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Date: 19th July, 2019

To,

The Dy. General Manager,

Corporate Relation Department,

BSE Limited

Phiroze Jee.jeeb hoy Towers

Dalal Street M umbai-400001

Sub: Notice of the 34th Annual Gene,ral Meeting along with Annual Report of the Company for

the fina ncia I year 2018-19.

Reference: Company Name: Asia Par k Limited (Scrip Code No. 530899)

Dear Sir/ Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclo'ed herewith Notice of 34th Annual General Meeting to be held on Tuesday,2Tth Day of Augusl, 2019 at 11.00 A.M. at Miraj Auditorium, 2"d Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, lndia, PIN-313301 alongwith Annual Report of the Company for the finanr:ial year 2018-19.

For U pdation and records

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Compa ny Secretary and Compliance .)fficer

www.asiapackltd.com
Toll Free No.1800 120 3699 . Tel. : +91 2953 331201

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E : info@asiaPackltd.com

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ANN UAL REPORT 201,9 -r 20ag

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BOAITD OF DIRECTORSMr. Prakash Chandra Purohit (DIN: 01383197)
Mr. Revant Purbia (DlN:02423236)
Mr. Kulbir Singh Pasricha (DIN:06767577)
Mr.SunilUpadhayay (DIN;06767593)
Mrs.PrabhjeetKaur (DIN:071,36767)
KEY MANAGERIAL PERSONNELMr. Revant Purbia, Chief Financial Officer
Mr. Jitendra Purohit, Chief Executive Officer
Mr. Ashok Ranjan Mishra, Company Secrctar)
AUI)ITORSM/s Vinod Singhal & Co. (FRN 005826C)
Chartered Accountants,
207,222, 2"d Floor, Ganpati Plaza, M.I. Road, Jaipur,
Rajasthan, India, PIN-302001
RECISTERED OFFICE3'd Floor, Miral Campus, Uper Ki Oden, Nathdwara,
Rajsamand, Rajasthan, India,
PIN-313301
CIN
WEBSITEwww.asiapackltd.com
EMAILarmishra@rnirauP.1n
REGISTRAR AND TRANSFER AGENT:
Head Office :-
Bigshare Sewices Private Limited,
1.r Floor, Bharat Tin Works Building, Opp. Vasant
Oasis, Makwana Road, Marol, Andheri East,
Mumbai 400059.
Te'l. No. 022 - 62638200,62638222
Email : inr.estor@bigshareonline.com
bsite: n,ww.bigshareonline.com
Branch Office :-
Bigshare Services Private Limited,
302 Kushal Bazar,32-33, Nehru PIacc, New Delhi-110019
Tel : 07742425004
Contact Person: Mr. Mukesh Kumar,
Email ; bssdelhi@bigshareonline.com
Websitr': w,n'u,.bigshareonline.com
34tl Annual General Meeti
DaTuesda
Datc27th A,rust, 2019
'l'imc11.00 A.t4
Vcn ut,Miraj Auditorium, 2n,: Floor, Miraj Campus, Uper Ki Oden,
tr-athdwara, Rasamand, Raasthan, India, PIN-313301
L74950RI1985PLC003275

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NOTICE is hereby glven that the 34,h Annual General Meeting of the Members of ASIA PACK LIMITED will be held on Tuesday, 27th d,ay of August, 2019 at 11.00 A. M. at MimiAuditorium,2d Floor, Mira.j Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajastha4 India, PIN-313301 to transact the following business:-

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL SI'ATEMENTS:

To consider and adopt the Audited Financial Statements for the financial year ended March 31,2019 and the Reports of the Board of Dircctors and Auditors thereon.

2. APPOINTMENT OF DIRECTOIT:

To Appoint a director in place of Mr. Revant Purbia (DIN 02423236), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. KULBIR SINGH PASRICHA (DIN 0676757N AS
INDEPENDENT DIRECTOR 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 tr> the provisions of Sections 1,49 and 1,52 read with Schedule lV and other applicable provisions, if any, of the Companies Act,2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kulbir Singh Pasricha (DIN: 06767577), who was appointed as an Independent I)irector and whose current period of office is expiring at ensuing Annual General Meeting and being eligible, and offer himself for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 2019 to 2024 on the Board of Directors of the Conrpany."

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4. RE-APPOINTMENT OF MR. SIJNTL UpADHAyAy (DIN 06767593) AS INDITPENDENT
DIRECTOR OF THE COMPAN'\':

To Consider and, if thought fit, to pass with or without modification(s), the following

"RESOLVED THAT pursuant to the provisions of Sections 1,49 and j.s2 read with schedule IV and other applicable provisions, if any, of the Companies Act,2O\3 (,,the Act,,) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in iorce), Mr. Sunil Upadhayay (DIN: 06767593), who was appointed as an Independent Director and whose current period of office is expiring at ensuing Annual General Meeting and being eligible, and offer himself for re-appointment and in respect of whom the Companv has received a notice in writing under section 160 of the Companies Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from zo19 to 2024 on the Board of Directors of the Company."

By Order of the Board of Directors
For Asia Pack Limited

Date: 30'h May, 201,9
Place: Nathdwara

sd/-
Ashok Ranian Mishra
Company Secretary

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Resolutions as a SPECIAL RESOI-UTION:

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NOTES;

1. EXPLANATORY STATEMENT:The Explanatory Statement pursuant to sub -section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the 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 AGIvI 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.

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 anv 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 Attomey authorizing their reprcscntative to attend and vote on their behalf at the Annual General Meeting.

5. ATTENDANCE SLIP: MembersT'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 venu€,of the Annual General Meeting and seek registration bcfore entering the meeting hall. Member who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

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3. PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE /NSTEAD OF HIMSELF/IIERSEIF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACTAS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEED/NG FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE T'OTAL SHARE CAPITAL OF THE COMPANY, FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF

THE COMPANY CARRYING YOTING RIGHTS MAY APPO]NT A SINGLE I'ERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSI'RUAIENT APPOINTING PROXY MUST BE DEPOSITED AT THE RECISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDINC THE MEETING.

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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 Wednesday,2ld August,2019 to Tuesday,2Trh August,2019, both days inclusive, for the purpose of Annual General Meeting.

7. NOTIFICATION BY SHAREHOLDERS: shareholders holding shares in physical form are requested to notily change of address, if any, to the Share Transfer Agents (STA) of the Company, Bigshare Services Private Limited, Mumbai/Delhi immediately.
Beneficial owners holding shares in electronic form are requested to notify anv change in address, bank particulars, NECS particulars etc., to their respective depository participants.

9. GREEN INITIATTVE IN coRPoRATE GOVERNANCE: In terms of provisions of section 101 and 135 of the Companies Act, 2013 and Rules made thereunder, Shareholders r.r,ho have opted to receive the Notice convening the general meetings, Financial statements, Board's 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 Dcpositories, 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 As a shareholder of the companyi 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 bv registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual I{eport etc.

d) Submit a notarized copy of their PAN Card, with a view to comply with KyC norms.

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8. INSPECTION OF RECORDS: Register of Contracts or arranSement in which Directors are interested as stipulated under section 189 of the Companies Act, 2o'lz and Register of Directors and Key Managerial Personnel and their shareholding maintained uncler 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 continuarce of the meeting to a person having the right to attend the meeting.

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11. SHAREHOLDER HOLDING PHYSICAL SHARES:

Pursuant to the amendment to Regulation 40 of SEBI (Listing Obligations and f)isclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8,2018, that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. December 5, 2018.

Means it has been mandated that transfer of securities would be carried out in dematerialized form only after 5th December 2018. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, for affecting any transfer, the securities shall mandatorily require to be in Demat form. Therefore based on the above all the Shareholder holding the physical shares are requested to convert their shares in electronic form i.e. Demat Fonn at the earlir:st. otherwise request for effecting transfer of equity shares held in physical form will not be processed w.e.f. December 5,2018.

12. UPDATE PAN AND BANK DET'AILS

Reference to the sEBI Circular No. sEBI/Ho/MIRSD/DoP1/crR/p/zo1}/73 dated April 20,
2018,

Shareholder holding physical shares are required to submit their permanent Account Number (PAN) and bank account details to the Bigshare Services pvt. Ltd. ()tTA), if not registered with the Company as mandated by SEBL

II. Members holding shares in elrrtronic mode are requested to submit their pAN and bank account details to their respective DPs with whom they are maintaining their Demat
accounts.

13. 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 Amual 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.

14. scrutinizer: The board of directors has appointed Mr. Ankush Dangi, chartered r\ccountants (Membership No. \31402) as the Scrutinizer to scrutinize the voting at the meeting and rernote e-voting process in a fair and transparent manner.

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15. The Annual Report 2018-19, the Notice of the 34*' 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 phlsical 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.

15. Members may also note that the Notice of the 34'Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2019 will also be available on the Company's website www.asiapackltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communicatiory members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

17. 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.

18. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Mceting, members are requested to bring their copy of Annual Report to the Meeting.

19. Route Map showing directions to reach to the venue of the 34h AGM is given at the end of this Annual Report.

20. REMOTE EVOTTNG / VOTING THROUGH ELECTRONTC MEANS / TNSTRUCTTONS
OF E-VOTING:

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM, who have cast their votes by remote e-voting shall be able
to exercise their right at the AGM through ballot paper.

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A. ln compliance with Section 108 of the Companies Ac! 2013 read with Rule 20 of the Companies (Management and Adminiskation) Rules, 201.4, 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 resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting St'rvices. 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 byNational Securities Depository Limited (NSDL).

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C. The Members who have cast their votes by remote e-voting prior to the AGM may attend the ACM but shall not be entitled to cast their votes again.

D. The remote e-voting period commences on 24ft August,2o1,g (09:oo a.m.) and ends on 26rh August, 2019 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th August, 201,9, 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.

The way to vote eleckonically on NSDL e-Voting system consists of ,,Two Steps,, which
are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https:// www.evoting.nscll.com/

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

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal Computer or on a
mobile.

2. Once the home page oI e-Voting system is launched, click on the icon ,,Login,,
which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your password
and a Verification Code as shown on the screen.

Alternatiaely, if you are registered for NSDL eseroices i.e. IDEAS, you can log-in at https://esertices.nsdl.com/ with your existing IDEAS togin. Once you tog-itt to NSDL
eseraices after usittg your log-in uedentials, click on e-Voting and you can proceed to
Step 2 i.e. Cast your ztote electronically.

4. Your User ID details are given below

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E. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

I How to Log-in to NSDL e-Voting websirc? l-

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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-.- ard Client ID is 12***r** then your

user ID is

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiarv ID

For example if your Beneficiary ID is then your user lD is

c) For Members holding shares in
Phvsical Form-

EVEN Number followed by Folio
Number registered with the company
For example if folio number
and EVEN is 101456 then user ID is
101456001*-

5. Your password details are given below:
a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) lf you are using NSDL e-Voting system for the first time, you will nced to retrieve the'initial password' which was cornmunicated to you. Once you retrieve your'rnitial password', you need to enter the 'initial password'
and the system wili 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 rvith the company, your 'initial password' is communicated to you on your email ID. 'lrace 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'.

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(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. lf you are unable to retri(:ve 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.

b) Physical User Reset Password (If you are holding shares in phl,sical mode) option available on www.evotinq.nsdl.com

c) If you are still unable to get the password by aforesaid two options, vou can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

How to cast your vote electronicall y on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Thery click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. No\ / you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you conJirm your vote on the resolution, you will not be allowed to modifv your
vote.

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Details on Step 2 is given below:

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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 Ietter etc. with attested specimen signature of the duly authorized signatorv(ies) who are authorized to vote, to the Scrutinizer by e-mail to ankushdangi@gmail.com with a copy marked to cvoting@ns,-1l.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 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 or call on toll free no.: 1,800-222-990 or send a request at evotinq@nsdl.co. in

G. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password lor casting your vote.

H. 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).

I. 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 20th August, 2019.

]. 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.20th August 2019, may obtain the user ID and password by sending a request at evoting@nsdl.co.in or Issuer/RIA. 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 avaiiable on wwr.v.evoting.nsdl.com.

K. A member may participate in the AGM even after exercising his right to vote through remote e-votinS but shall not be allowed to vote again at the AGM.

L. 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

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M. Mr. Ankush Dangi, Chartered Accountant (Membership No. 131402), Proprietor of M/s. A Dangi & Associates, Chartered Accountants, Udaipur has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent
maruler.

N. 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
/ poling paper for all those members who are present at the ACM but have not cast their votes by availing the remote e-voting facility.

O. The Scrutinizer shall after the conclusion of voting at the ACM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at Ieast 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 wrihng, who shall countersign the same and declare the result of the voting forthwith.

P. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.

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Contact Details:

Date: 30tr, May, 2019
Place: Nathdwara

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By Order of the Board of l)irectors
For Asia Pack Limited

sd/ -
Ashok Ranjan Mishra
Company Secretary

Company Asia Pack Limited
Registered Office: 3.d Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, lndia, PIN-

313301
CIN: L74950RJ1985PLC003275

E-mail ID: armishra@mirajgroup.in
Registrar and Transfer Agent Bigshare Services Private Limited
Head Office:
1n Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai

400059.

Tel. No. 022 - 62638200,62638222
Email : investor@bigshareonline.com
Website: www.bigshareonline.com
Branch Office:
302 Kushal Bazar,32-33, Nehru Place, New Delhi -110019
Te\ : 0]."142425004
Contact Person : Mr. Mukesh Kumar, Email : bssdelhi@bigshareonline.com Website: www.bigshareonline.com
e-Voting Agency National Securities Depository Limited (NSDL)
Scrutinizer CA Ankush Dangi

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ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF

SECTTON 102 OF THE COMPANIES ACT, 2013 (',THE ACT")
ITEM NO.3

Pursuant to the provisions of Section 149,-1.52 if any, of the Companies Act, 2013 and Rules framed thereunder, at the 29tt' Annual Ceneral Meeting held on 30th September, 2014, Mr. Kulbir Singh Pasricha (DIN 06767574 was appointed as an lndependent Director of the Company for a period of 5 (five) consecutive years Ior a term upto the ensuing Annual General Meeting. Since, Mr. Kulbir Singh Pasricha will complete his initial term as an Independent Director of the Company at the date of ensuing Amual General Meeting or at the adjoumment thereof, being eligible for re-appointment for one more term of five years.

As per the recommendation and approval of the Board of Directors in their meetings and subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Section "149,1.50,152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modi{ication(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kulbir Singh Pasricha (DlN 0676757n as an Independent Non-Executive Director of the Company for the second term of 5 (five) years 2019 to 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act,2013.

The Company has received a declaration from Mr. Kulbir Singh Pasricha,being eligible for re - aPPointment as Independent Director for the second term providing his consent in n,riting to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qu.rlification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Kulbir Singh Pasricha confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, as amended from time to time. Mr. Kulbir Shgh Pasricha is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Kulbir Singh Pasricha (DlN 06767577) tobe reappointed as an Independent Non-Executive Director of the Company as per provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, except Mr. Kulbir Singh Pasricha, to whom these resolution relates, in any way, concerned or interested, financiallv or otherwise, in the proposed resolutions set out at Item No. 3 of the Noticc.

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ITEM NO.4

Pursuant to the provisions of Section 149, 1,52 il any, of the Companies Act, 2013 and Rules framed thereunder, at the 29th Annual General Meeting held on 30rh September, 2014, Mr. Sunil Upadhayay (DIN 06767593) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto the ensuing Annual General Meeting or at the adjournment thereof, being eligible for re-appointment for one more term of five years.

As per the recommendation and apptoval of the Board of Directors in their meetings and subject to approval of Members at this Annual Gcneral Meeting and pursuant to the provisions of sections 149, 150, 152 read with schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and eualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including anv statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Dircctors, the approval of the Members of the Company be and is hereby accorded for re-appointrnent of Mr. Sunil Upadhayay (DIN 06767593) as an lndependent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f.20^19 to 2024 and, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Sunil upadhayay (DIN 06267593), being cligible for re-aPpointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Companv has also received a declaration from Mr. sunil Upadhayay (DIN 06762593) confirming the criteria of Independence as prescribed rmder section M9(6) of the Companies Act, 2013, as amended from time to time. Mr. sunil Upadhayay (DIN 05767593) is not disqualified from being appointed as Director in terms of section 164 of the companies Act, 20L3, as amended from time to time. ln the opinion of the Board, he fulfills the conditions specified in the Companies Act,2013.

In terms of secfion 160 of the Companies Act,2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. sunil Upadhayay (DIN06767593) to be reappointed as an Independent Non-Executive Director of the Company as per provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, except Mr. sunil upadhayay, to whom these resolution relates, in any wayt concerned or interested, financially or otherwise, in the proposed resolutions set out at Item No. 4 of the Notice.

By Order of the Board of Directors
For Asia Pack Limited

Date: 30th May,201,9
Place: Nathdwara

sd/-
Ashok Ranian Mishra
Company Secretary
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ADDITIONAL INFORMATION ON DIRECTOR SEEKING/ RECOMMENDED FOR APPOINTMENV 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. Revant Purbia Mr. Kulbir Singh Pasricha Mr. Sunil Upadhayay
DIN 02423236 06767577 067 67593

Date of Birth 01n February 1963 11'h September 1954 10th July 1969
Indian
Post Graduate

Nationalitv Indian ln d iar.r
Qualifications Craduatc Post Craduate

Expertise in
specific
Functional areas
/ Brief Resume

Administration,
Accounts and

Finance

Accourt,
Finance

Banking and Business Consultancy

Terms and
conditions of
appointment or
re-appointment.

Re-appointment due

to retires by
rotation.

Appointed for a second
term of five year.

Appointed for a
second term of five
year.

The remuneration
last drawn

Refer
Extract

I{eturn

to
of

MGT-9
Annual

N.iI Nil

Date of
appointment
the Board

first

on

November 16, 2008 Decernber 20, 2013 December 20. 2013

Date Not Applicable
Appointment
Managing
Director)

of
(as

Not Applicable Not Applicable

Shareholding
the company

ln 200 Equity Share Nil Nil

Relationship with
other Directors,
Manager and
other K"y
Managerial
Pcrsorurel of the
company /
Disclosure of
relationships
between directors
inter-se

Nit Nil Nil

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Date: 30th May,2019
Place: Nathdwara

L II,I TEO

By Order of the Board of Directors For Asia Pack Limited
sd/-
Ashok Ranj.rn Mishra
Companl, Secretary

The number of
Meetings of the
Board attended
during the year
(Financial Year
2018-19)

Four(4) Four (4) Four (4)

Listed companies
(other than Asia
Pack Limited) in
which holds the
directorship and
Committees
Membership:

Directorship: Nil Directorship-1 S V Trading And Agencies
Limited

Directorship-1

S V Trading And
Agencies Limited

Chairperson of
Board Committees:
Nil

Chairperson of
Committees: NiI

Board Chairperson of Board
Committees: Nil

Member of Iloard
Committees: Nil

Member of
Committees: Nil

Board Member of Board
Committees: Nil
Other
Directorships,
Membership /
Chairmanship of
Cornmittees of
other Boards

1. Miraj Creations
Private Limited

1. Miraj Developers Limited 1. Miraj Developers
Limited

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L IfuI ITED

Form No. MGT-11

Prory form
[Pursuant to section 105(6) of the Companies Act, 2013 and rute 19(3) of tlrc Companies (ManagenLent atld A dmi tlistra tion) Rules, 201,41

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

(Contd.....)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34rh Annual General Meeting of the Company, to be held onTuesdar 2Trh August,2019 at 11.00 A.M. at Miraj Auditorium,2'a Floor, Miraj Campus, Uper Ki oden, Nathdwara, Rajsamanil, Rajasthan, India, PIN-313301 and at any adjournment thereof in respect of such resolutions as are'indicated
below:

CIN: L749s0RJ1 985PLC00327 5
Name of the Company: Asia Pack Limited

Registered Office: 3'd Floor, Miraj Campus, Uper Ki Oden,
Nathdwara, Rajsamand, Ra.jasthan, India PIN -
313 301

Name of the member(s)
Registered address:
E-rnail Id
Folio No

1 Name
Address

E-mail ID Signature

Or failing him / her
2 Name
Address
E-mail ID

Or failing him / her
J Name

Signature

90

Signature

I

E-nailrD

I

Address

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

LINlIIEO

.... 201.9

Signature of Member Signature of Proxy holder(s)

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 4g hours before the commencement of the meeting.

2. It is optional to indicate your preference. If you leave the 'for', 'against' or'abstain' coiumn blank against any or all the resolutions, your proxy will be entitled to vote in the marurer as he/she may deem appropriate.

Resolution
No.

Resolution Vote (Optional See Note 2)
(Please mention no. of Shares)
For Against Abstain
Ordinary Business
1 Adoption of financial statements
Appointment of Mr. Revant Purbia, a director
retiring by rotation

Special Business
3 Re-appointment of ,\4r. Kulbir Singh Pasricha
(DIN 0676757n as Independent Director of the Company
4 Re-appointment of Mr. Sunil Upadhayay (DIN
06767593) as Independent Director of the Company

Affix Revenue

Stamp of not
less than Re. 1/-

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LIMITED

ATTENDANCE SLIP

34rh Annual General Meeting -27th August, 2019

Folio No

No. of shares held

I hereby record my presence at the 34th Annual General Meeting of the Company on Tuesday, 27rh day of August, 2019 at 11:00 A.M. at Miraj Auditorium,2"a Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

Name of Member f Proxy
(in BLOCK lettcr)

Signature of Member / Proxy

NorE: 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 Passlr.ord

Note: Please read instructions given at Notice of 34n Annual General Meeting carcfully before voting electronically.

CIN L74950RI1985PL C00327 5
Name of the Company Asia Pack Limited

Registered Office: 3.d Floor, Miraj Campus, Uper Ki Oden, Nathdwara,
Rajsamand, Raiasthan, India PIN-313301

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

I