

## BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

To the Members,

The Directors present the Annual Report of Asia Pack Limited (the Company or APL) along with the Audited Financial Statements for the financial year ended March 31, 2018.

### 1. FINANCIAL HIGHLIGHTS

The financial results for the year ended 31<sup>st</sup> March, 2018 and the corresponding figures for the last year are as under:

Particulars	(Rs. In Lakhs)	
	2017-18	2016-17
Total Revenue	162.65	2456.68
Total Expenditure	152.82	2412.34
Profit/(Loss) before Tax, Exceptional and Extraordinary Items	9.83	44.35
Profit/(Loss) before Tax	9.83	44.35
Taxes-Deferred Tax	1.82	-
Profit/(Loss) after tax	8.01	44.35
Other comprehensive income (OCI)	1.99	-
Total Comprehensive income for the period	10.00	44.35
Profit/ (Loss) for the period	10.00	44.35
Earnings per share	0.38	1.68

### 2. STATE OF COMPANY'S AFFAIRS AND PERFORMANCE

Asia Pack Limited engaged in the trade of paper, duplex, and packing related products in India. The Company is concentrating on the main business activity, i.e. the business of paper and packaging.

### 3. DIVIDEND AND RESERVES

Your Company has decided to not to distribute the profit among the shareholders and utilize the same to promote the business activity of the Company. During the year under the review the company has not transferred any amount to the General Reserve.

### 4. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public.

## **5. CHANGE IN CAPITAL STRUCTURE**

During the year under review there is no change in the capital structure of the Company.

## **6. CHANGE IN THE NATURE OF BUSINESS:**

There is no change in nature of business of the Company during the year under review.

## **7. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given separately and forming part of this Report.

## **8. CORPORATE GOVERNANCE REPORT**

In Compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Annual Report.

## **9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, Rhyah Tradex Private Limited has ceased to be a subsidiary company. The Company does not have any Subsidiary, Joint Venture or Associate Company as on 31<sup>st</sup> March, 2018.

## **10. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT-9, for the financial year ended 31<sup>st</sup> March, 2018 is given as Annexure-A to this report.

## **11. RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and in compliance with the applicable provisions of the act and the regulations.

There are no material significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large.

Form AOC-2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rule, 2014 is set out in the Annexure B to this report.

The Board adopted a policy on related party transactions and the same is available on Company's website at the following link:

<http://asiapackltd.com/Content/UPLOADED/media0921700102.pdf>

## **12. DIRECTOR AND KEY MANAGEMENT PERSONNEL (KMP)**

Pursuant to Section 152 of the Companies Act, 2013, Mr. Prakash Chandra Purohit, Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board re-recommends his re-appointment at the ensuing AGM.

Brief resume of director seeking appointment/ re-appointment along with other details as stipulated under SEBI Listing (Obligation and Disclosure Requirements) Regulation, 2015 is provided in the Notice for convening in Annual General Meeting.

During the year under review, there has been no change in the board of directors of the company.

Details of KMP are as under:

<b>S.N.</b>	<b>Name</b>	<b>Designation</b>
1	Mr. Revant Purbia	Chief Financial Officer (CFO)
2	Mr. Jitendra Purohit	Chief Executive Officer (CEO)
3	Mr. Ashok Ranjan Mishra	Company Secretary (CS)

Further to state that there has been no change in the Key Managerial Personnel during the year under review.

## **13. NUMBER OF MEETING OF THE BOARD**

4 (Four) meetings of the Board of Directors were held during the financial year. The details of the meetings of the Board of Directors of the Company convened during the financial year 2017-18 are given in the Corporate Governance Report which forms part of this Annual Report.

## **14. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing (Obligation and Disclosure Requirements) Regulation, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors. The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, manner of conducting the meetings, value addition of the

Board members and corporate governance etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5<sup>th</sup> January, 2017.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like attendance of the directors in the meetings, their contribution & inputs, qualification and expertise etc.

## **15. NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Policy containing criteria for determining qualifications, positive attributes, independence of a director and policy relating to remuneration for the Directors, Key Managerial Personnel and Senior Management personnel of the Company are disclosed in the Corporate Governance Report forming part of this report.

## **16. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Directors of the Company confirm that:

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed along with proper explanation relating material departures, if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2018 and of the profit of the Company for the year ended 31<sup>st</sup> March, 2018;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a 'going concern' basis;
- e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **17. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including the adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The audit committee of the Board of Directors and the internal auditors reviews the adequacy and effectiveness of the internal control system and suggest the improvements to strengthen the same. During the period under review, such controls were tested and no reportable weakness in their working has been discovered.

## **18. AUDIT COMMITTEE**

The composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report.

## **19. AUDITORS AND AUDITORS' REPORT**

### **(a) Statutory Auditors**

M/s Vinod Singhal & Co., Chartered Accountants were appointed as Statutory Auditor of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) till the conclusion of the 37<sup>th</sup> Annual General Meeting.

The Auditors' Report for the financial year ended 31<sup>st</sup> March, 2018 does not contain any reservation, qualification or adverse remark. Information referred in Auditors' Report are self-explanatory and don't call for any further comments.

### **(b) Secretarial Auditor**

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 30<sup>th</sup> May, 2018. The Company has appointed M/s. B.L Harawat & Associates, Company Secretaries in Practice, Udaipur, (CP No - 3326) as the Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2018-19.

The Company has received consent from Mr. B.L. Harawat to act as the auditor for conducting Secretarial Audit of the Company for the financial year ending 31<sup>st</sup> March, 2019.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018 is set out in Annexure - C to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **(c) Internal Auditor**

As per Section 138 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014, every Listed Company is required to appoint Internal Auditor to carry out Internal Audit of the Company. In consonance with the requirements of Section 138 of the Companies Act, 2013 and rules made there under, M/s Abhishek Gelra & Associates, Chartered Accountants, Rajsamand, (Firm Registration No. 021265C) was appointed to conduct the internal audit of the Company for the financial year 2018-19. No major internal audit observations were observed during the period under review.

### **20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:**

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports. The Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134(1) of the Companies Act, 2013.

### **21. RISK MANAGEMENT POLICY**

Risk Management Policy is mandatory applicable to top 500 companies, hence the company is not required to have the Risk Management Committee However the Company has its own procedure for identifying the various business risks and seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management system defines the risk management approach across the enterprise at various levels including documentation and reporting.

### **22. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company established a Whistle Blower Policy to deal with the cases of unethical behavior in all its business activities, fraud, mismanagement and violation of Code of Conduct of the Company. The policy provides systematic mechanism to report the concerns and adequate safeguards against the victimization if any.

The policy is available on the website of the Company i.e. <http://asiapackltd.com/Content/UPLOADED/media0921700105.pdf>

During the year, no whistle blower event was reported and mechanism is functioning well. No personnel has been denied access to the Audit Committee.

### **23. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

### **24. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

The particulars of loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to Financial Statement.

### **25. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employee of the Company is given in Annexure – D forming part of this Report.

### **26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

The Provision of section 134 (3) (m) of the Companies Act, 2013 do not apply to your Company. Further to state that there was no foreign exchange inflow and outflow during the year under review.

### **27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

### **28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was notified on 9<sup>th</sup> December, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee (ICC) to look into complaints relating to sexual harassment at work place of any women employee.

In terms of the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company adopted a policy for prevention of Sexual Harassment of Women at workplace and also set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the financial year ended 31<sup>st</sup> March 2018, the Company did not receive any compliant and no compliant was pending at beginning and at the end of the year.

## 29. CAUTIONARY STATEMENT:

Statements in this Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

## 30. APPRECIATION:

Your Company has completed 33 eventful years of its existence in this Country. Very few brands continue to remain relevant and become iconic over such a long passage of time. Your Directors are proud of this rich heritage and thank all our stakeholders who have contributed to the success of your Company.

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

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

Sd/-  
Name: **Prakash Chandra Purohit**  
Date: 07<sup>th</sup> August, 2018  
Place: Nathdwara  
Designation: **Director**  
DIN : 01383197

Sd/-  
Name: **Revant Purbia**  
Designation: **Director**  
DIN : 02423236