

# Asia Capital Limited

CIN: L65993DL1983PLC016453

Registered Office  
100 Vaishali, Pitampura  
Delhi-110 034 (India)  
Tel: +91-11-4705 5102  
Fax: +91-11-4705 5102  
E:nail:deepak@dmgroup.in.net  
Website: www.asiacapital.in

## NOTICE OF THE 34<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 34<sup>th</sup> ANNUAL GENERAL MEETING ("AGM") of the Members of **ASIA CAPITAL LIMITED** will be held on **Wednesday, 26<sup>th</sup> September 2018 at 10:00 a.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 31<sup>st</sup> March 2018 including the Audited Balance Sheet as at 31<sup>st</sup> March 2018 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.

**Date:** 23<sup>rd</sup> July 2018

**Place:** Delhi



By the order of the Board  
For Asia Capital Limited

A handwritten signature in blue ink that appears to read "SK Jain".

Surendra Kumar Jain  
Chairman

DIN: 00097859

R/o 100 Vaishali, Pitampura  
Delhi-110 034

## NOTES:

- a. Pursuant to The Companies (Amendment) Act, 2017 as effective from 7<sup>th</sup> May 2018, in section 139 of the Companies Act, 2013, in sub-section (1), the first proviso shall be omitted. The first proviso says that the appointment of Statutory Auditors shall be subject to ratification in every annual general meeting till the sixth such meeting by way of passing of an ordinary resolution.

Due to this omission, now ratification of appointment of Statutory Auditors no longer form part of the agenda items of this Notice.

- 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.**

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 **Thursday, 20<sup>th</sup> September 2018 to Wednesday, 26<sup>th</sup> September 2018** (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 MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110 020.**
- 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 AGM and will also be available for inspection by the members at the venue of the AGM.
- k. 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.
- 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, Annual Report, Proxy Form and Attendance Slip are sent in physical form to all the members of the Company. Members may please note that the Notice of the 34<sup>th</sup> AGM and the Annual Report 2017-2018 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/re-appointment at the AGM and 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 and form part of the Notice.
- o. The Route-map to the venue of the 34<sup>th</sup> Annual General Meeting is provided at the last page of the Annual Report 2017-2018.
- p. **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

*Signature*



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 **Sunday, 23<sup>rd</sup> September 2018 (9:00 a.m. IST) and ends on Tuesday, 25<sup>th</sup> September 2018 (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 **Wednesday, 19<sup>th</sup> September 2018**, 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:

**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](http://www.evoting.nsdl.com)
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
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 **shilpijain8190@gmail.com** 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](http://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](http://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](mailto: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. **M/s Shilpi S. Jain & Co., Company Secretaries**, TA/30, Friday Market, Uttam Nagar, New Delhi-110 059, 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.
- 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 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.



*Shilpi Jain*

- xvi. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.asiacapital.in](http://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.

**Date: 23<sup>rd</sup> July 2018**  
**Place : Delhi**



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

A handwritten signature in blue ink, appearing to read "S. Jain", written over a horizontal line.

**Surendra Kumar Jain  
Chairman**

**DIN: 00097859  
R/o 100 Vaishali, Pitampura  
Delhi-110 034**



**Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and 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	Mr. Manoj Kumar Jain
Director Identification Number (DIN)	00097821
Father's Name	Shri Surendra Kumar Jain
Date of Birth (Age in years)	24-10-1965 (53 years)
Original date of appointment	27-08-2001
Qualifications	Graduate
Experience and expertise in specific functional area	More than 30 years of experience in the field of industry.
Shareholding in Asia Capital Limited	78,100 Shares (2.53%)
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	3 (Three)
Relationship with other Directors or KMPs	Father Shri Surendra Kumar Jain and Brother Shri Deepak Kumar Jain. Both are Directors of the Company.
Directorships held in other companies in India	D.M. International Pvt. Ltd. DMI Developers Pvt. Ltd. Novelty Electricals Pvt. Ltd. DMI Hotels Pvt. Ltd. Ghungroo Electronics Pvt. Ltd.
Membership/Chairmanship of committees in public limited companies in India	Nil

**Date:** 23<sup>rd</sup> July 2018  
**Place:** Delhi



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

*Surendra Kumar Jain*  
**Surendra Kumar Jain  
Chairman**

**DIN: 00097859**

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