed companies (other than Asia Pack Limited) in which Mr. Prakash Chandra Purohit holds the directorship and Committees Membership:	Directorship: Nil	
	Chairperson of Board Committees: Nil	
	Member of Board Committees: Nil	
Other Directorships, Membership / Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> <li>Miraj Projects Limited (Director)</li> <li>Miraj Products Private Limited (Managing Director and Chairman of CSR Committee)</li> <li>Miraj Realcon Private Limited (Director)</li> </ol>	

By Order of the Board of Directors  
For Asia Pack Limited  
Sd/-  
Ashok Ranjan Mishra  
Company Secretary

Date: 12<sup>th</sup> July, 2016  
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]*

CIN:	L74950RJ1985PLC003275
Name of the Company:	Asia Pack Limited
Registered Office:	3 <sup>rd</sup> Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India PIN - 313 001

**31<sup>st</sup> Annual General Meeting -11<sup>th</sup> August, 2016**

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		E-mail id	
	Address		Signature	
<i>Or failing him / her</i>				
2.	Name		E-mail id	
	Address		Signature	
<i>Or failing him / her</i>				
3.	Name		E-mail id	
	Address		Signature	

(As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on **Thursday, 11<sup>th</sup> August, 2016 at 11.00 A.M. IST** 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.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Financial Statements (including the consolidated financial statements)			
2	Appointment of Mr. Prakash Chandra Purohit as Director, who retires by rotation			
<b>Special Business</b>				
3	Appointment of Auditors and fixing their remuneration			
4	Shifting of Registered Office			
5	Increase in Borrowing Powers of the Company			
6	Mortgage and/or Charge of Movable and Immovable Properties of the Company			
7	Increase in Investments Powers of the Company			

Signed this.....day of.....2016

.....  
Signature of Member

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

Affix Revenue Stamp of Re. 1/-
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**Notes:**

- 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.
- 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**

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

31<sup>st</sup> Annual General Meeting -11<sup>th</sup> August, 2016

Folio No.	
No. of shares held	

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company at Ground Floor, Miraj House, Panchwati, Udaipur, Rajasthan, India, Pin - 313 001, on **Thursday, 11<sup>th</sup> August, 2016 at 11.00 A. M. IST.**

.....  
Name of Member / Proxy  
(in BLOCK letter)

.....  
Signature of Member / Proxy

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

**E-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

Note: Please read instructions given at Notice of 31<sup>st</sup> Annual General Meeting carefully before voting electronically.

**Route map of the venue of the 31<sup>st</sup> Annual General Meeting of  
Asia Pack Limited**



**Asia Pack Limited**  
3rd 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**