

# **ASIA CAPITAL LIMITED**

**CIN: L65993MH1983PLC342502**

**THIRTY SIXTH ANNUAL REPORT  
2019-2020**

**BOARD OF DIRECTORS AS ON 31<sup>st</sup> MARCH 2020**

Mr. Santosh Suresh Choudhary	Chairman
Mr. Ramsuresh Choudhary	Director
Mr. Manoj Kumar Jain	Director
Mr. Prannoy Kumar	Whole-Time Director & CFO
Mr. Sanjay Kashi Rajgarhia	Independent Director
Mrs. Jayashri Samal	Independent Director
Mr. Vinod Kumar Yadav	Independent Director
Dr. (Mrs.) Dipti Singh	Additional Director (Proposed Independent Director)

**CHIEF FINANCIAL OFFICER**

Mr. Prannoy Kumar

**COMPANY SECRETARY**

Ms. Kaveri Ghosh

**REGISTRAR AND TRANSFER AGENT**

Indus Portfolio Private Limited  
G-65, Bali Nagar, New Delhi- 110 015  
Phone No. +91-11-4767 1211  
Fax No. +91-11-4767 1222  
Email: pk.mittal@indusinvest.com

**BANKERS**

Kotak Mahindra Bank Limited

**REGISTERED OFFICE w.e.f. 23-07-2020**

203, Aziz Avenue, CTS-1381, Near Railway  
Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**STATUTORY AUDITOR**

Aashish Jain & Company  
Chartered Accountants  
404, IV<sup>th</sup> Floor, Shyam Anukampa, Ashok Marg  
Ahinsa Circle, C-Scheme, Jaipur- 302001

**INTERNAL AUDITOR**

N. Singhal & Company  
Chartered Accountants  
“WISDOM” 23, Purohit Ji Ka Bass  
Laxmi Dharm Kanta Lane,  
22 Godown, Jaipur- 302006

**SECRETARIAL AUDITOR**

Neha Seth & Associates  
202, Naveen Apartments, Opp. Sainik Vihar,  
Pitampura, Delhi-110034

<b>Contents</b>	<b>Page No.</b>
Notice of the 36 <sup>th</sup> Annual General Meeting	3-15
Proxy Form & Attendance Slip	16-17
Route Map of the Venue of the 36 <sup>th</sup> Annual General Meeting	18
Annexure A & B of Notice of the 36 <sup>th</sup> Annual General Meeting	19-46
Directors' Report (along with annexure I to VI)	47-88
Independent Auditors' Report	89-96
Balance Sheet	97
Statement of Profit & Loss	98
Cash Flow Statement	99
Notes forming part of financial statements	100-112

**PRESENT COMMITTEES OF THE BOARD****Audit Committee**

<b>Sl. No.</b>	<b>Name of the Members</b>	<b>Designation</b>
1.	Mr. Sanjay Kashi Rajgarhia	Chairman
2.	Mr. Vinod Kumar Yadav	Member
3.	Dr. (Mrs.) Dipti Singh	Member

**Nomination and Remuneration Committee**

<b>Sl. No.</b>	<b>Name of the Members</b>	<b>Designation</b>
1.	Mr. Sanjay Kashi Rajgarhia	Chairman
2.	Mr. Vinod Kumar Yadav	Member
3.	Dr. (Mrs.) Dipti Singh	Member

**Stakeholders Relationship Committee**

<b>Sl. No.</b>	<b>Name of the Members</b>	<b>Designation</b>
1.	Mr. Sanjay Kashi Rajgarhia	Chairman
2.	Mr. Vinod Kumar Yadav	Member
3.	Dr. (Mrs.) Dipti Singh	Member

# Asia Capital Limited

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

## **NOTICE OF THE 36<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **36<sup>th</sup> ANNUAL GENERAL MEETING** ("AGM") of the Members of **ASIA CAPITAL LIMITED** will be held on **Saturday, 10<sup>th</sup> October 2020 at 4:00 p.m.** at the Registered Office of the Company at 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400 056 to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March 2020 and Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Auditors' and Board of Directors' thereon.

#### **ITEM NO. 2: APPOINTMENT OF DIRECTOR WHO RETIRES BY ROTATION**

To appoint a Director in place of **Mr. Manoj Kumar Jain (DIN: 00097821)**, who retires by rotation as per section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### **ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR AND FIXATION OF THEIR REMUNERATION**

To consider and if deemed fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of the sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, as amended from time to time, **M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No. 109901W/W100082)**, be and are hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditor plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### **SPECIAL BUSINESS:**

#### **ITEM NO. 4: APPROVAL FOR ALTERATION OF THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of the Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force and the rules framed under the SEBI (LODR) Regulations, 2015 and the regulations laid down by the Reserve Bank of India and subject to the necessary approvals from the concerned Registrar of Companies and other appropriate authorities, such terms and conditions as may be imposed by then, following two clauses, be an is hereby added to the existing main object of the Memorandum of Association of the Company mentioned under Clause III (A) as number 4 and 5:

**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**

4. To carry on the business of microfinance services (mainly Non-Banking Financial services as permitted by the Reserve bank of India) exclusively to large number of poor men and women directly or indirectly, either through SHG (Self-Help Group Microfinance Model)/JLG (Joint Liability Group) or individually and thus to help them and their families out of the poverty and improve their standard of living. To carry on the business of financing development activities through long term loans and other means of financing upon such terms and conditions as the Company may think fit for the purposes of (i) agricultural development, (ii) industrial development, (iii) market linkage development and (iv) habitat development. To provide collateral free credit to poor men and women, deliver credits, insurance and other financial services to them in cities, towns, villages of India with a view to provide them sustainable livelihood enhancement of their living conditions based on their needs, skills and traditional livelihood occupations and to carry on the business of microfinance. To promote Self-Help Groups (groups of about 5 to 20 people from similar social-economic status who come together for addressing common goals) in rural regions or economically backward regions of India. To develop self-sufficient villages in India by facilitating the provision of a range of products and services such as Microfinance, Healthcare, Telecom, Agro-business, E-Governance, Mass Consumer Goods, to the Self-Help Groups (SHGs) and rural citizens by setting up a technology-enabled infrastructure. To franchise out similar models across rural areas in India to various private and public entities.
5. To lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity (including without prejudice to the generality of the foregoing to any holding company, subsidiary or fellow subsidiary of or any other company or any business entity whether or not associated in any way with the company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposits or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of or any other company or any business entity associated in any way with the company).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company and the Company Secretary/Chief Financial Officer of the Company, be and are hereby authorized, on behalf of the Company, jointly or severally, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution and sign and file necessary E-Form for registration of resolution for alteration of Main Object Clause of the Company with the concerned Registrar of Companies.”

**ITEM NO. 5: APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND SUBSEQUENT ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following resolution an **Ordinary Resolution**: -

**“RESOLVED THAT** pursuant to the provision of section 13, 14, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,25,00,000/- (Rupees Three crores twenty-five lacs only) divided into 32,50,000 (Thirty-two lakhs fifty thousand only) Equity shares of Rs. 10/- (ten) each to Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousands) Equity shares of Rs.10/- (Rupees ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company, subject to the necessary approvals from the concerned Registrar of Companies and other appropriate authorities.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized Share Capital of the Company is Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousand) Equity shares of Rs.10/- (Rupees ten) each.”

**RESOLVED FURTHER THAT** the Article of Association of the Company be and is hereby altered by substituting the existing article under share capital thereof by the following:

“The Authorized Share Capital of the Company is Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousand) Equity shares of Rs.10/- (Rupees ten) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company and the Company Secretary/Chief Financial Officer of the Company, be and are hereby authorized, on behalf of the Company, jointly or severally, to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and sign and file necessary E-Form with the concerned Registrar of Companies.”

**ITEM NO. 6: ADOPTION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of section 4, 13 and 15 of the Companies Act, 2013, the Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of the Memorandum of Association of the Company pursuant to the Act primarily based on the Form of Table A under the Companies Act, 2013, be and is hereby approved and adopted as new set of the Memorandum of Association in the place of the existing Memorandum of Association of the Company, subject to the necessary approvals from the concerned Registrar of Companies and other appropriate authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company and the Company Secretary/Chief Financial Officer of the Company, be and are hereby authorized, on behalf of the Company, jointly or severally, to do all acts, deeds,

matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and sign and file necessary E-Form with the concerned Registrar of Companies.”

**ITEM NO. 7: ADOPTION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and 15 of the Companies Act, 2013, the Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of the Articles of Association of the Company pursuant to the Act primarily based on the Form of Table F under the Companies Act, 2013, be and is hereby approved and adopted as new set of the Articles of Association in the place of the existing Articles of Association of the Company, subject to the necessary approvals from the concerned Registrar of Companies and other appropriate authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company and the Company Secretary/Chief Financial Officer of the Company, be and are hereby authorized, on behalf of the Company, jointly or severally, to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and sign and file necessary E-Form with the concerned Registrar of Companies.”

**ITEM NO. 8: APPOINTMENT OF DR. (MRS.) DIPTI SINGH (DIN: 08704953) AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the sections 149, 150, 152 read with schedule IV and section 161 (1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Dr. (Mrs.) Dipti Singh (DIN: 08704953)**, who was appointed as an Additional Director (Independent) of the Company with effect from 6<sup>th</sup> March 2020 and holds office upto the date of this Annual General Meeting of the Company and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of this meeting.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary/Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary e-forms as may be required for giving effect to the aforesaid resolution.”

**By the order of the Board  
For Asia Capital Limited**

Sd/-  
**Santosh Suresh Choudhary  
Chairman**

[DIN: 05245122

Date: 14<sup>th</sup> September 2020  
Place: Chennai

R/o C2/401, Prabhat Residency, Poonam  
Nagar, Bolinj, Virar (West), Thane– 401 303]

**NOTES:**

- a. The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the Special Businesses from Item Nos. 4 to 8 of the Notice is annexed hereto.
- b. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED WITH THE NOTICE OF AGM.**

Pursuant to section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- d. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. to 1:00 p.m. up to and including the date of the Annual General Meeting of the Company.
- e. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- f. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to attend and vote.
- g. **Queries at the Annual General Meeting:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of the Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- h. **Book Closure:** Pursuant to the provisions of the section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 4<sup>th</sup> October 2020 to Saturday, 10<sup>th</sup> October 2020** (both days inclusive) for the purpose of the Annual General Meeting.
- i. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's RTA **Indus Portfolio Private Limited at G-65, Bali Nagar, New Delhi- 110 015, email: pk.mittal@indusinvest.com**



- j. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, and documents referred to in the notice, are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 1:00 p.m. upto the date of Annual General Meeting and will also be available for inspection by the members at the venue of the Annual General Meeting.
- k. Members/proxies/authorized representatives are requested to bring duly filled attendance slips sent herewith along with their copy of the Annual Report at the Meeting.
- l. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- m. The Notice of Annual General Meeting, Proxy Form, Attendance Slip and Annual Report are sent to all the members of the Company. Members may please note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report 2019-2020 will be available on the Company's Website [www.asiacapital.in](http://www.asiacapital.in)
- n. Additional information, pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment in the AGM and information regarding particulars of the Director to be appointed and the Director seeking appointment requiring disclosure in terms of the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, are annexed hereto and form part of the Notice.
- o. The Route-map to the venue of the 36<sup>th</sup> Annual General Meeting is provided at the last page of the Notice 2019-2020.
- p. **Process and manner for Members opting for e-voting are as under:**
- i. In compliance with provision of the section 108 of the Companies Act, 2013 and Rule 20 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 (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General 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 Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. Members are provided with the facility for voting either through electronic voting system or polling paper at the Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting through ballot paper.
  - iii. Members who have cast their vote by remote e-voting, prior to the Annual General Meeting are also eligible to attend the meeting but shall not be entitled to cast their vote again.
  - iv. Members can opt for only one mode of voting, i.e., either by e-voting or at the Annual General Meeting through polling paper. In case members cast their votes through both the modes, voting done by e-voting shall prevail.

- v. The remote e-voting period commences on **Wednesday, 7<sup>th</sup> October 2020 (9:00 a.m. IST) and ends on Friday, 9<sup>th</sup> September 2020 (5:00 p.m. IST)**. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 3<sup>rd</sup> October 2020**, 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 procedure and instructions for e-voting for 36<sup>th</sup> Annual General Meeting for easy reference are as follows:**

- vi. The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically 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.nsdl.com/>

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

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

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 of 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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> 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.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members holding 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 holding 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***.

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered with 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 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, your 'initial password' is communicated to you on your postal address.
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**
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **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** 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.

**Details on Step 2 are given below:**

**How to cast your vote electronically 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. Then, 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 "ASIA CAPITAL LIMITED" (company for which you wish to cast your vote).

4. Now 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 confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- vii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to **sanjay@jupiterlegal.in** with a copy marked to **evoting@nsdl.co.in**.
- viii. 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.
- ix. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for members available at download section of **www.evoting.nsdl.com** or call on **Toll Free No.: 1800-222-990** or send a request at **evoting@nsdl.co.in**.
- x. 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.
- xi. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or the Company. 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.
- xii. 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 meeting.
- xiii. **Advocate Sanjay Kumar Lalit, Office No. 207, 2<sup>nd</sup> Floor United Business Park, Behind Old Pass Port Office, Road No. 11, Wagle Estate, Thane (West)- Mumbai- 400604 (email id: sanjay@jupiterlegal.in)** has been appointed as the **Scrutinizer** for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The proprietor of the firm Advocate Sanjay Kumar Lalit has communicated his willingness to be appointed as the Scrutinizer and will be available for the same purpose.

- xiv. 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 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.
- xv. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and, thereafter and not later than three days from the conclusion of the Annual General Meeting, provide a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. **www.asiacapital.in** immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed.

**By the order of the Board  
For Asia Capital Limited**

**Sd/-  
Santosh Suresh Choudhary  
Chairman**

Date: 14<sup>th</sup> September 2020  
Place: Chennai

[DIN: 05245122  
R/o C2/401, Prabhat Residency, Poonam  
Nagar, Bolinj, Virar (West), Thane- 401 303]

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4: APPROVAL FOR ALTERATION OF THE OBJECT CLAUSE IN THE  
MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Board of Directors in the Board Meeting held on 16<sup>th</sup> June 2020 has passed the resolution for approval for alteration of the object clause in the Memorandum of Association of the Company. The Company is planning to apply to the RBI for getting registration as an NBFC-MFI, so in accordance with the present business needs of the Company and also in accordance with the Master Circular-Non-Banking Financial Company-Micro Finance Institutions (NBFC-MFIs) of the Reserve Bank of India, new clauses need to be added to the existing main object in the Memorandum of Association of the Company mentioned under Clause III (A) for which the Company was established, as stated in above said Resolution No. 1.

The Board recommends passing of the resolution as mentioned Item No. 4 of the Notice as a Special Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the passing of the above Resolution.

**ITEM NO. 5: APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND  
SUBSEQUENT ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF THE COMPANY**

The Board of Directors in the Board Meeting held on 16<sup>th</sup> June 2020 has passed the resolution for approval for increase in authorized share capital and subsequent alteration of Memorandum of Association of the Company.

The present Authorized Share Capital of the Company is Rs. 3,25,00,000/- (Rupees Three crores twenty-five lakhs only) divided into 32,50,000 (Thirty-two lakhs fifty thousand only) Equity shares of Rs. 10/- (ten).

In accordance with the present business needs of the Company and also in accordance with the Master Circular-Non-Banking Financial Company-Micro Finance Institutions (NBFC-MFIs) of the Reserve Bank of India, to apply for NBFC-MFI license a Company must have a Minimum Net Owned Funds of Rs. 5 crore or more. So, to meet this criteria, it is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 3.25 crore to Rs. 5.25 crore and for that purpose, the Memorandum and the Articles of Association of the Company are proposed to be suitably altered. So, it is proposed to increase the Authorized Share Capital to Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousand) Equity shares of Rs.10/- (Rupees ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company. Consequently, the Capital Clause as appearing in the Memorandum and Articles of Association of the Company would need to be altered to reflect the increased Authorized Share Capital.

The Board recommends passing of the resolution as mentioned Item No. 5 of the Notice as an Ordinary Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the passing of the above Resolution.

#### **ITEM NO. 6: ADOPTION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

The Board of Directors in the Board Meeting held on 16<sup>th</sup> June 2020, it was proposed to adopt the new set of the Memorandum of Association of the Company in the Form of Table A as per the provisions of the Companies Act, 2013 in place of the older one which was prepared as per the Companies Act, 1956 at the time of incorporation of the Company. The new set of the Memorandum of Association of the Company in the Form of Table A as per the provisions of the Companies Act, 2013 is attached herewith as **Annexure-A** and the same need to be approved by the shareholders in this Annual General Meeting.

The Board recommends passing of the resolution as mentioned Item No. 6 of the Notice as a Special Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the passing of the above Resolution.

#### **ITEM NO. 7: ADOPTION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013**

The Board of Directors in the Board Meeting held on 16<sup>th</sup> June 2020, it was proposed to adopt the new set of the Articles of Association of the Company in the Form of Table F as per the provisions of the Companies Act, 2013 in place of the older one which was prepared as per the Companies Act, 1956 at the time of incorporation of the Company. The new set of the Articles of Association of the Company in the Form of Table F as per the provisions of the Companies Act, 2013 is attached herewith as **Annexure-B** and the same need to be approved by the shareholders in this Annual General Meeting.

The Board recommends passing of the resolution as mentioned Item No. 7 of the Notice as a Special Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the passing of the above Resolution.

#### **ITEM NO. 8: APPOINTMENT OF DR. (MRS.) DIPTI SINGH (DIN: 08704953) AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors in the Board Meeting held on 6<sup>th</sup> March 2020 has appointed **Dr. (Mrs.) Dipti Singh (DIN: 08704953)**, as Additional Director (Independent) on the Board of the Company with effect from 6<sup>th</sup> March 2020, who shall hold office upto the date of this Annual General Meeting of the Company.

In the opinion of the Board and the disclosures made by Dr. (Mrs.) Dipti Singh, she fulfills all the criteria for appointment as Independent Director of the Company. In line with this, it is proposed to appoint her as Independent Director of the Company w.e.f. from date of this meeting. Dr. (Mrs.) Dipti Singh shall not be paid any remuneration other than the sitting fee for attending meeting of the Board of Directors or Committee of Directors as the case may be. Her office shall not be liable for determination through retirement by rotation.

Accordingly, the Board recommends passing of the resolution at Item No. 8 of the Notice as an Ordinary Resolution. Except Dr. (Mrs.) Dipti Singh, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

**By the order of the Board  
For Asia Capital Limited**

**Sd/-  
Santosh Suresh Choudhary  
Chairman**

Date: 14<sup>th</sup> September 2020  
Place: Chennai

[DIN: 05245122  
R/o C2/401, Prabhat Residency, Poonam  
Nagar, Bolinj, Virar (West), Thane- 401 303]

**Additional Information on Director(s) recommended for appointment as required under Regulation 36 of the SEBI (LODR) Regulation, 2015 and Information of Director(s) seeking appointment at the Annual General Meeting pursuant to Secretarial Standard 2 issued by ICSI as on the date of the Notice**

<b>Name of the Director</b>	Dr. (Mrs.) Dipti Singh
<b>DIN</b>	08704953
<b>Father's Name</b>	Mr. Manoj Kumar Singh
<b>Date of Birth (Age in years)</b>	30-08-1983 (37 years)
<b>Original date of appointment</b>	06-03-2020
<b>Qualifications</b>	B. Com, M. Com and Ph. d. in Commerce
<b>Experience and expertise in specific functional area</b>	A Doctorate (PHD holder in Commerce-Marketing) from Lucknow University. She has also served as an Assistant Professor under Delhi University. She is keen to look after the management and financial marketing of the Company.
<b>At Shareholding in Asia Capital Limited</b>	NIL
<b>Terms and conditions of appointment and Remuneration</b>	As per the Nomination and Remuneration Policy.
<b>Remuneration last drawn</b>	Sitting fees for attending Meetings as decided by the Board.
<b>No. of Board meetings attended during the year</b>	3(Three)
<b>Relationship with other Directors or KMPs</b>	None
<b>Directorships held in other companies in India</b>	NIL
<b>Membership/ Chairmanship of committees in public limited companies in India</b>	<ul style="list-style-type: none"> <li>● Audit Committee</li> <li>● Nomination and Remuneration Committee</li> <li>● Stakeholders Relationship Committee of Asia Capital Limited</li> </ul>



**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in**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:

Name:	E-mail Id:
Address:	
Signature:	or failing him/her

Name:	E-mail Id:
Address:	
Signature:	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36<sup>th</sup> Annual General Meeting** of the Company to be held on **Saturday, 10<sup>th</sup> October 2020 at 4:00 p.m.** at the Registered Office of the Company at 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400 056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution(s)	Vote*	
		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements		
2.	Appointment of Director who Retires by Rotation		
3.	Appointment of Statutory Auditor and Fixation of their Remuneration		
<b>Special Business:</b>			
4.	Approval for Alteration of the Object Clause in the Memorandum of Association of the Company		
5.	Approval for Increase in Authorized Share Capital and Subsequent Alteration of Memorandum and Articles of Association of the Company		
6.	Adoption of the Memorandum of Association of the Company as per the provisions of the Companies Act, 201		
7.	Adoption of the Articles of Association of the Company as per the provisions of the Companies Act, 2013		
8.	Appointment of Dr. (Mrs.) Dipti Singh (DIN: 08704953) as Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of the member

Signature of the Proxy Holder(s)

Affix  
Re. 1/-  
Revenue  
Stamp**NOTE:**

1.	This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2.	For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36 <sup>th</sup> Annual General Meeting.
3.*	It is vote to put "X" in the appropriate column against the Resolution indicated in the Box. If you leave the "For" and "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.
4.	Please complete all details including detail of member(s) in above box before submission.

**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (Electronic Voting Event Number)</b>	<b>Password</b>	<b>User ID</b>	<b>No. of Shares</b>

**The e-voting facility will be available during the following voting period:**

<b>Commencement of e-voting</b>	<b>From 9.00 a.m. (IST) on Wednesday, 7<sup>th</sup> October 2020</b>
<b>End of e-voting</b>	<b>Upto 5.00 p.m. (IST) on Friday, 9<sup>th</sup> October 2020</b>

**The cut-off date (i.e. the record date) for the purpose of e-voting is Saturday, 3<sup>rd</sup> October 2020.**

----- **TEAR HERE** -----

**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**ATTENDANCE SLIP**

Name of the Member (In Block Letter)	
Address	
Name of Proxy, if any (In Block Letters) (In case Proxy attends the meeting in place of member)	
DP ID/Client ID/Folio No.	
No. of Shares held	

I/We hereby record my/our presence at the **36<sup>th</sup> Annual General Meeting** of the Members of the Company to be held on **Saturday, 10<sup>th</sup> October 2020 at 4:00 p.m.** at the Registered Office of the Company at 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road, Vile Parle (W), Mumbai- 400 056.

Signature of the Proxy \_\_\_\_\_ Signature of the Member \_\_\_\_\_

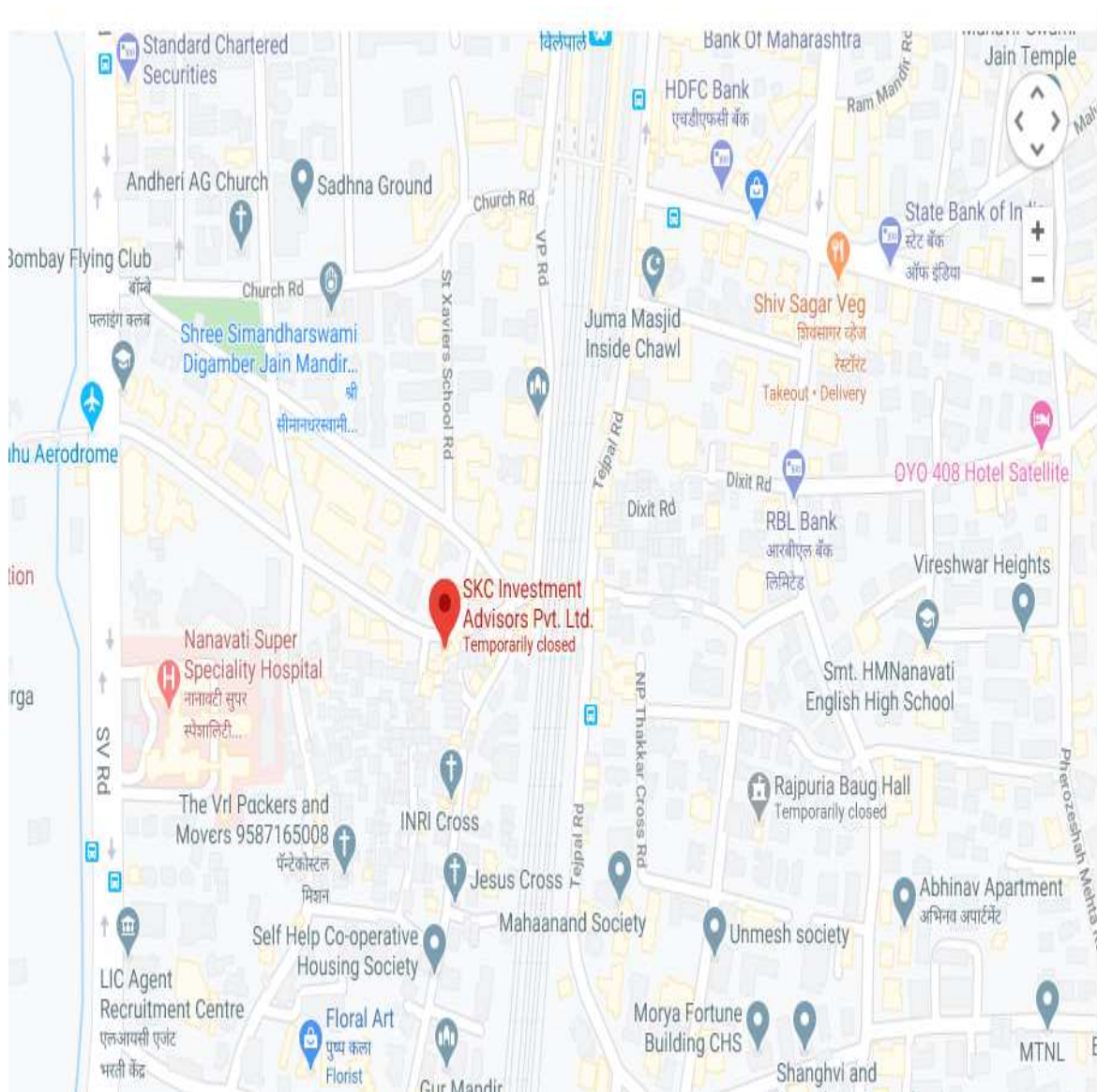
**Note:**

1.	Please complete this attendance slip and hand it over at the entrance of the hall.
2.	Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
3.	The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
4.	A Proxy need not be a member of the Company.
5.	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
6.	The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**Asia Capital Limited**  
CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**Route Map of the Venue of the 36<sup>th</sup> Annual General Meeting**



**(THE COMPANIES ACT, 2013)**  
(The Company has been incorporated on 02-09-1983 under the Old  
Companies Act, 1956)

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**ASIA CAPITAL LIMITED**

- I. The name of the Company is **ASIA CAPITAL LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra under Registrar of Companies, Mumbai.
- III. The objects for which the Company is established are:

**(Objects Clause to be amended vide Special Resolution of the Shareholders of the Company in the Annual General Meeting to be held on 10-10-2020).**

**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of an investment Company and to buy underwrite, invest in, acquire, hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debenture-stock, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominions, Sovereign Rulers, Commissioners Public Body or Authority, Supreme, Municipal, local or otherwise firm or person whether in India or elsewhere.
2. To carry on the business of financing industrial enterprises whether by way of making loans or advances to or subscribing to the capital of private industrial enterprises in India provided that the Company shall not carry on the business of banking.
3. To carry on the business of investing in lands, buildings, industries houses, flats, commercial, agricultural and mining properties.
4. To carry on the business of microfinance services (mainly Non-Banking Financial services as permitted by the Reserve bank of India) exclusively to large number of poor men and women directly or indirectly, either through SHG (Self-Help Group Microfinance Model)/JLG (Joint Liability Group) or individually and thus to help them and their families out of the poverty and improve their standard of living. To carry on the business of financing development activities through long term loans and other means of financing upon such terms and conditions as the Company may think fit for the purposes of (i) agricultural development, (ii) industrial development, (iii) market linkage development and (iv) habitat development. To provide collateral free credit to poor men and women, deliver credits, insurance and other financial services to them in cities, towns, villages of India with a view to provide them sustainable livelihood enhancement of their living conditions based on their needs, skills and traditional livelihood occupations and to carry on the business of microfinance. To promote Self-Help Groups (groups of about 5 to 20 people from similar social-economic status who come together for addressing common goals) in rural regions or economically backward regions of India. To develop self-sufficient villages in India by facilitating the provision of a range of products and services such as Microfinance, Healthcare, Telecom, Agro-business, E-Governance, Mass Consumer Goods, to the Self-Help

**Clause II amended in AGM held on 21-09-2019 and approved by Regional Director New Delhi on 16-06-2020.**

**Main objects of Clause III (A) altered by inserting new Clauses 4 & 5 in AGM to be held on 10-10-2020.**

Groups (SHGs) and rural citizens by setting up a technology-enabled infrastructure. To franchise out similar models across rural areas in India to various private and public entities.

5. To lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity (including without prejudice to the generality of the foregoing to any holding company, subsidiary or fellow subsidiary of or any other company or any business entity whether or not associated in any way with the company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposits or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of or any other company or any business entity associated in any way with the company).

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE: —**

**Matters which are necessary for furtherance of the objects specified in Main objects of Clause III (B) altered / reclassified in AGM to be held on 10-10-2020.**

1. To encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities and to take part in the conversion of business concerns and undertakings into Companies.
2. To take part in the supervision or control of the business or operations of any Company or undertaking having objects similar to the Company and for this purpose to appoint any directors, accountants or any experts or other agents.
3. To engage experts to investigate and examine into the conditions, the prospects, value, character and circumstances of any business undertaking and generally of any assets or property or rights.
4. To create any trusts with a view to issue preferred or any other stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trusts and to settle and regulate, and if thought fit to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, or other special stocks or securities.
5. To acquire and take over the whole or any part of the business, goodwill, property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
6. To acquire by concession, grant, purchase, barter, lease, licence or otherwise, either absolutely or conditionally and either alone or jointly with others as contractors or otherwise and land, buildings, machinery, plant, works conveniences and other movable and immovable property of any description, patents, trade marks, concessions, privileges and other rights for the objects and business of the Company and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company and to pay for such lands, buildings, works, property or rights or any other property and rights purchased or acquired by or for the Company either by shares, debentures, debenture-stock, bonds, or other securities of the Company or by cash or otherwise and manage, develop, sell, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient and to reclaim, cultivate lands and develop the resources thereof by draining, clearing, planting or manuring or otherwise.
7. To establish and support or aid in the establishment and support of associations institutions, funds, trusts and conveniences calculated to benefit employees or ex-employee of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to

subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.

8. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or any other purposes which may seem to benefit this Company and to place or guarantee placing of, underwrite, subscribe for, otherwise acquire all or any part of the shares, debentures, or other securities of any such other company.
9. To pay for any rights or property acquired by the Company to remunerate any person or company by cash payment or by allotment of shares, debentures or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
10. To lease, let out on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the Company or land, business, property rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other objects altogether or in part similar to those of the Company.
11. Subject to Section 179 and 180 of the Companies Act, 2013, as amended from time to time or any successor enactment or modification of the laws governing companies registered in India, to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, bonds, obligations, notes and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full powers to make transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deeds, or otherwise, on the undertaking of the Company or upon any specific property and rights, present and future of the Company (including and if thought fit uncalled capital or otherwise howsoever). To devote any money so raised to any of the subjects of the Company and to advance and lend money and assets of all kinds upon such terms as may be thought fit.
12. To draw, accept, endorse, issue, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities, syndicates and firm of all kinds and to give any guarantee for the payment of money or the performance of any obligation or undertaking, to acquire, improve, manage, work, develop, exercise all rights in respect of lease and mortgages and to sell, dispose of turn to account and otherwise deal with property of all kinds, in particular, land building concessions patents business concerns and undertaking.
13. To amalgamate, demerge, spin-off, enter into partnership or into any compromise or make arrangements with the creditors or members or any arrangement for sharing profits, union of interests, co-operation joint-venture or reciprocal concession, in any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company.
14. As permissible under the Companies Act, 2013, to distribute in specie or otherwise if the Company shall be wound up, as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, or other securities of any other Company formed to takeover the whole or any part of the assets or liability of Company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
15. Subject to the provisions of Section 182 of the Act, to make donations to any National Memorial Fund or any other Fund constituted for Religious, Charitable or National purposes.

16. To open any account with any Bank as may be thought fit and to operate such accounts and to make, draw, accept, negotiate, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable or transferable instruments and contracts and deeds and other instruments and to cancel and vary such instruments.
17. To take over, approve, adopt or ratify all steps taken and commitments made by the promoters for the proposed business of the Company prior to its incorporation and business commencement.
18. To adopt such means of making known the activities of the Company as may seem expedient and in particular by advertising, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prize, rewards.
19. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary company.
20. Subject to Section 73 of the Act and the regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money and deposits on interest or otherwise and to lend money and negotiate loans with or without security to such Companies, firm or persons and to guarantee the performance of contracts by any person, Companies or firms provided that the Company shall not carry on the business of banking.
21. To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the company.
22. To carry on in all aspects the business of finance, investments trust and finance brokers and underwriters and to give guarantees provided that the Company shall not carry on the business of banking.
23. To enter into partnership or arrangement for sharing the profits or joint venture with any person or persons or company carrying or about to carry on any business capable of being conducted so as directly or indirectly to benefit this company and to acquire or join in acquiring any such business as covered by the objects clauses.
24. To distribute among the members of the Company dividends including bonus shares (including fractional share certificates or dematerialised share certificates or share warrants etc.) out of profits accumulated profits or funds and resources of the company in any manner permissible under law.
25. To open branches in India and elsewhere and to get the company registered in foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in press, by circulars and publication of books and periodicals.
26. In the event of winding up to distribute all or any of the property of the company amongst the members in specie or kind or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

27. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying for any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the company.
28. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
29. To raise loans from nationalized and private banks and other financial agencies in India and abroad, institutions and donors for the microfinance lending activities with or without security and to keep security deposits in such banks and institutions for raising such loans.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousand) Equity shares of Rs.10/- (Rupees ten) each.

**Clause V of  
Authorized  
Share Capital  
amended in  
AGM to be held  
on 10-10-2020.**



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set against our respective names: —

<b>Name, Address, Description and Occupation of subscribers</b>	<b>Number of Equity Shares taken by each subscriber</b>	<b>Signature of Subscribers</b>	<b>Name, Address, Description and Occupation of the Witness</b>
1. SURENDRA KUMAR JAIN S/o Shri R.S. Jain 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- S.K. Jain	I witness the Signatures of all the Subscribers Sd/- (SUDESH K. JAIN) S/o Shri B.M. Jain Chartered Accountant 299-A, Thapar Nagar Meerut-250 001
2. SMT. SWARAJYA BALA JAIN W/o Shri S.K. JAIN 9, Alok, Hapur-245 101 (House Wife)	10 (Ten)	Sd/- S.B. Jain	
3. DEEPAK KUMAR JAIN S/o Shri S.K. Jain 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- D.K. Jain	
4. CHANDRA BHAN AGARWAL S/o Shri B.S. Agarwal 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- C.B. Agarwal	
5. SUNIL KUMAR JAIN S/o Shri Shikhar Chand Jain Naya Bazar, Baraut-250 611 (Business)	10 (Ten)	Sd/- Sunil Jain	
6. ALKA JAIN W/o Shri S.K. Jain Post Box No. 14, Baraut-250 611 (House Wife)	10 (Ten)	Sd/- Alka Jain	
7. SANGEETA JAIN D/o Shri S.K. Jain 9, Alok, Hapur-245 101 (House Girl)	10 (Ten)	Sd/- Sangeeta Jain	
<b>Total no. of Equity Shares</b>	<b>70 (Seventy Shares)</b>		

New Delhi Dated 20<sup>th</sup> August 1983.

*(New Set of Articles substituted in place of Existing Articles of Association vide Special Resolution of the Shareholders of the Company in the Annual General Meeting to be held on 10-10-2020).*

**(THE COMPANIES ACT, 2013)**

**COMPANY LIMITED BY SHARES**

**ARTICLE OF ASSOCIATION**

**OF**

**ASIA CAPITAL LIMITED**

**INTERPRETATIONS**

1. In these Regulations, unless the context otherwise requires.
  - (a) The Company or this Company means **ASIA CAPITAL LIMITED**.
  - (b) “The Act” means the Companies Act, 2013 as amended from time to time or any statutory modification or re-enactment thereof for the time being in force. In the event of the Act being amended or altered, any reference to the sections thereof shall be deemed to be to the corresponding amended or altered sections accordingly.
  - (c) Words or expressions contained in these Regulations shall bear the same meaning as defined in the Act or any statutory modifications thereof in force at the date at which these Regulations became binding on the Company.
  - (d) Words imparting singular number shall include plural number and vice versa and words imparting the masculine gender shall include feminine gender and words imparting persons shall include firms, association, bodies corporate, corporations or companies whether incorporated or not.
  - (e) The expression referring to written shall be construed as including reference to printed, typed, lithograph, photograph and other modes of representation or reproduction of words in a visible form.
  - (f) “Board” means the Board of the Directors of the Company.
  - (g) “The Seal” means the common seal of the Company.
  - (h) “Financial year” shall have the meaning assigned there to by section 2(41) of the Act.
  - (i) “The office” means the Registered office for the time being of the Company.
  - (j) “Month” and “year” means the calendar month or calendar year.
  - (k) Table “F” not to Apply: The regulations contained in Table F in the First Schedule to the Companies Act, 2013, shall not apply except to the extent that the same are repeated or contained or expressly made applicable by these Articles or by the Act.

## **SHARE CAPITAL**

2. (a) The Authorized Share Capital of the Company is Rs. 5,25,00,000/- (Rupees five crores and twenty-five lakhs only) divided into 52,50,000 (fifty-two lakhs and fifty thousand) Equity Shares of Rs. 10/- (Rupees ten) each.
- (b) Subject to the provisions of the Act and these Regulations, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons and on such terms and conditions as it may think fit.
- (c) The Authorised Share Capital of the Company shall be as mentioned in the Clause V of the Memorandum of Association of the Company as amended from time to time. The Company shall have the power from time to time to consolidate or subdivide or increase or reduce its capital or otherwise change the denomination of the shares or extinguish the uncalled liability and to issue any of the shares in the capital, original or increased, as ordinary or preferred, with or subject to any preferential, special, deferred or qualified rights, including the right to be converted into equity shares, or any other privileges or conditions as regards payment of dividends, distribution of assets, repayment or reduction of capital, voting rights or otherwise and generally on such terms as the Company may from time to time by special resolution determine. The Company shall have power to increase and/or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company, or as may be permitted by the provisions of the Act as amended from time to time.
- (d) The shares of the Company will be issued in consideration of cash or in kind or exchange of any property or asset whether movable or immovable which is being transferred to the Company.

## **SHARE CERTIFICATES AND VARIATION OF RIGHTS**

3. (a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period in accordance with the amended provisions of the Act enacted from time to time or any successor enactment or modification of the laws governing companies registered in India or in accordance with the conditions of Issue of Shares shall be provided: —
  - (i) one certificate for all his shares without payment of any charges; or
  - (ii) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- (d) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (e) The provisions of Articles (3) (a) to (d) shall mutatis mutandis apply to debentures of the Company.
- (f) Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognize

- (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- (g) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
  - (h) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act.
  - (i) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
  - (j) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - (k) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
  - (l) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
  - (m) Subject to the provisions of section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

## **DEMATERIALIZATION OF SECURITIES**

### 4. (a) Definitions

For the purpose of this Article:

- (i) 'Depository' means a Company formed and registered under the Act and which has been granted a certificate of registration by SEBI under sub-section (1A) of Section 12 of the Securities & Exchange Board of India Act, 1992.
  - (ii) 'Beneficial Owner' means a person or persons whose name is recorded in the Register maintained by a Depository under the Depositories Act, 1996.
  - (iii) 'SEBI' means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
  - (iv) 'Security' means such security as may be specified by SEBI from time to time.
- (b) Dematerialization of Securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing Securities, rematerialise its Securities held in the Depositories and/or offer its fresh Securities in dematerialised form pursuant to the provisions of the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option for Investors

Every person subscribing to or holding securities of the Company shall have the option to receive Securities Certificates or to hold the securities with the Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of the Depository, if permitted by the law, in respect of any security in the manner and within the time prescribed, issued to the beneficial owner the required certificate of the Securities.

If a person opts to hold his securities with a Depository, the Company shall intimate such Depository, the details of allotment of the security and on receipt of the information, the depository shall enter in its records the name of the allottees as the beneficial owner of the securities.

(d) Securities in Depository to be in Fungible Form

All securities held by a Depository shall be dematerialised and be in fungible form.

(e) Rights and Liabilities of Beneficial Owner

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owners.

(ii) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held, by a Depository.

(f) Service of Documents

Notwithstanding anything to the contrary contained in the Act or Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of pen-drive or discs.

(g) Provisions of Articles to apply to shares held in Depository

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

(h) Allotment of Securities dealt within a Depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with by the Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(i) Distinctive numbers of securities held in the depository mode

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers on securities issued by the Company shall apply to securities held with a Depository.

(j) Register and Index of Beneficial Owners

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of member and security holder for the purpose of these Articles.

## **EMPLOYEE SHAREHOLDER**

5. (a) Apart from the shares issued to the shareholders, the Company may issue and allow its employees to purchase the Shares of the Company under Employee Stock Option Scheme (ESOPs) subject to maximum 5% of the total issued and subscribed capital at its fair value price and hold them during the period of his employment to enable the employee to have a stake in the affairs of the Company in accordance with the provisions of the Act and relevant Rules made thereunder.
- (b) In case the shares are allotted to the employee of the Company on the basis of offer made to the employee, the Shares shall be disposed of and transferred by the employee shareholder to the nominee or the trustee of the Company at its fair value immediately on ceasing to be the employee of the Company.
- (c) The price payable for the purchase of the shares of employee shareholder shall be the fair value determined by the Board of Directors at its meeting. In case of any dispute regarding the fair value, the decision of the Auditors of the Company shall be binding on the employee shareholder and the Company.
- (d) The Board shall frame the scheme and declare the nominee or trustee for the purpose of transferring the shares in trust from the employee shareholder or shares bequeathed to the Company. The Shares transferred and disposed of by the employee shareholder and/or Shares bequeathed or gifted to the Company will be taken and registered in the name of the nominee or trustee of the Company.

## **LIEN ON SHARES**

6. (a) The Company shall have a first and paramount lien—
- (i) on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share; and
- (ii) on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (b) The Company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (c) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (i) unless a sum in respect of which the lien exists is presently payable; or
- (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (d) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (e) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (f) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

- (g) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (h) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **CALLS ON SHARES**

7. (a) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable, at less than one month from the date fixed for the payment of the last preceding call.

- (b) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- (c) A call may be revoked or postponed at the discretion of the Board.
- (d) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
- (e) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (f) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (g) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- (h) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (i) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- (j) The Board—
  - (i) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **TRANSFER OF SHARES**

8. (a) The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall be in writing and presented in the manner prescribed under the provisions of section 56 of the Act and of any statutory modifications thereof for the time being in force, shall be clearly complied with in respect of all transfers of shares and the registration thereof.

- (b) Subject to the provisions of section 58 of the Act and section 22A of the Securities Contract (Regulations) Act, 1956, the Board of Directors shall have absolute and uncontrolled discretion and power to decline to register any proposed transfer or transmission of any shares without assigning any reasons whatsoever. This article shall apply notwithstanding that the proposed transferee or the proposed holder under transmission may already be a member of the Company however the registration of the transfer shall not be refused on the ground the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.
- (c) If the Company refuses to register any such transfer or transmission, the Company shall, within one month from the date on which the instrument of transfer or the intimation of transmission as the case may be was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be.
- (d) On giving not less than seven days' previous notice in accordance with Section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **TRANSMISSION OF SHARES**

- 9. (a) On the death of a member, the survivor or survivors where the member was a joint and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- (b) Nothing in Article (8) (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- (c) Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
  - (i) to be registered himself as holder of the share; or
  - (ii) to make such transfer of the share as the deceased or insolvent member could have made.
- (d) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (e) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (f) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (g) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (h) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:



Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

10. (a) If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- (b) The notice aforesaid shall—
  - (i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- (c) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- (d) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (e) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- (f) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (g) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- (h) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (i) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (j) The transferee shall thereupon be registered as the holder of the share; and
- (k) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- (l) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

## **ALTERATION OF CAPITAL**

11. (a) The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- (b) Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution:
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum;
  - (iv) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (c) Where shares are converted into stock: —
- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (iii) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.
- (d) The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law: —
- (i) its share capital;
  - (ii) any capital redemption reserve account; or
  - (iii) any share premium account.

## **CAPITALISATION OF PROFITS**

12. (a) Any General Meeting of the Company may resolve that any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits including profits or surplus moneys arising from the realisation and (when permitted by the law) from the appreciation in value of any capital assets of the Company standing to the credit of the General Reserve or any other Reserve or Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend be capitalised:-

- (i) by the issue and distribution of shares, as fully paid-up, and to the extent permitted by the Act, debentures, debenture stock, bonds or other obligations of the Company; or
- (ii) by crediting share of the Company, which may have been issued and are not fully paid-up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares to be issued to Members as fully paid bonus shares.

- (b) Such issue and distribution under sub-clause (12) (a) (i) of this Article and payment to the credit of unpaid share capital under sub-clause (12) (a) (ii) of this Article shall be made among and in favour of the Members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid-up on the shares held by them respectively in respect of which such distribution or payment shall be made, on the footing that such Members become entitled thereto as capital.
- (c) The Directors shall give effect to any such resolution and shall apply such profits, General Reserve, other Reserve or any other Fund or account as aforesaid as may be required for the purpose of making payment in full on the shares, or other obligations of the Company so distributed under sub-clause (a) (i) of this Article or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause (a) (ii) above.

Provided that no such distribution or payment shall be made unless recommended by the Directors, and, if so recommended, such distribution and payment shall be accepted by such Members as aforesaid in full satisfaction of their interest in the said capitalised fund.

- (d) For the purpose of giving effect to any such resolution, the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient, and, in particular, they may issue fractional certificates and may fix the value for distribution of any specific asset and may determine that any cash payment be made to any Members on the footing of the value so fixed and may vest any such cash, shares, debentures stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the directors, and generally may make arrangement for the acceptance, allotment and sale of such shares, debentures, debentures stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.
- (e) When deemed requisite, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the Members entitled as aforesaid.
- (f) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid, such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares and the partly paid shares, the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be applied pro rata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

### **BUY-BACK OF SHARES**

- 13. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

### **GENERAL MEETINGS**

- 14. (a) All general meetings other than annual general meeting shall be called extraordinary general meeting.

- (b) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (c) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 15. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.
- (c) The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
- (d) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (e) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

- 16. (a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING RIGHTS**

- 17. (a) Subject to any rights or restrictions for the time being attached to any class or classes of shares: —
  - (i) on a show of hands, every member present in person shall have one vote; and
  - (ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
- (b) A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.
- (c) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.  
  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- (d) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

- (e) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (f) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- (g) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **PROXY**

18. (a) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power of authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (b) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.
- (c) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BOARD OF DIRECTORS**

19. (a) Unless otherwise determined by the general meeting, the number of the Directors shall be as per the Companies Act, 2013.
- (b) Where the Board considers that the advice or assistance of any person of special knowledge or for any other benefit to the Company is required, the Board may appoint such person(s) as the Director(s) of the Company on the terms and conditions it deem fit.
- (c) Subject to section 184 and 188 of the Companies Act, 2013, no director shall be disqualified from his office as such by contracting with the Company either as vendor, purchaser, lender or otherwise nor shall any such contracts or agreement entered into by or on behalf of the Company with any company or partnership in which any director shall be member or otherwise interested, be void nor shall any director, so contracting or interested be liable to account to this Company for any profit realised by such contract or arrangement by reasons only of such director holding that office or of the fiduciary relation there by established. The directors may contract with the Company.
- (d) Subject to the provisions of the Act and within the overall limit prescribed under these regulations for the number of Directors on the Board, the Board may appoint any Senior Executive of the Company as a Whole Time Director of the Company for such period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

- (i) He shall be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as whole time Director/Executive.
  - (ii) He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.
  - (iii) He shall cease to be Director of the Company on the happening of any event specified in Section 167 and 188 of the Act. He shall also cease to be a Director of the Company, if for any reason whatsoever, he ceases to hold the position of Senior Executive in the Company or ceases to be in the employment of the Company.
  - (iv) Subject to what is stated here-in-above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by the Managing Director(s) and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director(s) and/or the Board may from time to time determine.
  - (v) His remuneration shall be fixed by the Board and shall be subject to the approval of the Company in general meeting and of the Central Government as may be required under the provisions of the Act.
  - (vi) Nothing contained in this Regulation shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any of such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole-time Director(s).
- (e) Any Trust Deed for securing debentures or debenture-stocks, may, if so arranged, provide for the appointment from time to time by the Trustees thereof or by the holders of the debentures or debenture-stocks, of some persons to be the Directors of the Company and may empower such trustees or holder of debentures or debenture-stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as 'The Debenture Director' and the term "Debenture Director(s)" means the Director(s) for the time being in office under this Article. The Debenture Director(s) shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.
- (f) (i) Notwithstanding anything to the contrary contained in these Regulations, so long as any moneys remain owing by the Company to any Bank, Financial Institution or Banking or to any other Finance or Banking Corporation or Credit Corporation or to any other Finance Company or Body (hereinafter referred to as "the corporation") out of any loans granted by them to the Company or so long as continue to hold debentures in the Company as a result of underwriting or by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have right to appoint from time to time any person or persons as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s).
  - (ii) The Board shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be liable to retirement by rotation. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
  - (iii) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee is outstanding and the Nominee

Director(s) so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation.

- (iv) The Nominee Director(s) appointed under this Regulation shall be entitled to receive all notices and attend all General Meetings, Board Meetings and the Meetings of the Committee of which the Nominee Director(s) is/are member(s). The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director(s) sitting fees and expenses which the other Director(s) of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Director(s) of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director(s) shall be paid by the Company directly to the Corporation or as directed by the said corporation. Any expenses that may be incurred by the Corporation or by such Nominee Director(s) in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s).

Provided also that in the event of the Nominee Director(s) being appointed as whole time Director(s), such Nominee Director(s) shall exercise such powers and duties as may be decided by the Company and approved by the Corporation and have such rights as are usually exercised or available to a whole time Director, in the management of the affairs of the Company. Such Nominee Director(s) shall be entitled to receive such remuneration, fees, commission and monies as may be decided by the Company and approved by the corporation.

- (g) The Board shall have powers at any time and from time to time to appoint any other person as a Director either to fill up a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these regulations. Any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company but eligible for re-election at such meeting.
- (h) Subject to the provisions of section 161 of the Act or any statutory modification thereof, the Board shall have power to appoint any person to act as alternate director(s) in place of any director(s) during the latter's absence for a period of not less than three months from the State in which meeting of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he held office as an alternate director, shall be entitled to meetings of the Board and to attend and vote thereat accordingly and shall 'ipso facto' vacate office if and when the absent Director returns to the State in which meetings of the Board are ordinarily held or if the absent director vacates office as a director.
- (i) (i) The Directors shall also be entitled to be paid as remuneration to be calculated in accordance with the provisions of the Act and such commission shall be divided amongst the directors in such proportions as the Board may determine and in absence of such determination, equally. All other remuneration if any, payable by the Company to each Director whether in respect of his service as a Managing Director or a Director in whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of this Article and of the Act.
- (ii) In addition to the remuneration payable to the Directors under this regulation, the Directors may be paid all reasonable travelling, hotel and other expenses in attending and returning from the meetings of the Board or General Meetings or in connection with the business of the Company.
- (iii) Subject to Section 188 and 197 of the Act, if any Director or Directors being willing, shall be called upon to perform extra services or to make any special exertion in going or residing outside the office for any of the purposes of the Company or is giving special attention to the business of the Company, the Board may remunerate such Director either by fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any remuneration to which he may be ordinary entitled.

- (j) The continuing Director may act notwithstanding any vacancy in the Board but, if and so long as their number is reduced below the quorum fixed as per the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning of general meeting of the Company but for no other purpose.

### **MANAGING/WHOLETIME DIRECTORS**

- 20. (a) The Company by ordinary resolution of the Board may, subject to the provisions from time to time appoint one or more of the Directors to be Managing Director(s)/whole time Director(s) for Managing the business and affairs of the Company, for a term not exceeding five years at a time and may from time to time (Subject to the provisions of any contract between him and the Company) remove them from office and appoint another or others in his or their place or places.
- (b) A managing or whole-time Director shall not while he continues to hold that office be subject to retirement by rotation but subject to the provisions of any contract between him and the Company, he shall be subject to the provisions as to resignation and removal as the other Directors of the Company and he shall 'ipso facto' and immediately, cease to be a Managing Director or whole-time Director if he ceases to be a Director for any reason.
- (c) Subject to the provisions of the Act, a Managing Director or whole-time Director shall in addition to the usual remuneration and other expenses payable to him as a director of the Company receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary, remuneration, perquisites benefits, commission or at a specified percentage of the net profits of the Company or both.

### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

- 21. (a) Subject to the provisions of the Act: —
  - (i) A chief executive officer, manager, company secretary or chief financial officer or any key managerial personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any chief executive officer, manager, company secretary or chief financial officer or any key managerial personnel so appointed may be removed by means of a resolution of the Board;
  - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer or any key managerial personnel.
- (b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer, manager, company secretary or chief financial officer.

### **PROCEEDINGS OF THE BOARD**

- 22. (a) When the meeting of the Board or of the shareholders is required, a notice of such meeting clearly stating day, date, time and place along with necessary business which is to be transacted should be sent to the Directors or the members as the case may be one week before the date of meeting and it must be signed by the Managing Director or Chairman or Company Secretary or only person authorized by the Board. The notice of such meeting should be sent to the last address of Directors/members.
- (b) The Board may from time to time delegate any of its powers to a committee consisting of such member or members of their body, managers, attorneys, advisers or other officers of the Company as it thinks fit. Any Committee so formed shall in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee, consisting of two or more members shall be governed by the provisions here-in-after contained for regulating the meeting and proceedings of the Board so far as



the same are applicable there of and are not superseded by any regulations made by the Board under this clause.

- (c) Save for purposes of Sections 161, 179, 186, 188 and 203 of the Act, a resolution shall be valid and effectual as if it had been passed at a meeting of the Directors or the Committee thereof duly called and constituted if it is circulated in draft together with the necessary papers, if any, to all the directors or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of Board or Committee as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them as are entitled to vote on the resolution.

## **POWERS AND DUTIES**

23. (a) Subject to the provisions of the Act, the control of the Company shall be vested in Board who shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power or do any act or things which is directed or required whether by the Act or any other statute, enactment, rules & regulations of the Governmental & related regulatory agencies in India or by the Memorandum of the Company or by these regulations to be exercised or done by the Company in General Meeting. Provided further that in exercising any such powers or doing any such act or thing the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these regulations or in any other regulations made by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.
- (b) Subject to superintendence, control, guidance and directions of the Board, the Managing Director shall have the power of management of the affairs of the Company and appointment or dismissal of Managers, Secretaries, Officers, experts, advisers, attorneys, assistants, clerks, servants, workmen and other employees and general management and superintendence of the business of the Company with full powers, to do all acts, matters and things deemed by him necessary, proper or expedient for carrying on the business and concern of the Company and to make, sign and carry into effect such bills of exchanges, promissory notes, hundies, cheques, drafts and other instruments as shall be necessary, proper or expedient for carrying on the business of the Company and to make, conduct defend, compound or abandon any legal proceeding by or against otherwise concerning the affairs of the Company in any court tribunal or in Arbitration and to exercise such other powers as may from time to time be delegated to him.

## **BORROWING POWERS**

24. (a) The Board may, from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company, subject to the provisions of Section 73, 179 and 180 of the Act and may secure payment or repayment of same in such manner and upon such terms and conditions in all respects as may be prescribed by the Board, in particular by the creation of any mortgage, hypothecation, pledge or charge or any other kind security or arrange securitisation on and over the Company's assets, stocks, book debts and other movable or immovable properties or other movable or immovable properties in which Company has an interest or available to the Company for security or providing securitisation.
- (b) The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it think fit and in particular by issue of bonds, debentures or debenture-stock or any other instrument, security or any mortgage, charge on the undertaking or the whole or any part of the property of the Company both present and future or by giving, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or other negotiable instruments.
- (c) If any uncalled Capital of the Company be included in or charged by any mortgage or other security the Board may make calls on such shares and keep the money in trust for the person in whose favour such mortgage or security is executed or any other person in trust for him.

- (d) Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender drawings, allotment of shares, attending at General Meeting of the Company, appointment of Directors and otherwise. Debentures, Debenture stock, bonds and other, securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- (e) Save as provided in Section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate of the debentures.

### **LOCAL MANAGEMENT**

25. (a) The Board may from time to time provide the local Management for the management and the transaction of the affairs of the Company in any specified locality or section whether at home or abroad in such manner as it thinks fit and the provisions contained in the three next following sub clauses shall be without prejudice of the general powers conferred by this Article but subject to the provisions of section 179 and 180 of the Act.
- (b) The Board from time to time and any time may establish any local boards or agencies for managing any of the affairs of the Company in any such specified locality or section and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration. And the Board from time to time and at any time may subject to the provisions of sections 179 and 180 of the Act, delegate to any persons so appointed any of the powers and authorise and discretions for the time being vested in them and may authorise the members for the time being of any such local boards or any of them to fill-up vacancies therein and to act notwithstanding vacancies and any such appointment or delegations may be made on such terms and conditions as the Board may think fit and the Board may at any time remove any person so appointed and may annul or vary such delegation. The Board may make the bye-laws and rules under which local board or agency will function and may appoint the President, Vice-President, Secretary and/or other employees.
- (c) The Board may at any time and from time to time by powers of attorney under the Company's seal appoint any person or persons to be the attorneys of the Company for such purposes and subject to the provisions of sections 179 and 180 of the Act with such powers, authorities and discretion not exceeding those vested in or exercisable by the Board under these regulations and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may, if the Board think fit, be made in favour of the members of any Company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such provisions for the protection or conveniences of persons dealing with attorneys as the Board think fit.
- (d) Any such delegate or attorney aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them for a certain specified period or purpose to which such delegate or attorney aforesaid is authorised by the Board.

### **THE SEAL**

26. (a) The Board shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the seal and substitute a new seal in lieu thereof and the Board shall provide for safe custody of the seal.
- (b) The seal shall not be affixed to any instrument except with the authority of the Board or Committee of the Board authorised by the Board in this behalf in the presence of a Director or an officer duly authorised who shall sign every instrument to which the seal shall be affixed. Provided nevertheless that any instrument other than a share certificate bearing the seal of the Company and issued for a valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same. Provided further that in respect of share certificates the provisions of the Companies (Share Capital and Debentures) Rules, 2014 shall apply.

- (c) The Board may provide for use in any territory outside India of an official seal subject to the provisions of the Act.

## **DIVIDENDS AND RESERVES**

- 27. (a) The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
- (b) Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- (c) (i) The Board may before recommending any dividend set aside out of the profits of the such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividends; and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
- (d) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (e) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- (f) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic transfer via banking channels, by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such electronic transfer via banking channels, cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (g) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- (h) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- (i) No dividend shall bear interest against the Company.

## **BOOKS AND DOCUMENTS**

28. (a) The Board shall cause all proper books of account and documents to be kept in accordance with section 128 of the Act, proper books of account with respect to:
- (i) All sums of money received and spent by the Company and the matters in respect of which the receipt and expenditures take place.
  - (ii) All sales and purchases of goods by the Company.
  - (iii) The assets and liabilities of the Company.
- (b) The Books of Account shall be kept at the Registered Office or at such other place, as the Board thinks fit and shall be open to inspection by the Directors during business hours.

## **INSPECTION**

29. The Board shall from time to time subject to the provisions of the Act determine whether and to what extent and at what time and places and under what conditions, the documents and registers or any of them maintained by the Company of which inspection is allowed by the Act, shall be kept open for the inspection of the members. Till decided otherwise by the Board such documents and registers shall be kept open for inspection to the persons entitled thereto between 11 A.M. to 1 P.M. on all working days. No member (not being a Director) shall have any right to inspection of any account or book or document of the Company except as conferred by law or by Act or authorised by the Board or by resolution of the Company in general meeting and no member not being a Director shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of or used by the Company.

## **AUDIT**

30. (a) Once at least in every year, the books of accounts of the Company shall be examined by one or more Auditor or Auditors.
- (b) The Company at General Meeting shall appoint an Auditor or Auditors to hold office and their appointment remuneration, rights and duties shall be regulated by sections 139 to 146 of the Act.
- (b) Where the Company has a branch office, the provision of section 143 of the Act shall apply.
- (c) All notices and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have been sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend any General meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.
- (d) The Auditor's Report shall be read before the Company in Annual General Meeting and shall be open to inspection by any member of the Company.
- (e) Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in Annual General Meeting shall be conclusive in respect of transactions of the Company for the relevant year.

## **AUTHENTICATION OF DOCUMENTS**

31. (a) Save as otherwise provided in the Act any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts and where any books, records, documents or accounts

are elsewhere than at the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

- (b) A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Board.

## **EXECUTION OF DEEDS**

- 32. Every deed or other instrument, to which the Seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney issued under the seal; be signed by any one of chief executive officer or manager or chief financial officer or any key managerial personnel who should be member of the Board or the Company Secretary or some other person authorized by the Board for the purpose.

Provided that in respect of the Share Certificates the Seal shall be affixed in the presence of two Directors and the Secretary or some other person authorized by the Board for the purpose, and the two Directors and the Secretary or other persons shall sign the share certificate as per the provisions of the Act and Companies (Issue of Share Certificates) Rules, 2013.

Provided if the composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a Managing or a Whole-Time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

## **RECONSTRUCTION**

- 33. On any sale of the whole or any part of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other Company, whether incorporated in India or not, either then existing or to be formed, for the purchase in the whole or in the part of the property of the Company and the Board if the profits of the Company permit or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them, and any Special Resolution may provide for the distribution or appropriation of cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the member or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall subject to the provisions of the Act be bound to accept and shall be bound by any valuation or distribution so authorised and waives all rights in relation thereto save only in case the Company is proposed to be or in course of being wound up and subject to the provision of the Act as are in-capable of being varied or excluded by these Articles.

## **WINDING UP**

- 34. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
  - (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
  - (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (c) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **SECRECY**

35. (a) Subject to the provisions of the Act, every Director, Manager, Auditor, Trustee, Member of Committee, Officer, Servant, Agent, Accountant, consultants or other person employed in the Company or hired by the Company, shall if so required by the Board or by a Managing Director before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all bona fide transaction of the Company with its customers and the state of accounts with individuals and in matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by the law of the Country and except so far as may be necessary in order to comply with any of the provisions these presents contained.
- (b) No member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company or to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Board or require to discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which relate to the conduct of business of the Company and which in the opinion of the Directors it will be in-expedient in the interest of the members of Company to communicate.

## **INDEMNITY**

36. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

<b>Name, Address, Description and Occupation of subscribers</b>	<b>Number of Equity Shares taken by each subscriber</b>	<b>Signature of Subscribers</b>	<b>Name, Address, Description and Occupation of the Witness</b>
1. SURENDRA KUMAR JAIN S/o Shri R.S. Jain 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- S.K. Jain	I witness the Signatures of all the Subscribers Sd/- (SUDESH K. JAIN) S/o Shri B.M. Jain Chartered Accountant 299-A, Thapar Nagar Meerut-250 001
2. SMT. SWARAJYA BALA JAIN W/o Shri S.K. JAIN 9, Alok, Hapur-245 101 (House Wife)	10 (Ten)	Sd/- S.B. Jain	
3. DEEPAK KUMAR JAIN S/o Shri S.K. Jain 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- D.K. Jain	
4. CHANDRA BHAN AGARWAL S/o Shri B.S. Agarwal 9, Alok, Hapur-245 101 (Business)	10 (Ten)	Sd/- C.B. Agarwal	
5. SUNIL KUMAR JAIN S/o Shri Shikhar Chand Jain Naya Bazar, Baraut-250 611 (Business)	10 (Ten)	Sd/- Sunil Jain	
6. ALKA JAIN W/o Shri S.K. Jain Post Box No. 14, Baraut-250 611 (House Wife)	10 (Ten)	Sd/- Alka Jain	
7. SANGEETA JAIN D/o Shri S.K. Jain 9, Alok, Hapur-245 101 (House Girl)	10 (Ten)	Sd/- Sangeeta Jain	
<b>Total no. of Equity Shares</b>	<b>70 (Seventy Shares)</b>		

New Delhi Dated 20<sup>th</sup> August 1983.

# Asia Capital Limited

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

## DIRECTORS' REPORT

Dear Members

Your Directors have immense pleasure in presenting the 36<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2020.

### 1. Financial Highlights

The financial performance of your Company for the year ended 31<sup>st</sup> March 2020 is summarized below: -

Particulars	Amount (Rs.)	
	FY 2019-20	FY 2018-19
Gross Income	46,70,015	30,72,25,940
Profit Before Interest and Depreciation	31,75,347	24,03,071
Finance Charges	0	6,760
Gross Profit	31,75,347	23,96,311
Provision for Depreciation	9,326	9,803
Net Profit Before Tax	31,66,021	23,86,508
Provision for Tax	8,30,279	6,50,195
Net Profit After Tax	23,35,742	17,36,313
Proposed Dividend	Nil	Nil
Transfer to Special Reserve (RBI)	6,93,429	3,47,262
<b>Paid-up Share Capital</b>	<b>3,09,20,000</b>	<b>3,09,20,000</b>
Reserves and Surplus	98,11,881	74,86,507

### 2. Financial Review

During the year under review, the total income of the Company was Rs. 46.70 lakhs as against Rs. 3072.26 lakhs in the previous year. The Company was able to earn a profit after tax of Rs. 23.36 lakhs in the current financial year as against a profit of Rs. 17.36 lakhs in the financial year 2018-19. Your Directors are putting in their best efforts to improve the performance of the Company.

### 3. Share Capital

During the year, there was no change in the Company's authorized, issued, subscribed and paid-up equity share capital.



**4. Reserves & Surplus**

The net movement in the major reserves of the Company for financial year 2019-2020 and the previous year are as follows:

(Rs. In lakhs)		
Particulars	FY 2019-20	FY 2018-19
Securities Premium Account	Nil	Nil
Special Reserve (RBI)	21.31	14.38
Profit & Loss A/c (Cr.)	76.80	60.48
<b>Total</b>	<b>98.11</b>	<b>74.86</b>

**5. Deposits**

During the financial year 2019-2020, your Company has not accepted any deposit within the meaning of the sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**6. Material Changes and Commitments**

Mr. Shashindra Singh, Chief Financial Officer of the Company resigned w.e.f. 30-09-2019.

Mr. Dilip Kumar Jha, Director of the Company resigned w.e.f. 17-02-2020.

Mr. Santosh Suresh Choudhary designation has been changed from Managing Director of the Company to Chairman of the Company w.e.f. 6<sup>th</sup> March 2020.

Mr. Prannoy Kumar designation has been changed from Independent Director to Whole-Director and Chief Financial Officer of the Company w.e.f. 6<sup>th</sup> March 2020. Later on, he resigned w.e.f. 31-05-2020.

Dr. (Mrs.) Dipti Singh was appointed as the Independent Director (Additional, Non-Executive) w.e.f. 6<sup>th</sup> March 2020.

The Registered Office of the Company got shifted from the Union Territory of Delhi under Registrar of Companies, NCT of Delhi & Haryana to the State of Maharashtra under Registrar of Companies, Mumbai w.e.f. 23-07-2020.

The Company has also appointed new Statutory Auditor and Internal Auditor of the Company (details provided below).

**STATUTORY AUDITOR**

M/s Shankarlal Jain & Associates LLP  
Chartered Accountants  
12, Engineer Building, 265,  
Princess Street, Mumbai – 400002

**INTERNAL AUDITOR**

M/s M M Jhunhunwaala & Associates  
Chartered Accountants  
214 Bharat Chambers Baroda Street  
Mumbai- 400009

There are no other material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year i.e. 31<sup>st</sup> March 2020 and the date of this Directors' Report i.e. 14<sup>th</sup> September 2020.

**7. Dividend**

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

## 8. Subsidiaries/Joint Ventures/Associates

During the financial year 2019-20, no entity became or ceased to be the subsidiary, joint venture or associate of the Company. Accordingly, statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is not applicable.

Policy for determining material subsidiaries of the Company has been provided on the website [www.asiacapital.in](http://www.asiacapital.in).

## 9. Change in the Nature of Business

There has been no major change in the nature of business of your Company during the financial year 2019-20. Further since there is no subsidiary, joint venture and associate company, there is no question for mentioning of change in nature of business of such companies.

## 10. Directors and Key Managerial Personnel

In terms of the section 149 of the Companies Act, 2013, the Company has appointed the following as Independent Directors of the Company at the Annual General Meeting of your Company held on 21<sup>st</sup> September 2019 to hold office up to 5 (five) consecutive years:

- Mr. Sanjay Kashi Rajgarhia
- Mr. Prannoy Kumar
- Mrs. Jayashri Samal
- Mr. Vinod Kumar Yadav

Dr. (Mrs.) Dipti Singh was appointed as the Independent Director (Additional, Non-Executive) w.e.f. 06-03-2020.

In accordance with the provisions of section 149 of the Companies Act, 2013, all the independent directors are non-rotational. The details of the familiarization programmes for Independent Directors are disclosed on the Company's website – [www.asiacapital.in](http://www.asiacapital.in).

In terms of the section 203 of the Companies Act, 2013, the following are appointed as Key Managerial Personnel of your Company by the Board:

- Mr. Santosh Suresh Choudhary, Chairman
- Ms. Kaveri Ghosh, Company Secretary

The composition of the Board of Director as on date is as follows:

- Mr. Santosh Suresh Choudhary, Chairman
- Mr. Ramsuresh Choudhary, Director
- Mr. Manoj Kumar Jain, Director
- Mr. Sanjay Kashi Rajgarhia, Independent Director
- Mrs. Jayashri Samal, Independent Director
- Mr. Vinod Kumar Yadav, Independent Director
- Dr. (Mrs.) Dipti Singh, Independent Director (Additional)
- Ms. Kaveri Ghosh, Company Secretary

Mr. Manoj Kumar Jain (DIN: 00097821), Director of the Company is liable to retire by rotation in this Annual General Meeting as per the section 152 (6) of the Companies Act, 2013 and being eligible offer himself for re-appointment. The Directors have recommended his re-appointment.

The Board has laid down separate Codes of Conduct for Directors and Senior Management personnel of the Company and the Independent Directors as per Schedule-IV of the Companies Act, 2013 which is available on the Company's website [www.asiacapital.in](http://www.asiacapital.in). All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Chairman of the Company has also confirmed and certified the same. The certification as per Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed at the end of the Report on Corporate Governance.

### 11. Declaration of Independence by the Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Code for Independent Directors.

### 12. Number of Meetings of the Board of Directors

The details of the number of Board of Directors of your Company are as below:

Meeting	No. of Meeting	Dates of Meeting	
Board of Directors	Seven (7)	01/2019-20	10-05-2019
		02/2019-20	28-05-2019
		03/2019-20	20-07-2019
		04/2019-20	13-08-2019
		05/2019-20	30-10-2019
		06/2019-20	07-02-2020
		07/2019-20	06-03-2020

### 13. Annual Evaluation of Board Performance and Performance of its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. A feedback was sought from the Directors about their views on the performance of the Board covering various criteria. A feedback was also taken from the Directors on their assessment of the performance of the other Directors. The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors. Based on the inputs received, the Chairperson of the NRC also made a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors regarding Board's performance as a whole, and of the Chairman. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairperson of the NRC with the Chairman of the Board.

Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. The areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The feedback was provided to the Directors, as appropriate. The significant highlights, learning and action points arising out of the evaluation were presented to the Board.

#### **14. Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other Employees**

In accordance with the section 178 of the Companies Act, 2013 read with the rules mentioned there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Policy includes criteria for determining positive attributes, qualifications, independence of a director, Board diversity, remuneration and other matters provided u/s 178 (3).

The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors, Key Managerial Personnel etc. and other matters is set-out in **Annexure-I** to this Report.

#### **15. Committees of the Board**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Present Composition of the Committee of the Board of Directors of the Company is as below:

##### **Audit Committee:**

1. Mr. Sanjay Kashi Rajgarhia–Chairman (Independent Director)
2. Mr. Vinod Kumar Yadav –Member (Independent Director)
3. Dr. (Mrs.) Dipti Singh–Member (Independent Director-Additional)

##### **Nomination and Remuneration Committee:**

1. Mr. Sanjay Kashi Rajgarhia–Chairman (Independent Director)
2. Mr. Vinod Kumar Yadav –Member (Independent Director)
3. Dr. (Mrs.) Dipti Singh–Member (Independent Director-Additional)

##### **Stakeholders Relationship Committee:**

1. Mr. Sanjay Kashi Rajgarhia–Chairman (Independent Director)
2. Mr. Vinod Kumar Yadav –Member (Independent Director)
3. Dr. (Mrs.) Dipti Singh–Member (Independent Director-Additional)

## 16. Audit Committee Recommendations

During the year all the recommendations of the Audit Committee were accepted by the Board.

## 17. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under the section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure-II** to this Report.

## 18. Particulars of Employees and Remuneration

The information required under the section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in **Annexure-III** to this Report.

## 19. Related Party Transactions

In line with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website: **www.asiacapital.in**.

## 20. Particulars of Loans, Guarantees and Investments

Disclosure of details of loans, guarantees and investments under section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not applicable on your Company, as it is a Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India.

## 21. Extract of Annual Return

Pursuant to the provisions of the section 92 of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9, is available on website of the Company at **http://www.asiacapital.in/annual\_return.php**.

## 22. Auditors and Auditor's Report

**M/s Aashish Jain & Company**, Chartered Accountants, Jaipur was appointed as the Statutory Auditor of the Company to hold office for a period of 5 years i.e. from the conclusion of the 35<sup>th</sup> Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company.

In lieu of shifting of the Registered Office of the Company, the existing Statutory Auditor resigned and in their place new Statutory Auditor, **M/s Shankarlal Jain & Associates LLP, Chartered Accountants, Mumbai** was appointed who shall holds office till the conclusion of

the 36<sup>th</sup> Annual General Meeting of the Company and offers themselves for reappointment for a period of 5 years i.e. from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company.

The Auditor's Report for the financial year 2019-20, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

### **23. Secretarial Audit Report**

Pursuant to the provisions of the section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed **M/s Neha Seth & Associates, Company Secretaries** as Secretarial Auditor of the Company for the financial year 2019-20. The Secretarial Audit Report provided by the Secretarial Auditors is annexed as **Annexure-IV** to this Report.

The Secretarial Auditor's Report for the financial year 2019-20, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

### **24. Internal Control Systems and adequacy of Internal Financial Controls**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

In terms of the section 138 of the Companies Act, 2013, **M/s M M Jhunjhunwala & Associates, Chartered Accountants** has been appointed as the Internal Auditor of your Company w.e.f. 13-08-2020. The Internal Auditor monitors the compliance with the objective of providing to the Board of Directors an independent and reasonable assurance on the adequacy and effectiveness of the organization's governance processes.

### **25. Risk Management**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

### **26. Cost Records and Cost Audit Report**

In terms with the provisions of the section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

## 27. Vigil Mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Pursuant to the section 177 (9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of the company: [www.asiacapital.in](http://www.asiacapital.in).

## 28. Management Discussion and Analysis Report and Corporate Governance

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report are annexed as **Annexure-V** to this Report.

Further: -

1. Report on Corporate Governance
2. Certificate on compliance of conditions of corporate governance as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
3. Certificate of Non-Disqualification of Directors (pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is annexed as **Annexure-VI** to this Report.

## 29. Code of Conduct for Prevention of Insider Trading

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the following policies as per the SEBI (Prohibition of Insider Trading) Regulation, 2015 and amendment thereto and the same can be accessed on company's website—[www.asiacapital.in](http://www.asiacapital.in).

- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Code of Conduct to Regulate, Monitor & Report Trading by Designated Persons
- Policies & Procedures for Inquiry in case of Leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information

**30. Corporate Social Responsibility**

Provisions of the section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable on the Company.

**31. Significant/Material orders Passed by the Regulators**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**32. Disclosures required under the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015**

There was no auction conducted by the Company during the financial year 2018-19 in respect of defaulter in any loan accounts.

**33. General**

Your Board of Directors confirms that:

- (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- (b) Your Company does not have any ESOP scheme for its employees/Directors; and
- (c) There is no scheme in your Company to finance any employee to purchase shares of your Company.

**34. Directors' Responsibility Statement**

Pursuant to the provisions of the section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Directors to the best of their knowledge and belief confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2020, the applicable accounting standards and Schedule-III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- 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 your Company as at 31<sup>st</sup> March 2020 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March 2020;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;



- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### 35. Stock Exchange Listing

The shares of the Company are listed on BSE Limited under script code 538777. The listing fee for the financial year 2019-20 has been paid to BSE Limited.

### 36. Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

**By the order of the Board  
For Asia Capital Limited**

	<b>Sd/-</b>	<b>Sd/-</b>
	<b>Santosh Suresh Choudhary</b>	<b>Ramsuresh Choudhary</b>
	<b>Chairman</b>	<b>Director</b>
	DIN: 05245122	DIN: 06972337
	R/o C2/401, Prabhat Residency,	R/o C2/401, Prabhat Residency,
	Poonam Nagar, Bolinj,	Poonam Nagar, Bolinj,
	Virar (West), Thane– 401303]	Virar (West), Thane– 401303]
Date: 14 <sup>th</sup> Sept 2020		
Place: Chennai		

# Asia Capital Limited

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

## ANNEXURE-I TO THE DIRECTORS' REPORT

### NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with section 178 of the Companies Act, 2013 read along with the applicable rules thereto and regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### DEFINITIONS

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961

“**Key Managerial Personnel**” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

#### OBJECTIVE

The objective of the policy is to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**ROLE OF THE COMMITTEE**

The role of the NRC is inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per the Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

**TERM/ TENURE****a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL****1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

**2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i. The services are rendered by such Director in his capacity as the professional; and
  - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
  - iii. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

**3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.

**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**ANNEXURE-II TO THE DIRECTORS' REPORT****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 the Companies (Accounts) Rules, 2014**

<b>A. Conservation of energy</b>		
(i)	The steps taken or impact on conservation of energy	General measures for conservation of energy are pursued on an ongoing basis
(ii)	The steps taken by the company for utilizing alternate sources of energy	
(iii)	The capital investment on energy conservation equipment	N.A.
<b>B. Technology absorption</b>		
(i)	The efforts made towards technology absorption	No new technology has been adopted during the year under review
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a)	The details of technology imported	N.A.
(b)	The year of import	N.A.
(c)	Whether the technology been fully absorbed	N.A.
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	Expenditure on Research & Development	N.A.
<b>C. Foreign exchange earnings and Outgo</b>		
(a)	Total Foreign Exchange Earnings in 2019-20 (Equivalent Rs.)	Nil
(b)	Total Foreign Exchange outgo in 2019-20 (Equivalent Rs.)	Nil

**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhkhair Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**ANNEXURE-III TO THE DIRECTORS' REPORT****INFORMATION REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2019-20 is as follows:**

Name of the Director	Total Remuneration (in Rs.)	Ratio of remuneration of director to the Median remuneration
Mr. Santosh Suresh Choudhary	Nil	N.A.
Mr. Ramsuresh Choudhary	Nil	N.A.
Mr. Manoj Kumar Jain	Nil	N.A.
Mr. Dilip Kumar Jha (Resigned w.e.f. 17-02-2020)	Nil	N.A.
Mr. Sanjay Kashi Rajgarhia	Nil	N.A.
Mr. Prannoy Kumar (Resigned w.e.f. 31-05-2020)	Nil	N.A.
Mrs. Jayashri Samal	Nil	N.A.
Mr. Vinod Kumar Yadav	Nil	N.A.
Dr. (Mrs.) Dipti Singh (Appointed w.e.f. 06-03-2020)	Nil	N.A.

**B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2019-20 is as follows:**

Name	Designation	Remuneration (Rs.)		Increase %
		2019-20	2018-19	
Mr. Santosh Suresh Choudhary	Chairman	Nil	Nil	N.A.
Mr. Ramsuresh Choudhary	Director	Nil	Nil	N.A.
Mr. Manoj Kumar Jain	Director	Nil	Nil	N.A.
Mr. Dilip Kumar Jha (Resigned w.e.f. 17-02-2020)	Director	Nil	Nil	N.A.
Mr. Sanjay Kashi Rajgarhia	Independent Director	Nil	Nil	N.A.
Mr. Prannoy Kumar (Resigned w.e.f. 31-05-2020)	Whole-Time Director & Chief Financial Officer	Nil	Nil	N.A.
Mrs. Jayashri Samal	Independent Director	Nil	Nil	N.A.
Mr. Vinod Kumar Yadav	Independent Director	Nil	Nil	N.A.
Dr. (Mrs.) Dipti Singh (Appointed w.e.f. 06-03-2020)	Independent Director (Additional)	Nil	Nil	N.A.
Mr. Ramesh Voona (from 20-03-2019 till 30-04-2019)	Chief Financial Officer	Nil	Nil	N.A.
Mr. Shashindra Singh (from 10-05-2019 till 30-09-2019)	Chief Financial Officer	Nil	Nil	N.A.
Ms. Kaveri Ghosh	Company Secretary	4,20,100	318,150	Nil



**C. Percentage increase in the median remuneration of all employees in the financial year 2018-19:**

Particulars	2019-20	2018-19	Increase (%)
Median remuneration of all employees per annum	4,20,100	883,150	Nil

**D. Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March 2020:**

Sl. No.	Category	Number of Employee
1.	Executive Manager Cadre (Chairman, CS & CFO)	3
2.	Staff	0
3.	Other lower level employees	0
<b>Total</b>		<b>3</b>

**E. Explanation on the relationship between average increase in remuneration and Company Performance:**

There is no increase in average remuneration of all employees in the financial year 2019-20 as compared to the financial year 2018-19.

The key indices of Company's performance are:

Particulars	2019-20	2018-19	(Rs. In lakhs)
			Growth/ (Decline) (%)
Total Revenue	46.70	3,072.26	(98.48) %
Profit Before Tax	31.66	23.87	32.64%
Profit after Tax	23.36	17.36	34.56%

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:**

There is no increment in the remuneration of the Key Managerial Personnel during the year. Whereas the Profit before Tax increased by 34.56% in 2019-20, compared to 2018-19.

**G. Details of Share price and market capitalization:**

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

Particulars	(Amount in Crores)		
	As on 31 <sup>st</sup> March 2020	As on 31 <sup>st</sup> March 2019	Increase/ (Decrease) in %
Price Earnings Ratio	20.79	28.21	(26.30) %
Market Capitalization	4.885	4.885	Nil
Net worth	4.07	3.84	5.99%

**Comparison of share price at the time of first public offer and market price of the share of 31<sup>st</sup> March 2020:**

Share price at the time of first public offer - Rs. 10/- per share.

Market price of the Share as on 31<sup>st</sup> March 2020 - Rs. 15.80/- per share.

**H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

Particulars	(Amount in Rs.)		
	2018-19	2018-19	Increase (%)
Average salary of all Employees (other than Key Managerial Personnel)	0	57,500	Nil
Salary of MD & CEO	Nil	Nil	Nil
Salary of CFO & CS	4,20,100	768,150	Nil

**I. Key parameters for the variable component of remuneration paid to the Directors:**

There is no variable component of remuneration payable to any director of your Company.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company: N.A. (none of the directors is taking any salary).****K. Affirmation:**

Pursuant to Rule 5 (1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

**L. Statement containing the particulars of top 10 employees and every other employee in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

List of employees of the Company employed throughout the financial year 2019-20 and were paid remuneration not less than Rs. 1.20 crores per annum: **Nil**

Employees employed for the part of the year and were paid remuneration during the financial year 2019-20 at a rate which in aggregate was not less than Rs. 80.50 lakhs per month: **Nil**

**ANNEXURE-IV TO THE DIRECTORS' REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020***[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration Personnel Rules, 2014)]*

**To,  
The Members,  
Asia Capital Limited  
203, Aziz Avenue, CTS-1381,  
Near Railway Crossing, Vallabhbai Patel Road,  
Vile Parle (W), Mumbai-400056**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ASIA CAPITAL LIMITED** (hereinafter called the "Company") having CIN No. L65993MH1983PLC342502, Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, returns filed and other records maintained by **ASIA CAPITAL LIMITED** for the financial year ended on **March 31, 2020** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit period as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company**);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI ACT"):-
  - 1) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - 2) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- 3) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit period as the Company has not availed Employee Stock Option Scheme and Employee Stock Purchase Scheme**);
  - 4) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - 5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - 6) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the Company during the Audit period as there was no such event**);
  - 7) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit period as the Company has not Bought back its securities**);
  - 8) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit period as the Company has not issued any Debt Instruments/securities**); and
  - 9) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit period as the Company has not delisted the shares during the Audit period**)
- vi. As informed to us, the following other Acts/laws specifically applicable to the Company as under:
- 1) The Information Technology Act, 2000 and the rules made thereunder;
  - 2) The Indian Stamp Act, 1899 read with Indian Stamp (Delhi Amendment) Act, 2001 (on issue of Equity Shares)
  - 3) Companies (Auditor's Report) Order, 2015
  - 4) Applicable Accounting Standards

We have also examined compliance with the applicable clauses of the following:

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India;
- 2) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

**I report that**, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

In respect of other laws specifically applicable to the Company, we have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

**I further report that:**

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

**I further report that:**

- a. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- b. There was no prosecution initiated against or show cause notice received by the Company during the year under review.

**I further report that** during the audit period there were no instances of:

- a. Public / Right issue of shares/ debentures / sweat equity.
- b. Redemption / Buy-Back of securities.
- c. Merger / Amalgamation / Reconstruction etc.
- d. Foreign Technical Collaborations.

This report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this report.

**For Neha Seth & Associates**  
**Company Secretaries**

**Sd/-**  
**Neha Seth**  
**C.P. No. 12908**

**Place: New Delhi**  
**Date: September 07, 2020**  
**UDIN: F009226B000674748**

**Annexure A**

**To,  
The Members,  
Asia Capital Limited  
203, Aziz Avenue, CTS-1381,  
Near Railway Crossing, Vallabhbai Patel Road,  
Vile Parle (W), Mumbai-400056**

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events.
- 5) The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the Company.

**For Neha Seth & Associates  
Company Secretaries**

**Sd/-  
Neha Seth  
C.P. No. 12908**

**Place: New Delhi  
Date: September 07, 2020**

# Asia Capital Limited

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

## ANNEXURE-V TO THE DIRECTORS' REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### Cautionary Statement

The Management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

#### Industry Overview

As per the various regulations of the RBI and other competent authorities governing NBFC activities in India; the RBI has defined a Non-Banking Financial Company (NBFC) as a company registered under the Companies Act, 2013 engaged in the business of loans and advances, acquisition of shares/stocks/bonds/debentures/securities issued by Government or local authority or other marketable securities of a like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of agriculture activity, industrial activity, purchase or sale of any goods (other than securities) or providing any services and sale/purchase/construction of immovable property.

A non-banking institution which is a company and has principal business of receiving deposits under any scheme or arrangement in one lump sum or in installments by way of contributions or in any other manner, is also a non-banking financial company.

#### Principal Business

Financial activity as principal business is when a company's financial assets constitute more than 50 per cent of the total assets and income from financial assets constitute more than 50 per cent of the gross income. A company which fulfills both these criteria will be registered as NBFC by RBI. The term 'principal business' is not defined by the Reserve Bank of India Act. The Reserve Bank has defined it so as to ensure that only companies predominantly engaged in financial activity get registered with it and are regulated and supervised by it. Hence if there are companies engaged in agricultural operations, industrial activity, purchase and sale of goods, providing services or purchase, sale or construction of immovable property as their principal business and are doing some financial business in a small way, they will not be regulated by the Reserve Bank. Interestingly, this test is popularly known as 50-50 test and is applied to determine whether or not a company is into financial business.

**Categorization by Reserve Bank of India**

NBFCs are categorized as follows: -

- a) In terms of the type of liabilities into Deposit and Non-Deposit accepting NBFCs,
- b) Non deposit taking NBFCs by their size into systemically important and other non-deposit holding companies (NBFC-NDSI and NBFC-ND) and
- c) By the kind of activity, they conduct.

Within this broad categorization the different types of NBFCs are as follows:

- I. **Asset Finance Company (AFC)**: An AFC is a company which is a financial institution carrying on as its principal business the financing of physical assets supporting productive/economic activity, such as automobiles, tractors, lathe machines, generator sets, earth moving and material handling equipment, moving on own power and general purpose industrial machines. Principal business for this purpose is defined as aggregate of financing real/physical assets supporting economic activity and income arising therefrom is not less than 60% of its total assets and total income respectively.
- II. **Investment Company (IC)**: IC means any company which is a financial institution carrying on as its principal business the acquisition of securities.
- III. **Loan Company (LC)**: LC means any company which is a financial institution carrying on as its principal business the providing of finance whether by making loans or advances or otherwise for any activity other than its own but does not include an Asset Finance Company.
- IV. **Infrastructure Finance Company (IFC)**: IFC is a non-banking finance company
  - a) Which deploys at least 75 per cent of its total assets in infrastructure loans,
  - b) Has a minimum Net Owned Funds of Rs. 300 crores,
  - c) Has a minimum credit rating of 'A' or equivalent and
  - d) A CRAR (Capital to Risky Asset Ratio) of 15%.
- V. **Systemically Important Core Investment Company (CIC-ND-SI)**: CIC-ND-SI is an NBFC carrying on the business of acquisition of shares and securities which satisfies the following conditions: -
  - (a) It holds not less than 90% of its Total Assets in the form of investment in equity shares, preference shares, debt or loans in group companies;
  - (b) Its investments in the equity shares (including instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue) in group companies constitutes not less than 60% of its Total Assets;
  - (c) It does not trade in its investments in shares, debt or loans in group companies except through block sale for the purpose of dilution or disinvestment;



- (d) It does not carry on any other financial activity referred to in Section 45I(c) and 45I(f) of the RBI act, 1934 except investment in bank deposits, money market instruments, government securities, loans to and investments in debt issuances of group companies or guarantees issued on behalf of group companies.
  - (e) Its asset size is Rs. 100 crore or above and
  - (f) It accepts public funds.
- VI. **Infrastructure Debt Fund: Non- Banking Financial Company (IDF-NBFC):** IDF-NBFC is a company registered as NBFC to facilitate the flow of long-term debt into infrastructure projects. IDF-NBFC raise resources through issue of Rupee or Dollar denominated bonds of minimum 5-year maturity. Only Infrastructure Finance Companies (IFC) can sponsor IDF-NBFCs.
- VII. **Non-Banking Financial Company-Micro Finance Institution (NBFC-MFI):** NBFC-MFI is a non-deposit taking NBFC having not less than 85% of its assets in the nature of qualifying assets which satisfy the following criteria:
- (a) Loan disbursed by an NBFC-MFI to a borrower with a rural household annual income not exceeding Rs. 100,000 or urban and semi-urban household income not exceeding Rs. 160,000;
  - (b) Loan amount does not exceed Rs. 50,000 in the first cycle and Rs. 100,000 in subsequent cycles;
  - (c) Total indebtedness of the borrower does not exceed Rs. 100,000;
  - (d) Tenure of the loan not to be less than 24 months for loan amount in excess of Rs. 15,000 with prepayment without penalty;
  - (e) Loan to be extended without collateral;
  - (f) Aggregate amount of loans, given for income generation, is not less than 50 per cent of the total loans given by the MFIs;
  - (g) Loan is repayable on weekly, fortnightly or monthly installments at the choice of the borrower
- VIII. **Non-Banking Financial Company-Factors (NBFC-Factors):** NBFC-Factor is a non-deposit taking NBFC engaged in the principal business of factoring. The financial assets in the factoring business should constitute at least 50 percent of its total assets and its income derived from factoring business should not be less than 50 percent of its gross income.
- IX. **Mortgage Guarantee Companies (MGC):** MGC are financial institutions for which at least 90% of the business turnover is mortgage guarantee business or at least 90% of the gross income is from mortgage guarantee business and net owned fund is Rs. 100 crores.

- X. **NBFC-Non-Operative Financial Holding Company (NOFHC):** NOFHC is financial institution through which promoter/promoter groups will be permitted to set up a new bank .It's a wholly-owned Non-Operative Financial Holding Company (NOFHC) which will hold the bank as well as all other financial services companies regulated by RBI or other financial sector regulators, to the extent permissible under the applicable regulatory prescriptions.

### **Our Industry Segment**

The primary business of our company is making investment in securities and providing loans and advances. The company is registered as a Non-deposit taking Non-Banking Finance Company with RBI. Since the asset size of the company is not more than Rs. 500 crores it is presently Non-Systemically Important Non-Deposit taking NBFC.

### **Business**

The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered with the Reserve Bank of India as an NBFC.

### **Opportunities & Threats and Risks & Concern**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

### **Outlook**

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

### **Human resource/Industrial relations**

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

### **Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost is budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

# Asia Capital Limited

CIN: L65993MH1983PLC342502

**Registered Office**  
203, Aziz Avenue, CTS-1381, Near  
Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitalimited@gmail.com  
Website: www.asiacapital.in

## ANNEXURE-VI TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is given below:

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

#### 2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total seven (7) directors on 31<sup>st</sup> March 2020, out of which four are independent. **Mr. Santosh Suresh Choudhary** is the Chairman of the Company. The Constitution of the Board as on 31<sup>st</sup> March 2020 was as follows:

Name	Designation	Category	No. of positions held in other Public Companies		
			Board	Committee	
				Member -ship	Chair-manship
Mr. Santosh Suresh Choudhary	Chairman	Promoter (Executive)	Nil	Nil	Nil
Mr. Ramsuresh Choudhary	Director	Promoter (Executive)	Nil	Nil	Nil
Mr. Manoj Kumar Jain	Director	Promoter (Executive)	Nil	Nil	Nil
Mr. Prannoy Kumar	Whole time Director & Chief Financial Officer	Executive	Nil	Nil	Nil
Mr. Sanjay Kashi Rajgarhia	Director	Independent (Non-Executive)	Nil	Nil	Nil
Mrs. Jayashri Samal	Director	Independent (Non-Executive)	Nil	Nil	Nil
Mr. Vinod Kumar Yadav	Director	Independent (Non-Executive)	Nil	Nil	Nil
Dr. (Mrs.) Dipti Singh	Director	Independent (Non-Executive)	Nil	Nil	Nil

**DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE**

Sl. No.	Name of the Director	Designation	Relationship
1.	Mr. Santosh Suresh Choudhary	Chairman	Son of Mr. Ramsuresh Choudhary
2.	Mr. Ramsuresh Choudhary	Director	Father of Mr. Santosh Suresh Choudhary

**Directors' Attendance Record:**

During the Financial Year 2019-2020, Seven (7) meetings of the Board of Directors were held on the following dates:

No. of Meeting	Dates of Meeting	
Seven (7)	01/2019-20	10-05-2019
	02/2019-20	28-05-2019
	03/2019-20	20-07-2019
	04/2019-20	13-08-2019
	05/2019-20	30-10-2019
	06/2019-20	07-02-2020
	07/2019-20	06-03-2020

The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of 120 days as prescribed u/s 173 (1) of the Companies Act, 2013 and regulation 17 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of attendance of Directors in the Board meeting during the financial year 2019-20 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Santosh Suresh Choudhary	7	7	Yes
Mr. Ramsuresh Choudhary	7	7	Yes
Mr. Manoj Kumar Jain*	7	5	No
Mr. Dilip Kumar Jha	7	6	Yes
Mr. Sanjay Kashi Rajgarhia	7	7	Yes
Mr. Prannoy Kumar	7	7	Yes
Mrs. Jayashri Samal	7	7	Yes
Mr. Vinod Kumar Yadav	7	5	Yes
Dr. (Mrs.) Dipti Singh	7	0	No

- \*Mr. Manoj Kumar Jain has attended 1 Board Meetings (out of total 5 Board Meetings) through tele conferencing.

**Board Procedures**

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the business of your Company. The tentative annual calendar of Board Meetings for the ensuing year is decided in advance by the Board. The proceedings of

each meeting of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

### **Familiarization Programme**

Your Company has put in place a structured induction and familiarization programme for its Independent Directors. The detail of the familiarization programme is uploaded on the website of the Company at [www.asiacapital.in](http://www.asiacapital.in).

### **Independent Directors' Meeting**

In accordance with the provisions of Schedule-IV (Code for Independent Directors) of the Companies Act, 2013 and regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 21<sup>st</sup> September 2019, without the attendance of Non-Independent Directors and members of the management.

### **Evaluation of Board Effectiveness**

In terms of provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on recommendation of the Nomination and Remuneration Committee has evaluated the effectiveness of the Board. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

## **3. AUDIT COMMITTEE**

### **(a) Terms of Reference**

The Audit Committee has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the observations of the management and internal/external auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. The other roles of Audit Committee, inter-alia includes the following:

- Review of Quarterly/Half Yearly Financial Results;
- Review of quarterly Internal Audit Report and Internal Control System;
- Review of adequacy of internal audit function and discuss any significant finding with them, assessing and evaluating the risk and taking measures for mitigating the same;
- Review with Internal Auditors on significant findings and follow up thereon;
- Recommending the appointment/re-appointment of Auditors, fixation of Audit Fees and approval of payment of fees for any other services rendered by them.

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Review of Audited Annual Financial Statements;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Reviewing the findings of any internal investigations by the internal auditors and the executive;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Management's response on matters where is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- Reviewing the Company's financial and risk management policies;
- Considering such other matters as may be required by the Board;
- Reviewing any other areas which may be specified as role of the Audit Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act and other statutes, as amended from time to time.

### (b) Composition

The Audit Committee comprises of the following Directors as on 31<sup>st</sup> March 2020:

Name of the Director	Category
Mr. Sanjay Kashi Rajgarhia	Chairman (Non-Executive Independent Director)
Mr. Vinod Kumar Yadav	Member (Non-Executive Independent Director)
Mr. Prannoy Kumar	Member (Executive Director)

### (c) Attendance

The Committee met four (4) times during the Financial Year 2019-20 on the following dates:

No. of Meeting	Dates of Meeting	
Four (4)	01/2019-20	28-05-2019
	02/2019-20	13-08-2019
	03/2019-20	30-10-2019
	04/2019-20	07-02-2019

Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Number of Audit Committee Meeting	Attendance at the Audit Committee Meeting
Mr. Sanjay Kashi Rajgarhia	4	4
Mr. Prannoy Kumar	4	4
Mr. Dilip Kumar Jha	4	4
Mr. Vinod Kumar Yadav	4	0

**4. NOMINATION AND REMUNERATION COMMITTEE****(a) Terms of Reference**

The Nomination and Remuneration Committee has been constituted pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

**(b) Composition**

The Nomination and Remuneration Committee comprises of the following Directors as on 31<sup>st</sup> March 2020:

<b>Name of the Director</b>	<b>Category</b>
Mr. Sanjay Kashi Rajgarhia	Chairman (Non-Executive Independent Director)
Mr. Vinod Kumar Yadav	Member (Non-Executive Independent Director)
Mrs. Jayashri Samal	Member (Non-Executive Independent Director)

**(c) Attendance**

The Committee met two (2) times during the Financial Year 2019-20 on the following dates:

<b>No. of Meeting</b>	<b>Dates of Meeting</b>	
Two (2)	01/2019-20	10-05-2019
	02/2019-20	06-03-2020

Details of attendance of Directors in the Committee meeting are as under:

<b>Name of the Director</b>	<b>Number of Committee Meeting</b>	<b>Attendance at the Committee Meeting</b>
Mr. Sanjay Kashi Rajgarhia	2	2
Mr. Prannoy Kumar	2	1
Mr. Dilip Kumar Jha	2	1
Mrs. Jayashri Samal	2	1
Mr. Vinod Kumar Yadav	2	1

**(d) Remuneration Policy of the Company**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as

amended from time to time. The copy of Nomination & Remuneration Policy of the Company is annexed to the Board's Report and form part of the Annual Report. The detail of Nomination & Remuneration Policy is also uploaded on the website of the Company at [www.asiacapital.in](http://www.asiacapital.in).

The remuneration policy of the Company is directed towards rewarding performance. During the year the Company has paid sitting fee to all the Independent Directors for attending the Board Meetings and Committee Meetings.

## 5. DETAILS OF THE DIRECTORS' REMUNERATION FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia	Total Amount (In Rs.)	No. of Shares held & %
Mr. Santosh Suresh Choudhary	Chairman	Nil	Nil	Nil	Nil	NIL
Mr. Ramsuresh Choudhary	Director	Nil	Nil	Nil	Nil	NIL
Mr. Manoj Kumar Jain	Director	Nil	Nil	Nil	Nil	NIL
Mr. Dilip Kumar Jha (till 17-02-2020)	Director	Nil	Nil	Nil	Nil	60,000 (1.94%)
Mr. Sanjay Kashi Rajgarhia	Independent Director	6,000	Nil	Nil	6,000	NIL
Mr. Prannoy Kumar (till 06-03-2020)	Independent Director	6,000	Nil	Nil	6,000	NIL
Mrs. Jayashri Samal	Independent Director	29,000	Nil	Nil	29,000	NIL
Mr. Vinod Kumar Yadav	Independent Director	77,000	Nil	Nil	77,000	NIL
Dr. (Mrs.) Dipti Singh (w.e.f. 06-03-2020)	Independent Director (Additional)	Nil	Nil	Nil	Nil	NIL

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

### (i) Terms of Reference

In compliance with the requirements of the Corporate Governance under the Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of section 178 of the Companies Act, 2013, the Company has constituted an "Stakeholders Relationship Committee" to specifically look into shareholder issues including share transfer, transmission, re-materialization, issue of duplicate share certificates and redressing of shareholder complaints like non receipt of balance sheet, other related activities in physical mode besides taking note of beneficial owner position under demat mode, declared dividend etc.



**(ii) Composition**

The Stakeholders Relationship Committee comprises of the following Directors as on 31<sup>st</sup> March 2020:

<b>Name of the Director</b>	<b>Category</b>
Mr. Sanjay Kashi Rajgarhia	Chairman (Non-Executive Independent Director)
Mr. Vinod Kumar Yadav	Member (Non-Executive Independent Director)
Mr. Prannoy Kumar	Member (Executive Director)

**(i) Attendance**

The Committee met one (1) time during the Financial Year 2019-20 on 01/2019-20 on 21-09-2019.

Details of attendance of Directors in the Committee meeting are as under:

<b>Name of the Director</b>	<b>Number of Committee Meeting</b>	<b>Attendance at the Committee Meeting</b>
Mr. Sanjay Kashi Rajgarhia	1	1
Mr. Prannoy Kumar	1	1
Mr. Dilip Kumar Jha	1	1
Mr. Vinod Kumar Yadav	1	0

- (iv) Ms. Kaveri Ghosh**, Company Secretary are working as the Compliance Officer of the Company for the purpose of Regulation 6 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to look after the compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI Rules & Regulations etc.

**(v) Details of Investor compliant:**

Number of Investor's Complaint pending as on the start of the financial year	Nil
Number of Investor's Complaint received during the financial year	Nil
Number of Investor's Complaint resolved	N.A.
Number of Investor's Complaint pending as on the close of the financial year	Nil

**7. GENERAL BODY MEETINGS****(a) Annual General Meetings**

Particulars of past three Annual General Meetings of the Company:

<b>Year</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>No. of Special Resolution(s) passed</b>
2019	21-09-2019	2 <sup>nd</sup> Floor, Jeevan Deep Building, Parliament Street, New Delhi- 110 001	4:00 p.m.	2
2018	26-09-2018	100 Vaishali, Pitampura Delhi-110 034	10:00 a.m.	Nil
2017	26-09-2017	100 Vaishali, Pitampura Delhi-110 034	3:00 p.m.	Nil

**(b) Postal Ballot**

No resolution has been passed through postal ballot process during the last three years. Further, there is also no resolution proposed to be passed through postal ballot process in the ensuing AGM.

**8. OTHER DISCLOSURES****(a) Related Party Transactions:**

All material significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large is to be disclosed on AOC-2 but the Company has no such transaction during the FY 2019-20.

**(b) Non-compliance by the Company, Penalties, Structures (Nil)****(c) Discretionary Requirements as specified in PART-E of SCHEDULE-II:**

Your Company has complied with all the discretionary requirements as specified in PART-E of SCHEDULE-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**i. The Board:**

The Chairman of the Company has been provided a Chairman's Office at the Registered Office of the Company who is an Executive Director on the Board of the Company.

**ii. Shareholder Rights:**

Half-yearly results of the Company are not sent to the shareholders of the Company. However, the Company uploads its quarterly results on its website [www.asiacapital.in](http://www.asiacapital.in). The Company does not make any presentations to Institutional Investors or Analysts.

**iii. Audit qualifications:**

During the year under review, there was no audit qualification on the Company's financial statements.

**iv. Separate posts of Chairman and CEO:**

With the introduction of the new management, there was no position for Chairman of the Company and also there is no position of CEO in the Company. W.e.f. 06-03-2020 Mr. Santosh Suresh Choudhary designation was changed to the Chairman of the Company.

**v. Reporting of Internal Auditor:**

Internal Auditor has direct access to the Audit Committee.

**(d) Vigil Mechanism:**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Pursuant to Section 177 (9) of the Companies Act, 2013 and regulation 22 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of your company [www.asiacapital.in](http://www.asiacapital.in).

**(e) Subsidiaries/Joint Ventures/Associates:**

The Company had no Subsidiaries; Joint Ventures (JVs) or Associate Companies. The Policy for determining material subsidiaries of the Company has been provided on the website: [www.asiacapital.in](http://www.asiacapital.in).

## 9. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

### **Declaration on compliance with code of conduct by the Managing Director:**

The Board has formulated a separate code of conduct for the Board members and senior management of the Company and the Independent Directors as per Schedule-IV of the Companies Act, 2013, which has been posted on the website of the Company: [www.asiacapital.in](http://www.asiacapital.in).

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Sd/-  
**Santosh Suresh Choudhary**  
**Managing Director**  
**DIN: 05245122**  
R/o C2/401, Prabhat Residency,  
Poonam Nagar, Bolinj,  
Virar (West), Thane- 401 303

## 10. MEANS OF COMMUNICATION

**(a)** The Quarterly/half-yearly/annual accounts results are published in the English and Hindi Newspapers.

- Generally published in The Financial Express (English) and Jansatta (Hindi).
- Uploaded on Company's website – [www.asiacapital.in](http://www.asiacapital.in)

Your Company makes timely disclosures of necessary information to the stock exchange in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules and regulations issued by SEBI.

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

- (b) The presentations made to institutional investors or to the analysts: Nil
- (c) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 11. GENERAL SHAREHOLDERS INFORMATION

### i) Annual General Meeting

Year	Date	Venue	Time
2020	10-10-2020 Saturday	203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400 056	4:00 p.m.

### ii) Financial Year 2019-20 Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 <sup>th</sup> June 2020	By 14 <sup>th</sup> August 2020
Financial Reporting for the second quarter ending 30 <sup>th</sup> September 2020	By 14 <sup>th</sup> November 2020
Financial Reporting for the third quarter ending 31 <sup>st</sup> December 2020	By 14 <sup>th</sup> February 2021
Financial Reporting for the fourth quarter ending 31 <sup>st</sup> March 2021	By 30 <sup>th</sup> May 2021

iii) **Dates of Book Closure** Sunday, 4<sup>th</sup> October 2020 to Saturday, 10<sup>th</sup> October 2020  
(Both days inclusive)

iv) **Dividend Payment Date** Not applicable

v) **Listing on Stock Exchanges:** The Shares of the Company is listed on BSE Limited. Stock Code of the Scrip of the Company at BSE Limited is 538777.

vi) **Market Price Data:** The Company was listed on BSE Limited w.e.f. 27<sup>th</sup> November 2014. The script of the Company was traded at Rs. 15.80 per share as on 31<sup>st</sup> March 2020 at BSE Limited.

### vii) Registrar and Share Transfer Agent & Share Transfer System

The Company has appointed Indus Portfolio Private Limited as the Registrar & Share Transfer Agent w.e.f. 12-11-2018. All the physical as well as the demat Share registry works are handled by the Registrar of Share Transfer Agent.

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are verified and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company has delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as mentioned in Regulation 40 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the designated officials of the Company. The transactions in respect of issue of duplicate share certificates, split, dematerialization, consolidation and renewal of share certificates are approved by the Stakeholders Relationship Committee of the Board of Directors of the Company.

A summary of all the transfers, transmissions, deletion requests, etc., so approved by the Stakeholders Relationship Committee are placed before the Board of Directors from time to time for their review. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

#### viii) Distribution of Shareholding:

Shareholding of nominal value	Total No. of Shareholders		% of total shareholders		Total No. of Shares		% of total capital	
	31-03-2020	31-03-2019	31-03-2020	31-03-2019	31-03-2020	31-03-2019	31-03-2020	31-03-2019
Up to 5,000	-	-	-	-	-	-	-	-
5,001-10,000	-	-	-	-	-	-	-	-
10,001-20,000	-	-	-	-	-	-	-	-
20,001-30,000	-	-	-	-	-	-	-	-
30,001-40,000	-	-	-	-	-	-	-	-
40,001-50,000	-	-	-	-	-	-	-	-
50,001-1,00,000	-	-	-	-	-	-	-	-
1,00,001 and above	13	13	100.00	100.00	3,092,000	3,092,000	100.00	100.00
<b>Total</b>	<b>13</b>	<b>13</b>	<b>100.00</b>	<b>100.00</b>	<b>3,092,000</b>	<b>3,092,000</b>	<b>100.00</b>	<b>100.00</b>

Category wise shareholding pattern and other details regarding shareholding of the Company is mentioned in MGT-9 available on the website of the Company.

**ix) Dematerialization of shares and liquidity:** The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). ISIN of the Equity Shares of the Company is INE131Q01011.

As on 31<sup>st</sup> March 2020 about 100% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

**x)** There are no outstanding GDRs/ADRs/Warrants or any Convertible other Instruments as on the date.

**xi) Factory Locations:** N.A

**xii) Address for Correspondence:** The shareholders may send their communication grievances/queries to the Registrar and Share Transfer Agents or to the Company at:

**Asia Capital Limited**

CIN: L65993MH1983PLC342502

**Registered Office**

203, Aziz Avenue, CTS-1381,  
Near Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400 056  
Phone: 022-26100787/ 801/ 802  
Email: asiacapitallimited@gmail.com  
Website: www.asiacapital.in

**Indus Portfolio Private Limited (Registrar and Share Transfer Agent)**

CIN: U67120HR1992PTC034972

Indus Portfolio Private Limited  
G-65, Bali Nagar, New Delhi- 110 015  
Phone No. +91-11-4767 1211  
Fax No. +91-11-4767 1222  
Email: pk.mittal@indusinvest.com

**Certification under Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
**The Board of Directors**  
**Asia Capital Limited**  
203, Aziz Avenue, CTS-1381,  
Near Railway Crossing Vallabhbhai Patel Road,  
Vile Parle (W), Mumbai- 400056

I hereby certify that for the financial year ended 31<sup>st</sup> March 2020, on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2019-20, which are fraudulent, illegal or violative of the Company's code of conduct;
4. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies, if any.
5. I have indicated to the auditors and the Audit committee that:
  - a. There have been no significant changes in internal control over financial reporting during the year 2019-20;
  - b. There have been no significant changes in accounting policies during the year 2019-20; and
  - c. There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Asia Capital Limited**

**Sd/-**  
**Santosh Suresh Choudhary**  
**Chairman**

[DIN: 05245122

Date: 14<sup>th</sup> Sept 2020  
Place: Chennai

R/o C2/401, Prabhat Residency, Poonam  
Nagar, Bolinj, Virar (West), Thane- 401 303]

**CERTIFICATE OF COMPLIANCE ON CORPORATE GOVERNANCE**

To

**The Board of Directors**

**Asia Capital Limited**

203, Aziz Avenue, CTS-1381,

Near Railway Crossing Vallabhbai Patel Road,

Vile Parle (W), Mumbai- 400056

I have examined the compliance of conditions of Corporate Governance by **Asia Capital Limited** (hereinafter referred as “the Company”) for the year ended 31<sup>st</sup> March 2020, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under Corporate Governance Report.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under Corporate Governance Report.

I further state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Neha Seth & Associates**  
**Company Secretaries**

Sd/-

**Neha Seth**

**C.P. No. 12908**

**Place: New Delhi**

**Date: September 07, 2020**

**UDIN: F009226B000678059**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To  
**The Board of Directors**  
**Asia Capital Limited**  
203, Aziz Avenue, CTS-1381,  
Near Railway Crossing Vallabhbai Patel Road,  
Vile Parle (W), Mumbai- 400056

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Asia Capital Limited having CIN: L65993MH1983PLC342502 and having registered office at 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400056, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of the Directors	DIN	Date of Appointment in the Company
1.	Mr. Santosh Suresh Choudhary	05245122	31-12-2018
2.	Mr. Ramsuresh Choudhary	06972337	31-12-2018
3.	Mr. Manoj Kumar Jain	00097821	27-08-2001
4.	Mr. Prannoy Kumar	07179749	31-12-2018
5.	Mr. Sanjay Kashi Rajgarhia	06508392	31-12-2018
6.	Mrs. Jayashri Samal	06786667	20-03-2019
7.	Mr. Vinod Kumar Yadav	06388708	10-05-2019
8.	Dr. (Mrs.) Dipti Singh	08704953	06-03-2020

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Neha Seth & Associates**  
**Company Secretaries**

Sd/-  
**Neha Seth**  
**C.P. No. 12908**

**Place: New Delhi**  
**Date: September 07, 2020**  
**UDIN: F009226B000678171**

**INDEPENDENT AUDITOR'S REPORT****To the Members of Asia Capital Limited****Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of **Asia Capital Limited** (“the Company”), which comprise the **Balance Sheet as at 31st March, 2020** and the Statement of Profit and Loss, *Statement of changes in equity* and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the year ended on that date].

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, (*changes in equity*) and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (*changes in equity*) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standard specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standard specified under Section 133 of the Act, 2013.

e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**h)** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**2.** As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For AASHISH JAIN & COMPANY**  
(Chartered Accountants)  
(Firm Registration No.016236C)

**Sd/-**

**Aashish Jain**

Partner

(Membership No. 413454)

Place: Jaipur

Date: 13<sup>th</sup> August, 2020

UDIN: 20413454AAAACX3319

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Asia Capital Limited of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of ASIA CAPITAL LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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 information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **AASHISH JAIN & COMPANY**

(Chartered Accountants)

(Firm Registration No.016236C)

Sd/-

**Aashish Jain**

Partner

(Membership No. 413454)

Place: Jaipur

Date: 13<sup>th</sup> August, 2020

UDIN: 20413454AAAACX3319

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Asia Capital Limited of even date)**

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. The management has conducted physical verification of inventory at reasonable intervals during the year.

The Procedure on physical verification on inventory followed by management are reasonable and adequate in relation to the size of company and the nature of its business.

The Company is maintaining proper record of inventory. Discrepancies noted on physical verification of inventories were not material and have been properly dealt with in the books of Account.

iii. As per the information furnished, the Company has not granted any loan, secured or unsecured, to/ companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013. Accordingly, clauses III (a), III (b), of paragraph 3 of the order are not applicable to the Company for the current year.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of statutory dues:

(a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of



account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of employee's state Insurance and duty of exercise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no material dues of income tax, sales tax, duty of exercise, service tax and value added tax have not been deposited by the company on account of disputes.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

**For AASHISH JAIN & COMPANY**

(Chartered Accountants)

(Firm Registration No.016236C)

**Sd/-**

**Aashish Jain**

Partner

(Membership No. 413454)

Place: Jaipur

Date: 13<sup>th</sup> August, 2020

UDIN: 20413454AAAACX3319

<p><b>Asia Capital Limited</b>  <b>CIN: L65993MH1983PLC342502</b>  203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road  Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802  Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in  <b>Balance Sheet as at 31st March 2020</b></p>
--

Amount in Rupees			
Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	3,09,20,000	3,09,20,000
Reserve & Surplus	4	98,11,881	74,86,507
		4,07,31,881	3,84,06,507
<b>Non-Current Liabilities</b>			
Long Term Provisions	5	1,62,000	1,55,501
Deferred Tax Liabilities (Net)	6	-	2,252
		1,62,000	1,57,753
<b>Current Liabilities</b>			
Short term borrowings	7	16,49,500	50,000
Trade payables	8	1,97,000	1,42,650
Short-term provisions	9	8,32,953	2,04,138
Other current liabilities	10	16,000	13,750
		26,95,453	4,10,538
<b>Total</b>		<b>4,35,89,334</b>	<b>3,89,74,798</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	11	5,411	14,737
<b>Current Assets</b>			
Deferred Tax Asset (Net)	6	422	-
Cash and Cash Equivalents	12	66,430	81,171
Short Term Loans and Advances	13	4,05,00,000	3,57,06,900
Other Current Assets	14	30,17,070	31,71,990
		4,35,83,922	3,89,60,061
<b>Total</b>		<b>4,35,89,334</b>	<b>3,89,74,798</b>

See accompanying notes forming part of the financial statements **1-32**

In terms of our report attached  
**For Aashish Jain & Company**  
Chartered Accountants  
FRM 016236C

Sd/-  
Santosh Suresh Choudhary  
Chairman  
DIN: 05245122

Sd/-  
Ramsuresh Choudhary  
Director  
DIN: 06972337

Sd/-  
CA Aashish Jain  
M.No.: 413454

Sd/-  
Kaveri Ghosh  
Company Secretary  
M. No. ACS-37894

Date: 13-08-2020  
Place: Mumbai

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Statement of Profit &amp; Loss for the year ended 31st March 2020</b>
---

Amount in Rupees			
Particulars	Note No.	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Revenue</b>			
Revenue from Operations	15	46,69,210	30,72,25,940
Other Income		805	-
<b>Total Revenue</b>		<b>46,70,015</b>	<b>30,72,25,940</b>
<b>Purchase</b>			
	16	-	30,30,51,266
<b>Expenditure</b>			
Employee Benefit Expenses	17	4,20,100	8,93,220
Finance Cost	18	-	6,760
Depreciation	11	9,326	9,803
Other Expenses	19	10,74,568	8,78,383
<b>Total Expenses</b>		<b>15,03,994</b>	<b>30,48,39,432</b>
<b>Profit Before Tax</b>		<b>31,66,021</b>	<b>23,86,508</b>
<b>Tax Expenses</b>			
Current Tax		8,32,953	6,24,934
Deferred Tax		2,674	(1,527)
Tax for Previous Years		-	26,788
<b>Profit for the year after tax</b>		<b>23,35,742</b>	<b>17,36,313</b>
Earning Per Share (EPS) of face value of Rs 10/- each (Basic and Diluted)	20	0.76	0.56

**See accompanying notes forming part of the financial statements** **1-32**

In terms of our report attached  
**For Aashish Jain & Company**  
Chartered Accountants  
FRM 016236C

Sd/-  
Santosh Suresh Choudhary  
Chairman  
DIN: 05245122

Sd/-  
Ramsuresh Choudhary  
Director  
DIN: 06972337

Sd/-  
CA Aashish Jain  
M.No.: 413454

Sd/-  
Kaveri Ghosh  
Company Secretary  
M. No. ACS-37894

Date: 13-08-2020  
Place: Mumbai

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Cash Flow Statement for the year ended 31st March 2020</b>
---

Particulars	Amount in Rupees	
	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>A Cash flow from operating activities</b>		
Net Profit/Loss before tax	31,66,021	23,86,508
Adjustment for:		
Depreciation	9,326	9,803
Interest expenses	-	6,760
<b>Operating profit before working capital changes</b>	<b>31,75,347</b>	<b>24,03,071</b>
<b>Change in working capital</b>		
Increase/(Decrease) in long-term provisions	-	-
Increase/(Decrease) in trade payables	54,350	44,850
Increase/(Decrease) in short-term borrowing	15,99,500	50,000
Increase/(Decrease) in short-term provisions	6,28,815	2,03,968
Increase/(Decrease) in other current liabilities	2,250	8,071
Decrease/(Increase) in short-term loans and advances	(47,93,100)	(27,79,510)
Decrease/(Increase) in other current assets	1,53,724	6,38,733
<b>Net change in working capital</b>	<b>(23,54,461)</b>	<b>(18,33,888)</b>
Cash generation from operation	8,20,886	5,69,183
Direct tax paid	8,35,627	6,51,722
<b>Net cash generated from operating activities</b>	<b>(14,741)</b>	<b>(82,539)</b>
<b>B Cash flow from investing activities</b>		
Purchase of fixed assets/CWIP	-	-
<b>Net cash generated from investing activities</b>	<b>-</b>	<b>-</b>
<b>C Cash flow from financing activities</b>		
Interest paid	-	(6,760)
<b>Net cash generated from financing activities</b>	<b>-</b>	<b>(6,760)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(14,741)</b>	<b>(89,300)</b>
Cash and cash equivalents at the beginning of the year	81,171	1,70,471
<b>Cash and cash equivalents at the end of the year*</b>	<b>66,430</b>	<b>81,171</b>
<b>Reconciliation of cash and cash equivalents with the balance sheet:</b>		
* Comprises:		
(a) Cash in hand	52,212	20,994
(b) Balances with banks	14,218	60,177
<b>Total</b>	<b>66,430</b>	<b>81,171</b>

The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 Cash Flow Statements specified in the Companies (Accounting Standards) Rules, 2006.

**See accompanying notes forming part of the financial statements**

In terms of our report attached  
**For Aashish Jain & Company**  
Chartered Accountants  
FRM 016236C

Sd/-  
Santosh Suresh Choudhary  
Chairman  
DIN: 05245122

Sd/-  
Ramsuresh Choudhary  
Director  
DIN: 06972337

Sd/-  
CA Aashish Jain  
M.No.: 413454

Sd/-  
Kaveri Ghosh  
Company Secretary  
M. No. ACS-37894

Date: 13-08-2020  
Place: Mumbai

<p><b>Asia Capital Limited</b>  <b>CIN: L65993MH1983PLC342502</b>  203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road  Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802  Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in  <b>Notes forming part of financial statements</b></p>
--

Notes	Particulars
<b>1</b>	<b>Corporate Overview</b> Asia Capital Limited is a Listed Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered as NBFC-ND with the RBI.
<b>2</b>	<b>Significant Accounting Policies</b>
<b>2.1</b>	<b>Basis of Preparation of Financial Statements</b> The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on an accrual basis under the historical cost convention.  The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.
<b>2.2</b>	<b>Use of estimates</b> The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the
<b>2.3</b>	<b>Inventories</b> Inventories are valued at the lower of cost (e.g. on FIFO/weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including STT, Cess and other levies.
<b>2.4</b>	<b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b>  Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>2.5</b>	<b>Cash Flow Statement</b> Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.
<b>2.6</b>	<b>Depreciation on Tangible Fixed Assets</b> Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.  The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.
<b>2.7</b>	<b>Revenue Recognition</b> Revenue is recognized to the extent that it is probability that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific criteria must also be met before revenue is recognized.  <b>a Sale/Purchase of Shares</b> Shares Purchases/Sales has been taken on absolute basis.  <b>b Other Income</b> Dividend income is accounted for when the right to receive is established.  <b>c Interest</b> Interest income is recognized as applicable rate, on a time proportion basis on principal amount only, taking into account and the same interest accrued amount is due as and when paid by the party. Interest income is included under the head "Revenue from operations" in the Statement of Profit and Loss.  <b>d Dividend</b> Dividend Income is recognized when the company's right to receive dividend is established by the reporting date.
<b>2.8</b>	<b>Accounting for forward contracts</b> Premium/discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.
<b>2.9</b>	<b>Investments</b> Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.
<b>2.10</b>	<b>Employee benefits</b> Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits. Retirement benefits are accounted for as and when paid.

Notes	Particulars
<b>2.11</b>	<p><b>Segment reporting</b></p> <p>The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.</p> <p>The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p> <p>Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors.</p> <p>Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".</p>
<b>2.12</b>	<p><b>Leases</b></p> <p>Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.</p>
<b>2.13</b>	<p><b>Earning Per Shares</b></p> <p>Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.</p>
<b>2.14</b>	<p><b>Income Taxes</b></p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.</p> <p>Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.</p> <p>Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.</p>
<b>2.15</b>	<p><b>Provisions &amp; Contingencies</b></p> <p><u>Contingent Liabilities:</u></p> <p>A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize any contingent liability but discloses its existence in the financial statements.</p> <p><u>Provisions:</u></p> <p>(a) As per the prudential norms on Income Recognition, Asset Classification with reference to Master Circular No. DNBR (PD) CC.No.043/03.10.119/2015-16 dated July 1, 2015. The Board has transferred 0.40% of standard assets (Total of Loans &amp; Advances given) in "Contingent provision against Standard Assets".</p> <p>(b) As per the requirement of sec. 45-IC of the Reserve Bank of India Act, 1934, the Board of Directors has created a Special Reserve Account to transfer 20% of the net profit of the year.</p>
<b>2.16</b>	<p><b>Operating Cycle</b></p> <p>All assets and liabilities have been classified as current or non current as per company's normal operating cycle another criteria as set out in schedule III to the nature of the services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current and non current classification of assets and liabilities.</p>

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
--

Particulars	Amount in Rupees	
	As at 31 March 2020	As at 31 March 2019
<b>Authorised Share Capital</b>		
32,50,000 Equity Shares of Rs. 10/- each with voting rights	3,25,00,000	3,25,00,000
<b>Issued Subscribed &amp; Paid up</b>		
30,92,000 Equity Shares of Rs. 10/- each fully Paid up with voting rights (Previous Year 30,92,000) Equity Shares of Rs. 10/- each fully Paid up	3,09,20,000	3,09,20,000
	<b>3,09,20,000</b>	<b>3,09,20,000</b>

**Note: (i)**

**Details of shares held by each shareholder holding more than 5% shares:**

Name of Shareholder	No. of Shares	As at 31 March 2020 % Held	No. of Shares	As at 31 March 2019 % Held
	SKC Investment Advisors Private Limited	23,18,990	75.00	23,18,990

**Note: (ii)**

**The reconciliation of the number of shares outstanding is set out as below**

Particulars	As at 31 March 2020	As at 31 March 2019
	Equity Shares at the beginning of the year	30,92,000
Add: Shares issued during the year	-	-
	<b>30,92,000</b>	<b>30,92,000</b>

**Note 4: Reserve & Surplus**

Particulars	Amount in Rupees	
	As at 31 March 2020	As at 31 March 2019
<b>Special Reserve Fund (RBI)</b>		
At the beginning of the year	14,38,031	10,90,769
Add: Transferred in current year	6,93,429	3,47,262
<b>At the end of the year</b>	<b>21,31,460</b>	<b>14,38,031</b>
<b>Profit and Loss Account</b>		
At the beginning of the year	60,48,474	46,67,988
Add: Profit of current year	23,35,742	17,36,313
	<b>83,84,217</b>	<b>64,04,301</b>
Less: Adjustments during the year		
- Fund transferred to special reserve account	6,93,429	3,47,262
- Fund transferred to contingent provision against standard asset	6,499	8,563
- Paid for PY tax liability	3,868	-
<b>At the end of the year</b>	<b>76,80,421</b>	<b>60,48,476</b>
	<b>98,11,881</b>	<b>74,86,507</b>

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
--

<b>Note 5: Long Term Provisions</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
<b>Long Term Provisions</b>		
Contingent Provision against Standard Assets	1,62,000	1,55,501
<b>Total</b>	<b>1,62,000</b>	<b>1,55,501</b>

<b>Note 6: Deferred Tax</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
<b>Deferred Tax Assets (Net)</b>		
<b>Deferred Tax Assets/(Liabilities)</b>		
Related to Fixed Assets/(Liabilities)	422	(2,252)
<b>Deferred Tax Assets</b>		
Disallowances under Income Tax Act, 1961	-	-
<b>Total</b>	<b>422</b>	<b>(2,252)</b>

<b>Note 7: Short term borrowings</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
<b>Unsecured Loans</b>		
SKC Investment Advisors Pvt. Ltd.	16,49,500	50,000
<b>Total</b>	<b>16,49,500</b>	<b>50,000</b>

<b>Note 8: Trade payables</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
Audit Fee Payable (Aashish Jain & Co - Current Year)	1,08,000	29,500
Jain Akhil & Associates	54,000	-
Professional Fee Payable	-	75,550
Filing Fee Payable	-	2,400
Sundry Creditors	-	-
Salary	35,000	35,200
<b>Total</b>	<b>1,97,000</b>	<b>1,42,650</b>

<b>Note 9: Short-term provisions</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
Income tax payable	8,32,953	2,04,138
<b>Total</b>	<b>8,32,953</b>	<b>2,04,138</b>

<b>Note 10: Other Current Liabilities</b>	Amount in Rupees	
Particulars	As at 31 March 2020	As at 31 March 2019
<b>Current Liabilities</b>		
T.D.S. Payable	16,000	13,750
<b>Total</b>	<b>16,000</b>	<b>13,750</b>



**Asia Capital Limited**

**CIN: L65993MH1983PLC342502**

203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road  
Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802  
Email: asiacapitalimited@gmail.com; Website: www.asiacapital.in

**Notes forming part of financial statements**

**Note No. 11: Fixed Assets**

Sl. No.	Description of Assets	Gross Block				Depreciation			Amount in Rupees	
		Total as on 01-04-2019	Addition during the year	Deletion during the year	Total as on 31-03-2020	Amount as on 01-04-2019	Depreciation during the year	Written Back	Amount as on 31-03-2020	Amount as on 31-03-2019
										Net Block
1.	Furniture & Fixture	23,450	-	-	23,450	48	-	-	23,450	48
2.	Computer & Printer	1,24,335	-	-	1,24,335	9,278	-	-	1,18,924	14,689
	<b>Total</b>	<b>1,47,785</b>	<b>-</b>	<b>-</b>	<b>1,47,785</b>	<b>9,326</b>	<b>-</b>	<b>-</b>	<b>1,42,374</b>	<b>14,737</b>
	<b>Previous Year Figures</b>	<b>(1,47,785)</b>	<b>-</b>	<b>-</b>	<b>(1,47,785)</b>	<b>9,803</b>	<b>-</b>	<b>-</b>	<b>1,33,048</b>	<b>24,540</b>

**Notes:**

- Depreciation on fixed assets is provided on W.D.V. method at the rates specified in Companies Act, 2013 and made adjustments according to it.
- Depreciation on addition of fixed assets is provided on pro rata basis from the date, the assets is ready to use.
- Useful life of Furniture & Fixture is 15 years instead of 10 years as prescribed in part C of Schedule-II of the Companies Act, 2013.
- Useful life of Computer & Printer is 6 years instead of 3 years as prescribed in part C of Schedule-II of the Companies Act, 2013.
- Figures in bracket pertain to previous Quarter.

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
--

<b>Note 12: Cash &amp; Cash Equivalents</b>	Amount in Rupees	
<b>Particulars</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>Cash &amp; Cash Equivalents</b>		
<u>Balance in Banks</u>		
Kotak Mahindra Bank Limited (A/c No.: 02082090000034)	12,582	41,127
Kotak Mahindra Bank Limited (A/c No.: 4712806424)	1,636	19,050
Cash in Hand	52,212	20,994
<b>Total</b>	<b>66,430</b>	<b>81,171</b>

<b>Note 13: Short Term Loans and Advances</b>	Amount in Rupees	
<b>Particulars</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>Short Term Loans and Advances</b>	4,05,00,000	3,57,06,900
(Unsecured and considered good)		
<b>Total</b>	<b>4,05,00,000</b>	<b>3,57,06,900</b>

<b>Note 14: Other Current Assets</b>	Amount in Rupees	
<b>Particulars</b>	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>Other Current Assets</b>		
<b>Sundry Debtors</b>		
Income Tax Refundable (2017-2018)	-	3,540
Income Tax Refundable (2019-2020)	20,950	-
TDS FY 19-20	4,58,876	-
Interest Received/Receivable	25,37,244	31,68,450
<b>Total</b>	<b>30,17,070</b>	<b>31,71,990</b>

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
---

<b>Note 15 : Revenue</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Revenue From Operations</b>		
Sale of Shares	-	30,29,77,092
Dividend Received	-	7
Interest on Loans and Advances	46,69,210	42,48,841
<b>Total</b>	<b>46,69,210</b>	<b>30,72,25,940</b>

<b>Note 16 : Purchase</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Purchases:</b>		
Purchase during the year	-	30,30,51,266
<b>Total</b>	<b>-</b>	<b>30,30,51,266</b>

<b>Note 17 : Employee benefit expenses</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Salary and wages	4,20,100	8,83,150
Staff Welfare	-	10,070
<b>Total</b>	<b>4,20,100</b>	<b>8,93,220</b>

<b>Note 18 : Finance Cost</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest Paid	-	6,760
<b>Total</b>	<b>-</b>	<b>6,760</b>

<b>Note 19 : Other Expenses</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Audit Fee	1,18,000	35,400
Bank Charges	100	-
Computer Maintainance	4,000	8,000
Conveyance Expenses	-	10,055
Demat Expenses	-	670
Equifax Membership Fee	5,900	-
Fees & Subscription	16,570	32,850
Filing Fees	25,400	18,200
Income Tax Demand	1,040	-
Independent Directors Sitting Fee	1,18,000	42,000
Interest on TDS Late Payment	2,423	-
Interest Paid on Income Tax	27,144	11,072
Internal Audit Fee	60,000	-
Listing Fees BSE	3,54,000	2,95,000
Meeting Expenses	41,371	5,035
Misc. Expenses	11,736	10,590
Newspaper & Periodicals	-	2,605
Payment to RTA, NSDL & CDSL	75,340	2,16,306
Professional Charges	1,69,860	1,11,500
Postage & Stamps	730	14,765
Printing & Stationery	-	42,640
Publication Expenses	21,347	21,485
STT	-	210
CIBIL Membership Fees	5,900	-
Website Maintenance Expenses	15,707	-
<b>Total</b>	<b>10,74,568</b>	<b>8,78,383</b>

Note: Payment to the auditors comprise:

- To Statutory auditors

For Audit	1,18,000	29,500
<b>Total</b>	<b>1,18,000</b>	<b>29,500</b>

<b>Note 20: Earning Per Share</b>	Amount in Rupees	
Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Earning Per Share (EPS)</b>		
Net Profit after tax as per Statement of P&L	23,35,742	17,36,313
Weighted Average number of equity shares	30,92,000	30,92,000
Basic and Diluted EPS	0.76	0.56
Face Value Per Equity Share	10	10

**Asia Capital Limited****CIN: L65993MH1983PLC342502**

203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbbhai Patel Road

Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802

Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in

**Notes forming part of financial statements****Additional Disclosures forming part of financial statement****Note 21: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Amount in Rupees

Particulars	Amount in Rupees	
	As at 31 March 2020	As at 31 March 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**Note 22: Earning/expenditure in foreign exchange**

Amount in Rupees

Particulars	Amount in Rupees	
	As at 31 March 2020	As at 31 March 2019
Income in Foreign Currency	-	-
Expenditure in foreign currency	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 23: Defined benefit plans**

The Company does not recognise its liability for 'Gratuity' and 'Leave encashment' on the basis as prescribed in AS-15 Employee Benefits. The company provides for the actual liability (if any) or recognises as expense when such Gratuity or Leave encashment is paid to the employee.

**Note 24: Segment reporting**

The disclosures on primary segment as required under Accounting Standard 17 on 'Segment Reporting' has not been provided as the Company has only a single reportable segment and exclusively operates in the business of "financing". Further, disclosures in the secondary segment i.e., geographical segment, has not been provided as the company operates only in India.

**Asia Capital Limited**

**CIN: L65993MH1983PLC342502**

203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road  
Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802  
Email: asiacapitalimited@gmail.com; Website: www.asiacapital.in

**Notes forming part of financial statements**

**Note 25: Related party**

**(a) Details of related party**

<b>Description of Relationship</b>	<b>Related Parties</b>
<b>(i) Key Management Personnel (KMP)</b>	Mr. Santosh Suresh Choudhary Mr. Ramsuresh Choudhary Mr. Manoj Kumar Jain Mr. Dilip Kumar Jha Mr. Sanjay Kashi Rajgharia Mr. Prannoy Kumar Mrs. Jayashri Samal Mr. Ramesh Voona Mr. Vinod Kumar Yadav Mr. Shashindra Omprakash Singh Dr. (Mrs.) Dipti Singh Ms. Kaveri Ghosh
<b>(ii) Entities in which KMP/Relatives of KMP can exercise</b>	SKC Investment Advisors Private Limited B B Event Management Private Limited Bhagyavidhata Charitable Foundation Sthapatya Evaluators & Actuaries Private Limited People Ooh Ads LLP Arthlabh Services Private Limited D.M. International Private Limited DMI Developers Private Limited Novelty Electricals Private Limited DMI Hotels Private Limited Ghungroo Electronics Private Limited Thai Global Metal Co., Limited (Formerly known as DMI Thai Limited)

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
---

**Note 25: Related party**

**(b) Transactions with related parties made during the year**

Amount in Rupees

Particulars	KMP	Relatives of KMP	Entities in which KMP/relatives of KMP can exercise significant influence	Total
<b>Receipts</b>				
Unsecured loans				
SKC Investment Advisors Pvt. Ltd. (PAN: AARCS4856L)	-	-	16,49,500	16,49,500
Interest on unsecured loan	-	-	-	-
<b>Payments</b>				
Unsecured loans	-	-	-	-

**Name of the related party:**

SKC Investment Advisors Pvt. Ltd. (PAN: AARCS4856L), Holding Company of Asia Capital Limited with 75% shareholding.

**(c) Details of related parties balances outstanding as on 31 March 2020**

Amount in Rupees

Particulars	KMP	Relatives of KMP	Entities in which KMP/relatives of KMP can exercise significant influence	Total
SKC Investment Advisors Pvt. Ltd. (PAN: AARCS4856L)	-	-	16,49,500	16,49,500

<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
--

**Note 26: Calculation of Deferred Tax** Amount in Rupees

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>On account of depreciation</b>		
Depreciation as per Income Tax	2,288	3,787
Depreciation as per Books	9,326	9,803
<b>Timing Difference</b>	<b>(7,038)</b>	<b>(6,016)</b>
<b>Deferred Tax Expense @ CY Tax rate (25)% + Cess @4%</b>	<b>(1,830)</b>	<b>(1,564)</b>

**As per Balance Sheet**

Difference in book balances of companies act and income tax act:

Net block as per Companies Act, 2013	5,411	14,737
WDV as per Income Tax Act,1961	3,788	6,076
<b>Deferred liability/asset</b>	<b>(1,623)</b>	<b>8,661</b>
<b>Deferred tax asset @ CY Tax rate (25)% + Cess @4%</b>	<b>(422)</b>	<b>2,252</b>
<b>To be charged from P&amp;L</b>	<b>2,674</b>	<b>(1,527)</b>

**Note 27:**

This Company being a Non Banking Finance Company do not accept any public deposits. The management of the Company has confirmed the following:

- 1) The Board of Directors has passed a resolution for the non acceptance of any public deposit.
- 2) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets, classification, and provisioning for bad debts as applicable.
- 3) The Board has transferred an amount of Rs. 6,93,429/- for current year towards "Special Reserve Account " and the same has been shown under the head Special Reserve Account under Note No. 4 of Reserve and Surplus, as per the requirement under section 45-1C of the Reserve Bank of India Act, 1934. i.e. 20% of Profit after Tax.
- 4) As per the prudential norms on Income Recognition, Asset Classification with reference to Master Circular No. DNBR (PD) CC.No.043/03.10.119/2015-16 dated July 1, 2015. The Board has transferred an amount of Rs. 6,499/- towards "Contingent provision against Standard Assets" i.e. 0.40% of standard assets.

**Note 28: Schedule to the Balance Sheet of a non-deposit Non-Banking Financial Company**

(as required in terms of paragraph 13 of Non-Banking Financial (Non-deposit Accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars	Amount in Rupees		
	For the year ended 31 March 2020	For the year ended 31 March 2019	
<b>Liabilities:</b>			
<b>1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>	<b>Outstanding amount</b>	<b>Overdue amount</b>	
Debitures:			
Secured	-	-	
Unsecured	-	-	
(Other than falling within the meaning of public deposits*)	-	-	
Deferred Credits	-	-	
Term Loans	-	-	
Inter-corporate loans and borrowing	-	-	
Commercial paper	-	-	
Other Loans (Specify nature) Unsecured Loan	-	-	
<b>Assets:</b>			
<b>2 Break-up of Loans and Advances including bills receivables (other than those included in (4) below):</b>			
Secured		-	
Unsecured short-term loans and advances		4,05,00,000	
Accrued interest		25,37,244	
		4,30,37,244	
<b>3 Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>			
Lease Assets including lease rentals under Sundry debtors		-	
Financial lease		-	
Operating lease		-	
Stock on hire including hire charges under Sundry debtors		-	
Assets on hire		-	
Repossessed Assets		-	
Other loans counting towards AFC activities		-	
Loans where assets have been repossessed		-	
Loans other than (a) above		-	
<b>4 Break-up of Investments:</b>			
<b>Current Investment:</b>			
<b>Quoted:</b>			
Shares:		-	
Equity		-	
Preference		-	
Debitures and Bonds		-	
Units of mutual funds		-	
Government Securities		-	
Other (please specify)		-	
<b>Unquoted:</b>			
Shares:		-	
Equity		-	
Preference		-	
Debitures and Bonds		-	
Units of mutual funds		-	
Government Securities		-	
Other (please specify)		-	
<b>Long Term Investment:</b>			
<b>Quoted:</b>			
Shares:		-	
Equity		-	
Preference		-	
Debitures and Bonds		-	
Units of mutual funds		-	
Government Securities		-	
Other (please specify)		-	
<b>Unquoted:</b>			
Shares:		-	
Equity		-	
Preference		-	
Debitures and Bonds		-	
Units of mutual funds		-	
Government Securities		-	
Other (please specify)		-	
<b>5 Borrower group-wise classification of assets financed as in (2) and (3) above</b>		Amount in Rupees	
Category	Amount net of provisions		
Other parties**	Secured	Unsecured	Provision Total
Subsidiaries			
Companies in the same group	-	-	-
Unsecured short-term loans and advances	-	4,05,00,000	-
Accrued interest	-	25,37,244	-
	Total	4,30,37,244	-
			4,30,37,244
<b>6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)</b>		Amount in Rupees	
Category	Amount net of provisions		
Related parties**	Break up or fair Value or NAV	(Net of provisions)	
Subsidiaries	-	-	
Companies in the same group	-	-	
Other related parties	-	-	
Other than related parties	-	-	
	Total	-	
		-	
<b>7 Other informations</b>		Amount in Rupees	
Particulars	Amount		
Gross Non-Performing Assets			
Related parties		-	
Other than related parties		-	
Net Non-Performing Assets			
Related parties		-	
Other than related parties		-	
Assets acquired in satisfaction of debt		-	

**Notes:**

- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or holding) Companies Prudential Norms (Reserve Bank) Direction, 2007.

All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of Unquoted investments should be disclosed irrespective of whether they are classified as long term or current (4) above.



<b>Asia Capital Limited</b> <b>CIN: L65993MH1983PLC342502</b> 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbhai Patel Road Vile Parle (W), Mumbai- 400 056 (India); Tel: 022-26100787/ 801/ 802 Email: asiacapitallimited@gmail.com; Website: www.asiacapital.in <b>Notes forming part of financial statements</b>
---

**Note 29: Calculation of financial & non-financial assets** Amount in Rupees

Particulars	For the year ended 31 March 2020	% of total assets as on 31 March 2020
<b>Financial Assets:</b>		
Short-term loans and advances	4,05,00,000	93.95%
Accrued interest	25,37,244	5.89%
<b>Total (A)</b>	<b>4,30,37,244</b>	<b>99.83%</b>
<b>Non Financial Assets:</b>		
Cash and cash equivalents	66,430	0.15%
Other assets	5,833	0.01%
<b>Total (B)</b>	<b>72,264</b>	<b>0.17%</b>
<b>Total (A)+ (B)</b>	<b>4,31,09,508</b>	<b>100.00%</b>

**Note 30: Calculation of financial & non-financial income** Amount in Rupees

Particulars	For the year ended 31 March 2020	% of total assets as on 31 March 2020
<b>Financial Income:</b>		
Interest on Loan	46,69,210	100.00%
<b>Total (A)</b>	<b>46,69,210</b>	<b>100.00%</b>
<b>Non Financial Income:</b>		
Sale of shares	-	0.00%
<b>Total (B)</b>	<b>-</b>	<b>0.00%</b>
<b>Total (A)+ (B)</b>	<b>46,69,210</b>	<b>100.00%</b>

**Note 31:**

In the opinion of the Board the value of current assets, loans and advances, if realized in the ordinary courses of business, shall not be less than the amount at which the same are stated in the balance sheet. Confirmation of balances have not been received from debtors, creditors, loans and advances given through request was sent to major parties and therefore balances are as per books of accounts only.

**Note 32: Grouping and classification**

Figures of the previous year have been rearranged wherever necessary to them comparable with the current year's classification.

Sd/- Santosh Suresh Choudhary Chairman DIN: 05245122	Sd/- Ramsuresh Choudhary Director DIN: 06972337
---	--

Date: 13-08-2020  
Place: Mumbai

Sd/-  
Kaveri Ghosh  
Company Secretary  
M. No. ACS-37894