



## **NOTICE 39<sup>TH</sup> ANNUAL GENERAL MEETING:**

**Notice** is hereby given that the **39<sup>th</sup> Annual General Meeting** (“AGM” or “Meeting”) of the members of **Asia Pack Limited** (“Company” or “APL”) will be held on **Monday, the 30<sup>th</sup> day of September, 2024 at 11:00 A.M.** at the registered office of the company situated at 3<sup>rd</sup> 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, 2024 and the Reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mr. Pushpendra Jain (DIN: 03228950) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. Appointment of Mr. Kapil Paliwal (DIN: 09841586) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Kapil Paliwal (DIN: 09841586), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 09<sup>th</sup> November, 2023 and who holds office till the date of this Annual General Meeting (‘AGM’) in terms of Section 161(1) of the Companies Act, 2013, and who has submitted a declaration in writing that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 09<sup>th</sup> November, 2023 to 08<sup>th</sup> November, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. Appointment of Mrs. Jyotsana Vishnu Joshi (DIN: 06947640) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)



(including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Jyotsana Vishnu Joshi (DIN: 06947640), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from 23<sup>rd</sup> March, 2024 and who holds office till the date of this Annual General Meeting ('AGM') in terms of Section 161(1) of the Companies Act, 2013, and who has submitted a declaration in writing that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 23<sup>rd</sup> March, 2024 to 22<sup>nd</sup> March, 2029 (both days inclusive)."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. Approval of remuneration of Mr. Pushpendra Jain (DIN: 03228950), Director and Chief Financial Officer 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 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 and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (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 and Chief Financial Officer of the Company, in case of no / inadequate profits, as calculated under Section 198 of the Act, for the three Financial Years 2024 - 25, 2025 - 26 and 2026 - 27, 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. 65,764/- (Rupees Sixty Five Thousand Seven Hundred and Sixty Four 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:

<b>Particulars</b>	<b>Amount</b>
<b>Basic Salary + DA</b>	Rs. 36,170
<b>Uniform All. /Academic All.</b>	Rs. 1,644
<b>HRA</b>	Rs. 16,441
<b>Conv. Reimb. /Car Reimb. /Hire Chgs.</b>	Rs. 2,630
<b>Medical Allowance</b>	Rs. 1,644
<b>SP / HR Allow.</b>	Rs. 7,234
<b>Gross Salary</b>	<b>Rs. 65,674</b>



- 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 and SEBI Listing Regulations 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.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Pushpendra Jain as Director and Chief Financial Officer 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

Sd/-

Name: **Lakshit Samar**

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A64788**

Date: **14<sup>th</sup> August, 2024**

Place: **Nathdwara**



<b>Information at a Glance</b>	
<b>Particulars</b>	<b>Details</b>
<b>Day, date and time of AGM</b>	Monday, 30 <sup>th</sup> September, 2024 at 11.00 A.M. IST
<b>Mode</b>	Physical
<b>Book Closure Start</b>	Tuesday, 24 <sup>th</sup> September, 2024
<b>Book Closure End</b>	Monday, 30 <sup>th</sup> September, 2024
<b>Cut-off date for e-Voting</b>	23 <sup>rd</sup> September, 2024
<b>E-Voting start time and date</b>	09.00 A.M., 26 <sup>th</sup> September, 2024
<b>E-Voting end time and date</b>	05.00 P.M., 29 <sup>th</sup> September, 2024
<b>E-Voting website of NSDL</b>	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
<b>Name, address and contact details of e-Voting service provider</b>	<b>National Securities Depository Limited</b> Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai, India, PIN-400013 Ms. Pallavi Mhatre Senior Manager E-mail id: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Toll free no: : 1800 1020 990 and 1800 22 44 30
<b>Name, address and contact details of Registrar and Transfer Agent</b>	<b>Bigshare Services Private Limited:</b>  <b>Head Office:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093. 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>  <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>



**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as “AGM”), as set out under Item No. 3 to 5 is annexed herewith.
2. 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.
3. 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.
4. 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.
5. 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.
6. Proxy holder shall prove his/her identity at the time of attending the Meeting.
7. Institutional / 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.
8. 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.
9. In case of joint holders attending the Meeting, only such joint holder who is first in order of names will be entitled to vote.
10. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Pushpendra Jain (DIN: 03228950), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. As per explanation to Section 152(6)(e) of the Companies Act, 2013, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors.
11. 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 and/or fixation of remuneration 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.
12. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangement in which Directors are interested as



stipulated under Section 189 of the Companies Act, 2013 and 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.

13. The Register of Beneficial Owner, Register of Members and Share Transfer books of the Company shall remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days Inclusive) for the purpose of the 39<sup>th</sup> AGM.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
15. Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended mandates that that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. 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. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
17. Further Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4**, the format of which is available on the Company's website and can be accessed through the link: <http://www.asiapackltd.com/Index/InvestorsServiceProcedure> and on the website of the Company's RTA and can be accessed through the link: <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request can be processed only after the folio is KYC compliant.
18. SEBI vide its circulars issued from time to time has mandated that all shareholders holding shares in physical form to furnish PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c details and specimen signature for their corresponding folio numbers. Shareholder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination. With effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <http://www.asiapackltd.com/Index/InvestorsServiceProcedure>. In view of



the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes.

19. Members are requested to register / intimate changes, if any, pertaining to their name, postal address with PIN, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., the members are required to intimate the same:
  - a. For shares held in electronic form: to their respective Depository Participants; and
  - b. For shares held in physical form: to the Company / Registrar and Transfer Agent of the Company in prescribed **Form ISR-1**. Further the Company has already sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no.(s).
20. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <http://www.asiapackltd.com/Index/InvestorsServiceProcedure>. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/ RTA, in case the shares are held by them in physical form.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/login> and the same can also be accessed through the Company's website at <http://www.asiapackltd.com>.
23. Notice of the AGM, along with the Annual Report 2023-2024 is being sent through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. For members who have not registered their email addresses, physical copies of the Annual Reports are being sent by the permitted mode.

The Annual Report of the Company is also available on the website of the Company at



<http://www.asiapackltd.com/Index/InvestorsView/8> and website of BSE at <https://www.bseindia.com>.

Further members desirous of obtaining physical copies of Annual Reports may send a request to the Company writing at [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in) mentioning their DP ID client ID / folio no.

24. 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.
25. 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.
26. The Company has designated an email address [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in) to enable the investors to register the complaints/queries/grievances if any.
27. Route Map showing directions to reach to the venue of the meeting is given at the end of this Notice.
28. **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 Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, 23<sup>rd</sup> September, 2024 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only
  - C. The remote e-voting period begins on Thursday, 26<sup>th</sup> September, 2024 (09:00 A.M.) and ends on Sunday, 29<sup>th</sup> September, 2024 (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. Monday, 23<sup>rd</sup> September, 2024, 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 Monday, 23<sup>rd</sup> September, 2024.
  - D. 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.
  - E. 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.
  - 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 National Securities Depository Limited (“NSDL”)	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section ,</li> <li>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.</li> <li>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.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>To register, open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. either on a Personal Computer or on a mobile</li> <li>Select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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. 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.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol> <p><b>D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>A. Existing user who has opted for Easi/Easiest:</b></p> <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></li> <li>Click on New System Myeasi.</li> <li>Login with user ID and Password</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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol> <p><b>B. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>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>Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide Demat Account Number and PAN No.</li> <li>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>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>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once logged 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</p>

**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 022 - 4886 7000.
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 1800 22 55 33

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?	
<p>1. 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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>3. 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.</p> <p>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.</p> <p>4. Your User ID details are given below :</p>	
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c. How to retrieve your 'initial password'?</p> <p>(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</p>	



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 [rsj27085@gmail.com](mailto:rsj27085@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**C. Process for those shareholders whose email ids are not registered with the depositories 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), AADHAR (self attested scanned copy of Aadhar Card) by email to [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@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), AADHAR (self attested scanned copy of Aadhar Card) to [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in)
  3. 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.](#)
  4. 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.
  5. 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.
29. Mr. Ramdev Singh Jetmal (FCS: F7766 COP: 27085) Practicing Company Secretary, has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
30. 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.
31. The Scrutiniser shall immediately 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 two working 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.
32. 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 Company shall also simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
33. 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 will also be displayed on the Company's website, [www.asiapackltd.com](http://www.asiapackltd.com).



34. **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. Pushpendra Jain	Mr. Kapil Paliwal	Mrs. Jyotsana Vishnu Joshi
DIN	03228950	09841586	06947640
Date of Birth	19/01/1979 / 45 Years	11/09/1990 / 33 Years	19/11/1973 / 50 Years
Nationality	Indian	Indian	Indian
Qualifications	Graduate in Commerce, LL.B. and Diploma in Labour Law (DLL)	Post Graduate	Graduate
Brief Profile / Experience and Expertise in specific Functional areas / Brief Resume	Expertise: Administration, Finance, Taxation, etc. He has served on several board of directors of various Companies and having vast experience of more than 20 years in accounts and finance department.	Post Graduate in Business Administration and is having wide and varied experience of more than 11 years in the field of Accounts and Finance.	Graduate in Arts and is having wide and varied experience of more than a decade in the field of education and allied activities.
Terms and conditions of appointment or re-appointment.	<ul style="list-style-type: none"> <li>Re-appointment due to retire by rotation.</li> <li>Approval of remuneration.</li> </ul> <p>Mr. Pushpendra Jain is drawing remuneration of Rs. 65,674 (Rupees Sixty Five Thousand Six Hundred and Seventy Four only) per month as salary and the same is being proposed / sought to be paid on re-appointment.</p> <p>Liable to retire by rotation</p>	<p>Appointment for a term of five consecutive years commencing from 09<sup>th</sup> November, 2023 upto 08<sup>th</sup> November, 2028.</p> <p>Not Liable to retire by rotation.</p>	<p>Appointment for a term of five consecutive years commencing from 23<sup>rd</sup> March, 2024 upto 22<sup>nd</sup> March, 2029.</p> <p>Not Liable to retire by rotation.</p>
The remuneration last drawn	Rs. 65,674/- (Rupees Sixty Five Thousand Six Hundred and Seventy Four Only)	Not Applicable	Not Applicable
Date of first appointment on the Board	01 <sup>st</sup> February, 2021	09 <sup>th</sup> November, 2023	23 <sup>rd</sup> March, 2024
Shareholding in the company	Mr. Pushpendra Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.	Mr. Kapil Paliwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.	Mrs. Jyotsana Vishnu Joshi does not hold by herself or for any other person on a beneficial basis, any shares in the Company.
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. Pushpendra Jain and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Kapil Paliwal and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mrs. Jyotsana Vishnu Joshi and other members of the Board and Key Managerial Personnel of the Company.
The No. of Meetings of the Board attended during the FY 2023-24	06 (Six)	02 (Two)	Nil
Listed companies (other than Asia Pack Limited) in which holds directorship and Committees Membership:	Directorship: Nil	Directorship: Nil	Directorship: Nil
	Chairperson of Board Committees: Nil	Chairperson of Board Committees: Nil	Chairperson of Board Committees: Nil
	Member of Board Committees: Nil	Member of Board Committees: Nil	Member of Board Committees: Nil
Directorships in other Companies	Nil	02 (Two) Miraj Entertainment Limited Miraj Developers Limited	02 (Two) Miraj Entertainment Limited Miraj Developers Limited



<b>Membership/Chairmanship of Committees of other Boards</b>	Nil	<b>Miraj Entertainment Limited</b> Audit Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member  <b>Miraj Developers Limited</b> Audit Committee - Chairman Nomination and Remuneration Committee - Chairman	<b>Miraj Entertainment Limited</b> Audit Committee - Member Nomination and Remuneration Committee - Chairman  <b>Miraj Developers Limited</b> Audit Committee - Member Nomination and Remuneration Committee - Member
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable	Please refer the explanatory statement set out of Item No. 3 of the Notice	Please refer the explanatory statement set out of Item No. 4 of the Notice

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

Sd/-

Name: **Lakshit Samar**

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A64788**

Date: **14<sup>th</sup> August, 2024**

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 5 of the accompanying Notice.**

**ITEM NO. 3:**

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 09<sup>th</sup> November, 2023 approved the appointment of Mr. Kapil Paliwal as an Additional Independent Non-Executive Director of the Company, in terms of Sections 161(1) and other applicable provisions of the Companies Act, 2013 (Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 not liable to retire by rotation, subject to the approval of members.

As per Section 161(1) of the Companies Act, 2013, Mr. Kapil Paliwal, being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director of the Company.

Mr. Kapil Paliwal is Post Graduate in Business Administration and is having wide and varied experience of more than 11 years in the field of Accounts and Finance and his working experience and knowledge will be very advantageous and great value to the Company.

In this context, the Company has received from Mr. Kapil Paliwal **(i)** declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(ii)** 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 **(iii)** 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. He further confirmed that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Considering the balance of skills, knowledge and experience on the Board, Nomination and Remuneration Committee has evaluated, discussed and reviewed the candidature of Mr. Kapil Paliwal and based on his requisite, qualifications, experience, independence, ability to devote sufficient time and attention to professional obligations as an Independent Director, has recommended his candidature to the Board.

The Board considered the recommendation of Nomination and Remuneration Committee and opined that Mr. Kapil Paliwal possesses the requisite knowledge and expertise in the areas of Accounts and Finance and hold high standards of integrity required to discharge their duties and can devote the time which is required for fulfilling his responsibilities as an Independent Director of the Company and he also fulfils the conditions as specified under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management. Therefore, it is desirable to appoint him as an Independent Non-Executive Director.

The additional and other relevant information including the profile and specific areas of expertise of Mr. Kapil Paliwal as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

A Copy of the draft letter for appointment of Mr. Kapil Paliwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09:00 A.M. to 06:00 P.M.).





Mr. Kapil Paliwal is interested in the said resolution as it pertains to his appointment. None of the other 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 recommends the appointment of Mr. Kapil Paliwal as set out in the resolution in item no. 3, for the approval of the members by way of special resolution.

**ITEM NO. 4:**

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 23<sup>rd</sup> March, 2024 approved the appointment of Mrs. Jyotsana Vishnu Joshi an Additional Independent Non-Executive Director of the Company, in terms of Sections 161(1) and other applicable provisions of the Companies Act, 2013 (Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 not liable to retire by rotation, subject to the approval of members.

As per Section 161(1) of the Companies Act, 2013, Mrs. Jyotsana Vishnu Joshi, being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director of the Company.

Mrs. Jyotsana Vishnu Joshi is Graduate in Arts and is having wide and varied experience of more than a decade in the field of education and allied activities and her working experience and knowledge will be very advantageous and great value to the Company.

In this context, the Company has received from Mrs. Jyotsana Vishnu Joshi **(i)** declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(ii)** 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 **(iii)** Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act. She further confirmed that she has registered herself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Considering the balance of skills, knowledge and experience on the Board, Nomination and Remuneration Committee has evaluated, discussed and reviewed the candidature of Mrs. Jyotsana Vishnu Joshi and based on her independence, ability to devote sufficient time and attention to professional obligations as an Independent Director, has recommended her candidature to the Board.

The Board considered the recommendation of Nomination and Remuneration Committee and opined that Mrs. Jyotsana Vishnu Joshi possesses the requisite knowledge and wide and varied experience of more than a decade in the field of education and allied activities hold high standards of integrity required to discharge their duties and can devote the time which is required for fulfilling his responsibilities as an Independent Director of the Company and she also fulfils the conditions as specified under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management. Therefore, it is desirable to appoint her as an Independent Non-Executive Director.

The additional and other relevant information including the profile and specific areas of expertise of Mrs. Jyotsana Vishnu Joshi as required under the Securities and Exchange Board of India (Listing Obligations and



Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

A Copy of the draft letter for appointment of Mrs. Jyotsana Vishnu Joshi as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09:00 A.M. to 06:00 P.M.).

Mrs. Jyotsana Vishnu Joshi is interested in the said resolution as it pertains to her appointment. None of the other 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 recommends the appointment of Mrs. Jyotsana Vishnu Joshi as set out in the resolution in item no. 4, for the approval of the members by way of special resolution.

#### **ITEM NO. 5:**

Mr. Pushpendra Jain (DIN: 03228950) is in the whole-time employment of the Company designated as Director and Chief Financial Officer of the Company and having rich experience, vast knowledge and varied experience of more than 20 years in accounts and finance department, etc.

Keeping in view of his role and responsibilities in the organization, he was appointed as Director and Chief Financial Officer on the Board resulting which approval of members was obtained for remuneration payable to him as Employee / Director and Chief Financial Officer of the Company 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 for the Financial Year 2021-2022, 2022-2023 and 2023-2024. Keeping in view of the same it is proposed to obtain approval of members for remuneration payable to Mr. Pushpendra Jain as Director and Chief Financial Officer of the Company for the three Financial Years 2024 - 25, 2025 - 26 and 2026 - 27, in accordance with the limits prescribed under Schedule V of the Act.

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 hereunder:

#### ***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		
	2023-24	2022-23	2021-22
Particulars			
Total Revenue	8,35,168	5,20,000	5,00,000
Net Profit /(Loss)	36,86,045	21,11,754	18,90,486
Dividend %	-	-	-
Paid up capital	2,73,08,599	2,73,08,599	2,73,08,599
Reserves and Surplus	16,79,72,839	16,42,86,794	16,02,84,554

**(5) Foreign investments or collaborators, if any:** the Company has nil foreign investments and no foreign collaborations, further as on 30<sup>th</sup> June, 2024 there were following types of foreign investors in the Company:

Type of Foreign Investors	Fully Paid Up equity Shares	% to paid-up capital
Non-Resident Indians	1801	0.06

## 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 having rich experience, vast knowledge and varied experience of more than 20 years in accounts and finance department, etc.

**(2) Past remuneration:** Rs. 65,764/- (Rupees Sixty Five Thousand Seven Hundred and Sixty Four Only) per month.

**(3) Recognition or awards:** N.A.

**(4) Job profile and his suitability:** Mr. Pushpendra Jain joined the Company as Director and 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 twenty (20) 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 read with explanatory statement of item no. 5 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 evaluating various opportunities and setup of various real estate activities 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:

- Extensive reach
- 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.

The additional and other relevant information including the profile and specific areas of expertise of Mr. Pushpendra Jain as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

Mr. Pushpendra Jain is interested in the said resolution as it pertains to him. None of the other 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 item no. 5, for the approval of the members by way of special resolution.

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

Sd/-

Name: Lakshit Samar

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A64788**

Date: **14<sup>th</sup> August, 2024**

Place: **Nathdwara**



**ASIA PACK LIMITED**

CIN: L74950RJ1985PLC003275

Registered Office: 3<sup>rd</sup> Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

Email: [cs@mirajgroup.in](mailto:cs@mirajgroup.in) / [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in) Website: [www.asiapackltd.com](http://www.asiapackltd.com)

**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 39<sup>th</sup> Annual General Meeting of the Company on **Monday, 30<sup>th</sup> day of September, 2024 at 11.00 A.M.** at the registered office of the company situated at 3<sup>rd</sup> 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
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 and the Reports of the Board of Directors (“the Board”) and Auditors thereon.			
2.	To appoint a Director in place of Mr. Pushpendra Jain (DIN: 03228950) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To approve appointment of Mr. Kapil Paliwal (DIN: 098415860) as an Independent Director of the Company.			
4.	To approve appointment of Mrs. Jyotsana Vishnu Joshi (DIN: 06947640) as an Independent Director of the Company.			
5.	To approve remuneration of Mr. Pushpendra Jain (DIN: 03228950), Director and Chief Financial Officer of the company:			

Affix  
Revenue  
Stamp

Signed this.....day of.....2024

.....  
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 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.



**ASIA PACK LIMITED**

CIN: L74950RJ1985PLC003275

Registered Office: 3<sup>rd</sup> Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

Email: [cs@mirajgroup.in](mailto:cs@mirajgroup.in) / [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in) Website: [www.asiapackltd.com](http://www.asiapackltd.com)

**ATTENDANCE SLIP**

**39<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2024**

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 39<sup>th</sup> Annual General Meeting of the Company on **Monday, 30<sup>th</sup> day of September, 2024 at 11.00 A.M.** at the registered office of the company situated at 3<sup>rd</sup> 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.

**ELECTRONIC VOTING PARTICULARS**

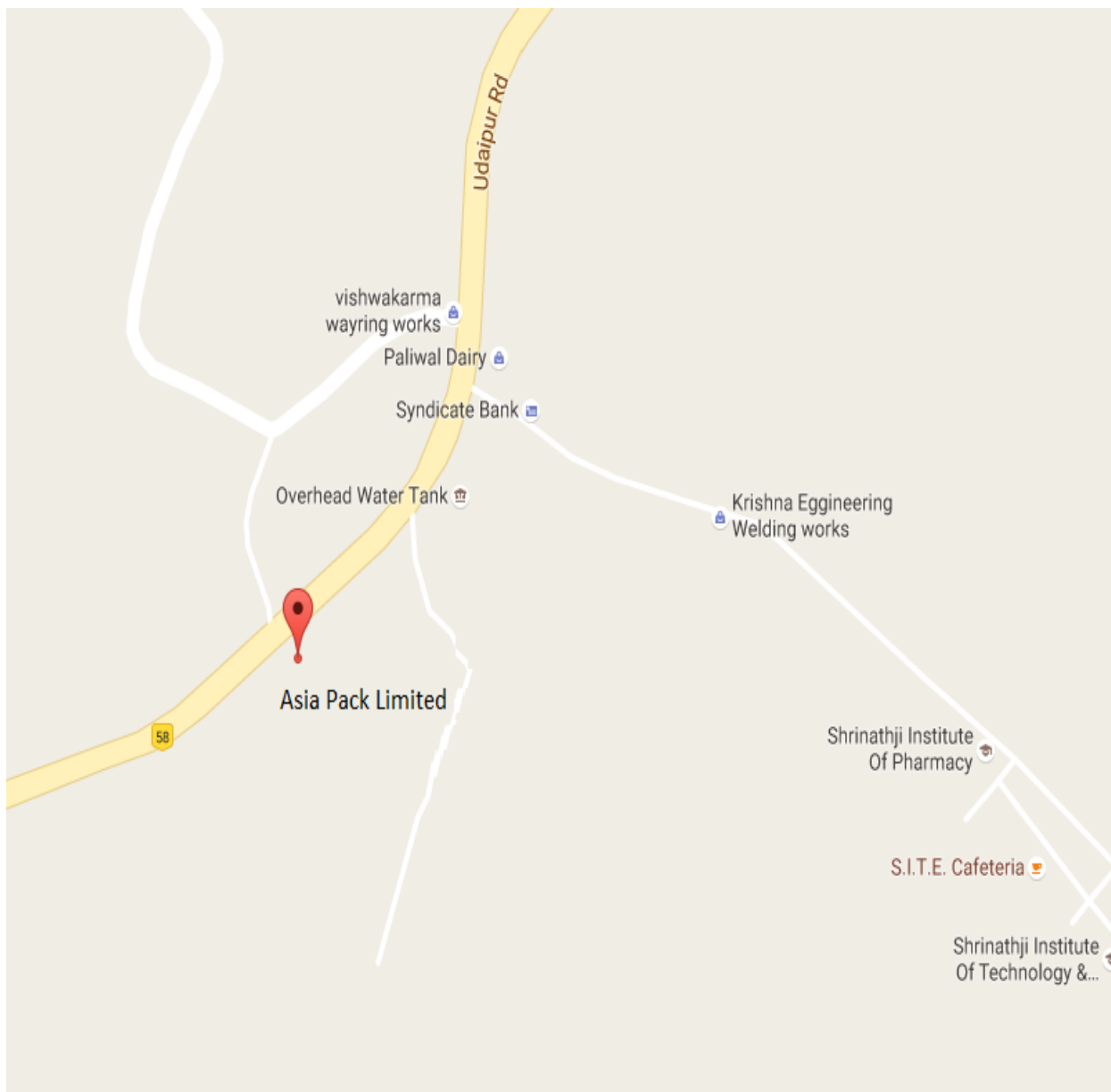
Users who wish to opt for e-voting may use the following login credentials:

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

Note: Please read instructions given at Notice of 39<sup>th</sup> Annual General Meeting carefully before voting electronically.



**Route map of the venue of the 39<sup>th</sup> Annual General Meeting of  
Asia Pack Limited**



**Asia Pack Limited**  
3<sup>rd</sup> 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**

**3<sup>rd</sup> Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301**

**Asia Pack Limited**

**CIN:** L74950RJ1985PLC003275

**Registered Office:** 3<sup>rd</sup> Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301

**Website:** [www.asiapackltd.com](http://www.asiapackltd.com)

**E-mail:** [cs@mirajgroup.in](mailto:cs@mirajgroup.in)/ [lakshit.samar@mirajgroup.in](mailto:lakshit.samar@mirajgroup.in)