

Asia Capital Limited

CIN: L65993DL1983PLC016453

Registered Office
100 Vaishali, Pitampura
Delhi-110 034 (India)
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Email: deepak@dmigroups.com
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NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd ANNUAL GENERAL MEETING ("AGM") of the Members of ASIA CAPITAL LIMITED will be held on **Tuesday, 26th September 2017 at 3:00 p.m.** at the Registered Office of the Company at 100 Vaishali, Pitampura, Delhi-110034 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 31st March 2017 including the audited balance sheet as at 31st March 2017 and Statement of Profit and Loss for the 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. Surendra Kumar Jain (DIN: 00097859)**, 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: RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION

To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard 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 Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors, the appointment of **M/s Prakash & Santosh**, Chartered Accountants, New Delhi, (Firm Registration Number 000454C), as the Statutory Auditors of the Company to hold the office from the conclusion of this AGM till the conclusion of 35th AGM of the Company, be and is hereby ratified for the financial year 2017-18 on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee."

Date: 10th August 2017
Place: Delhi



By the order of the Board
For Asia Capital Limited

Deepak Kumar Jain
Deepak Kumar Jain
Managing Director
DIN:00098116

R/o 100 Vaishali, Pitampura, Delhi-110 034

NOTES:

- a. **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.**

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.

- b. 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.
- c. 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.
- d. **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.
- e. 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.
- f. **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 Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- g. **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 **Wednesday, 20th September 2017 to Tuesday, 26th September 2017** (both days inclusive) for the purpose of the Annual General Meeting.
- h. 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



update thereof to the Company's RTA **MAS Services Limited** at T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110 020.

- i. 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 AGM and will also be available for inspection by the members at the venue of the AGM.
- j. Members/proxies/authorised representatives are requested to bring duly filled attendance slips sent herewith along with their copy of the Annual Report at the Meeting.
- k. 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.
- l. The Notice of Annual General Meeting, Annual Report, Proxy Form and Attendance Slip are sent in physical form to all the members of the Company.
- m. Information regarding particulars of the Director to be appointed and the Director seeking appointment/re-appointment requiring disclosure in terms of the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, are annexed hereto.
- n. The Route-map to the venue of the 33rd Annual General Meeting is provided at the last page of the Annual Report 2016-2017.
- o. **Process and manner for Members opting for e-voting are as under:**
 - i. In compliance with provision of 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 AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii. Members are provided with the facility for voting either through electronic voting system or polling paper at the AGM 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 AGM 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 AGM 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 **Saturday, 23rd September 2017 (9:00 a.m. IST) and ends on Monday, 25th September 2017 (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 **Tuesday, 19th September 2017**, 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.
- vi. The process and manner for remote e-voting are as under:
 - a. Initial password is provided in the box at attendance slip:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
106873	-	-

- b. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>
- c. Click on Shareholder - Login
- d. Select "EVEN" of "ASIA CAPITAL LIMITED".
- e. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- f. If you are logging in for the first time, please enter the user ID and password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- g. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.



- l. On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
- m. You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- n. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
- o. 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 **shilpijain8190@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at "downloads" section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.
- viii. 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.
- ix. 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. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.
- x. 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.
- xi. **M/s Shilpi S. Jain & Co., Company Secretaries**, 417-418, Tower-1, Assotech Business Cresterra, Plot No. 22, Sector-135, Expressway, Noida- 201 301, U.P., India (email id: **shilpijain8190@gmail.com**) 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 Ms. Shilpi Jain has communicated her willingness to be appointed as the Scrutinizer and will be available for the same purpose.

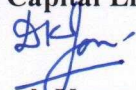


- xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiii. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter and not later than three days from the conclusion of the AGM, 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.
- xiv. The Results declared, alongwith 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.
- xv. In case of grievances connected with facility for voting by electronic means, Members are requested to contact the Company or the Registrar and Share Transfer Agent of the Company or evoting@nsdl.co.in. Members may also write to **NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.**

Date: 10th August 2017
Place: Delhi



By the order of the Board
For Asia Capital Limited


Deepak Kumar Jain
Managing Director
DIN:00098116

R/o 100 Vaishali, Pitampura, Delhi-110 034

**Information of Director(s) seeking appointment or re-appointment at the forthcoming
AGM pursuant to Secretarial Standard 2 issued by ICSI as on the date of the Notice**

Name of the Director	Shri Surendra Kumar Jain
Director Identification Number (DIN)	00097859
Father's Name	Late Shri Revti Saran Jain
Date of Birth (Age in years)	23-08-1933 (84 years)
Original date of appointment	04-05-1992
Qualifications	Graduate
Experience and expertise in specific functional area	More than 60 years of experience in the field of industry.
Shareholding in Asia Capital Limited	81,720 Shares (2.64%)
Terms and conditions of re-appointment and Remuneration	As per the Nomination and Remuneration Policy (annexed to the Board's Report).
Remuneration last drawn	NIL
No. of Board meetings attended during the year	4 (Four)
Relationship with other Directors or KMPs	Father of Mr. Deepak Kumar Jain and Mr. Manoj Kumar Jain. Both are Directors of the Company.
Directorships held in other companies in India	Akashdeep Metal Industries Limited D.M. International Pvt. Ltd. Transcend Electronics Pvt. Ltd.
Membership/Chairmanship of committees in public limited companies in India	Akashdeep Metal Industries Limited (Member of Audit and Stakeholders Relationship Committee)

Date: 10th August 2017
Place: Delhi



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

SKJ
Deepak Kumar Jain
Managing Director
DIN:00098116
R/o 100 Vaishali, Pitampura,
Delhi-110 034