

# Asia Capital Limited

CIN: L65993DL1983PLC016453

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

## **NOTICE OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Members of Asia Capital Limited will be held on **Monday, 19<sup>th</sup> September 2016** at **10:00 a.m.** at the Registered Office of the Company at 100 Vaishali, Pitampura, Delhi-110 034 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 year ended 31<sup>st</sup> March 2016, including the audited balance sheet as at 31<sup>st</sup> March 2016 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and 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 Auditors and Fixing 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 the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time **M/s Prakash & Santosh**, Chartered Accountants, New Delhi, (Firm Registration Number 000454C) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration as may be decided by the Board of directors for the year and for the subsequent years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution.”

## Special Business

### Item No. 4: Confirmation of Appointment of Chief Financial Officer

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 Sections 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other provisions as applicable including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Regulation 23 (8) of the SEBI (LODR) Regulations, 2015, the appointment of Mr. Atin Jain as the Chief Financial Officer of the Company w.e.f. 16<sup>th</sup> November 2015 be and is hereby confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution.”

**For and on Behalf of the Board  
For Asia Capital Limited**

**Date: 28<sup>th</sup> July 2016**  
**Place: Delhi**

sd/-  
**Deepak Kumar Jain**  
**Managing Director**  
**DIN:00098116**

### NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, 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.**

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 the date of the Annual General Meeting and at the venue of the meeting for the duration of the meeting.
- 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 vote.
- g. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- h. **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.
- i. **Book Closure:** Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 13<sup>th</sup> September 2016 to Monday, 19<sup>th</sup> September 2016** (both days inclusive) for the purpose of the Annual General Meeting.
- j. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, **Mas Services Limited** at T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110 020.
- 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. The Route-map to the venue of the 32<sup>nd</sup> Annual General Meeting is provided at the last page of the Annual Report 2015-2016.
- n. **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 Members facility to exercise their right to vote on resolutions proposed to be considered 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.
- 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 **Friday, 16<sup>th</sup> September 2016 (9:00 a.m. IST) and ends on Sunday, 18<sup>th</sup> September 2016 (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 **Monday, 12<sup>th</sup> September 2016**, 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:

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
104564	-	-

- 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 [sangacs@yahoo.co.in](mailto:sangacs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](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. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://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. **Ms. Sangeeta Harpalani**, Practicing Company Secretary (Membership No. FCS-6094 & CP No. 8123), B-248 Ashok Vihar, Phase-I, Delhi-110 052 (email id: sangacs@yahoo.co.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.
- 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, 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, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.asiacapita.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 him at NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

**Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice**

**Item No. 4**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

This is in terms of the applicable provisions of Section 188 of the Companies Act, 2013 read with Rule 3 of the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 23 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Atin Jain, son of Mr. Deepak Kumar Jain, Managing Director of the Company was appointed as the Chief Financial Officer (CFO) of the Company w.e.f. 16<sup>th</sup> November 2015. The Nomination and Remuneration Committee had approved the appointment of Mr. Atin

Jain as the CFO of the Company. Being a related party, his appointment needs to be confirmed by the members of the Company by way of an **Ordinary Resolution**.

None of the Directors except Mr. Deepak Kumar Jain, Managing Director, Mr. Surendra Kumar Jain and Mr. Manoj Kumar Jain, Directors of the Company, being relatives of Mr. Atin Jain, are interested in the above resolution.

Your Board recommends the **Ordinary Resolution** for your approval.

**For and on Behalf of the Board  
For Asia Capital Limited**

**Date: 28<sup>th</sup> July 2016  
Place: Delhi**

sd/-  
**Deepak Kumar Jain  
Managing Director  
DIN:00098116**

**Annexure to the Notice of the 32<sup>nd</sup> Annual General Meeting**

**Additional information as required to be annexed to the notice as per rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014:**

<b>Name</b>	Mr. Atin Jain	
<b>Father's Name</b>	Shri Deepak Kumar Jain	
<b>Date of Birth</b>	20-05-1987	
<b>Designation</b>	Chief Financial Officer	
<b>Education</b>	M.B.A.	
<b>Appointment date</b>	16-11-2015	
<b>Name of the interested/related parties with their relationship</b>	<b>Name of Director</b>	<b>Relationship</b>
	Shri Surendra Kumar Jain	Grandfather
	Shri Deepak Kumar Jain	Father
	Shri Manoj Kumar Jain	Uncle
<b>Terms of Appointment</b>	No definite tenure. He may continue till the services are terminated either through resignation/removal/vacation of office or otherwise	
<b>Remuneration</b>	Rs. 50,000/- per month	
<b>Responsibilities</b>	As per Companies Act, 2013 and rules made there under	

**Other additional information:**

<b>Name/ Particulars</b>	<b>Mr. Surendra Kumar Jain</b>	<b>Mr. Deepak Kumar Jain</b>	<b>Mr. Manoj Kumar Jain</b>
<b>DIN</b>	00097859	00098116	00097821
<b>Father's Name</b>	Late Shri Revti Saran Jain	Shri Surendra Kumar Jain	Shri Surendra Kumar Jain
<b>Date of Birth</b>	23-08-1933	05-03-1958	24-10-1965
<b>Designation</b>	Director	Managing Director	Director
<b>Education</b>	Graduate	Graduate	Graduate
<b>Other Companies in which holds Directorship</b>	Akashdeep Metal Industries Limited D.M. International Pvt. Ltd. Transcend Electronics Pvt. Ltd.	Akashdeep Metal Industries Limited D.M. International Pvt. Ltd. Transcend Electronics Pvt. Ltd. Competent Electronics Pvt. Ltd. Rose Electronics Pvt. Ltd. DMI Developers Pvt. Ltd. Sandal Auto Pvt. Ltd. Posh Electronics Pvt. Ltd. DMI Hotels Pvt. Ltd. DMI Thai Limited	D.M. International Pvt. Ltd. DMI Developers Pvt. Ltd. Novelty Electricals Pvt. Ltd. DMI Hotels Pvt. Ltd. DMI Thai Limited
<b>Other Companies in which holds membership of committees</b>	Akashdeep Metal Industries Limited (Membership of Audit and Stakeholders Relationship Committee)	Akashdeep Metal Industries Limited (Membership of Nomination and Remuneration Committee)	NIL
<b>Shareholding in the Company (No. &amp; %)</b>	81,720 (2.64%)	1,28,060 (4.14%)	78,100 (2.53%)