

Asia Capital Limited

CIN: L65993DL1983PLC016453

Registered Office
2nd Floor, Jeevan Deep
Building, Parliament Street
New Delhi- 110 001
Tel: +91-11-2334 6954
Email: asiacapitallimited@gmail.com
Website: www.asiacapital.in**MGT-9****Extract of Annual Return****As on the financial year ended 31st March 2019***[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]***I. Registration and other details:**

| | | |
|------|---|--|
| i) | CIN | L65993DL1983PLC016453 |
| ii) | Registration Date | 02-09-1983 |
| iii) | Name of the Company | Asia Capital Limited |
| iv) | Category/Sub Category of the Company | Public Limited Company/ Non-Banking Finance Company (NBFC) |
| v) | Address of the Registered office and contact details | Regd. Office: 2 nd Floor, Jeevan Deep Building, Parliament Street New Delhi- 110 001 (India) Tel: +91-11-2334 6954 Email: asiacapitallimited@gmail.com Website: www.asiacapital.in |
| vi) | Whether listed company (Yes/No) | Yes; Listed |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Indus Portfolio Private Limited G-65, Bali Nagar, New Delhi-110 015 Tel: 011- 4767 1211; Fax: 011- 4764 1222 Email: d.kataria@indusinvest.com Website: www.indusinvest.com |

II. Principal business activities of the company

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

| Sl. No. | Name and Description of main products/services | NIC Code of the Product/service | % of total turnover of the company |
|---------|---|---------------------------------|------------------------------------|
| 1. | Sale of Shares & other Securities [other financial vehicle] | 64300 | 98.62 |

III. Particulars of holding, subsidiary and associate companies:

| Sl. No. | Name and address of the company | CIN/GLN | Holding/ subsidiary/ associate | % age of shares held | Applicable section |
|---------|---|-------------------------------|--------------------------------|----------------------|--------------------|
| 1. | SKC Investment Advisors Pvt. Ltd. 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400 056 | CIN: U67190MH2012PTC231038 | Holding Company | 75% | Section 2(46) |

IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)**a) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-03-2018] | | | | No. of Shares held at the end of the year [As on 31-03-2019] | | | | % Change during the year |
|---|---|----------|---------------|-------------------|---|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ H.U.F. | 440990 | 0 | 440990 | 14.26 | 0 | 0 | 0 | 0 | -14.26 |
| b) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 350000 | 0 | 350000 | 11.32 | 2318990 | 0 | 2318990 | 75.00 | 63.68 |
| e) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A)(1) | 790990 | 0 | 790990 | 25.58 | 2318990 | 0 | 2318990 | 75.00 | 49.42 |
| (2) Foreign | | | | | | | | | |
| a) NRIs Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A)(2) | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter A=A(1)+A(2) | 790990 | 0 | 790990 | 25.58 | 2318990 | 0 | 2318990 | 75.00 | 49.42 |

| | | | | | | | | | |
|---|----------------|---------------|----------------|--------------|----------------|--------------|----------------|--------------|---------------|
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt.(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | |
| i) Indian | 750000 | 0 | 750000 | 24.26 | 0 | 0 | 0 | 0 | -24.26 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 0 | 551010 | 551010 | 17.82 | 0 | 0 | 0 | 0 | -17.82 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh | 1000000 | 0 | 1000000 | 32.34 | 723010 | 50000 | 773010 | 25.00 | -7.34 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2) | 1750000 | 551010 | 2301010 | 74.42 | 723010 | 50000 | 773010 | 25.00 | -49.42 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1750000 | 551010 | 2301010 | 74.42 | 723010 | 50000 | 773010 | 25.00 | -49.42 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 2540990 | 551010 | 3092000 | 100 | 3042000 | 50000 | 3092000 | 100 | 0 |

b) Shareholding of Promoter:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------------|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | |
| 1. | Deepak Kumar Jain Jt. Kavita Jain | 1,28,060 | 4.14 | 0 | 0 | 0 | 0 | -4.14 |
| 2. | Surendra Kumar Jain Jt. Deepak Kumar Jain | 81,720 | 2.64 | 0 | 0 | 0 | 0 | -2.64 |
| 3. | Manoj Kumar Jain Jt. Nidhi Jain | 78,100 | 2.53 | 0 | 0 | 0 | 0 | -2.53 |
| 4. | Kavita Jain Jt. Deepak Kumar Jain | 75,050 | 2.43 | 0 | 0 | 0 | 0 | -2.43 |
| 5. | Nidhi Jain Jt. Manoj Kumar Jain | 75,000 | 2.43 | 0 | 0 | 0 | 0 | -2.43 |
| 6. | Chandra Bhan Agarwal Jt. Meera Rani Agarwal | 3,060 | 0.10 | 0 | 0 | 0 | 0 | -0.10 |
| 7. | D.M. International Pvt. Ltd. | 3,50,000 | 11.32 | 0 | 0 | 0 | 0 | -11.32 |
| 8. | SKC Investment Advisors Pvt. Ltd. | 0 | 0 | 0 | 23,18,990 | 75.00 | 0 | 75.00 |
| Total | | 7,90,990 | 25.58 | 0 | 23,18,990 | 75.00 | 0 | 49.42 |

c) Change in Promoter's Shareholding

| Sl. No. | Shareholder's Name | Shareholding | | Date of change | Increase/ (Decrease) in share-holding | Reason | Cumulative Shareholding during the year (01-04-2018 to 31-03-2019) | |
|---------|--|---|----------------------------------|-------------------------|---------------------------------------|--------------------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-2018) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 1. | Deepak Kumar Jain Jt. Kavita Jain | 1,28,060 | 4.14 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 2. | Surendra Kumar Jain Jt. Deepak Kumar Jain | 81,720 | 2.64 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 3. | Manoj Kumar Jain Jt. Nidhi Jain | 78,100 | 2.53 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 4. | Kavita Jain Jt. Deepak Kumar Jain | 75,050 | 2.43 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 5. | Nidhi Jain Jt. Manoj Kumar Jain | 75,000 | 2.43 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 6. | Chandra Bhan Agarwal Jt. Meera Rani Agarwal | 3,060 | 0.10 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 7. | D.M. International Pvt. Ltd. | 3,50,000 | 11.32 | 21-11-2018 | Decrease | Transfer of Shares | 0 | 0 |
| 8. | SKC Investment Advisors Pvt. Ltd. | 0 | 0 | 28-11-2018 & 29-11-2018 | Increase | Transfer of Shares | 23,18,990 | 75.00 |

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | Shareholder's Name | Shareholding | | Date of change | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01-04-018 to 31-03-2019) | |
|---------|----------------------------|---|----------------------------------|----------------|--------------------------------------|--------------------|---|----------------------------------|
| | | No. of Shares at the beginning (01-04-2018) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 1. | Abhishek Richhariya | 0 | 0 | - | Increase | Purchase of Shares | 1,22,000 | 3.95 |
| 2. | Ratan Babulal Lath | 0 | 0 | - | Increase | Purchase of Shares | 1,02,530 | 3.32 |
| 3. | Avritti Mishra | 0 | 0 | - | Increase | Purchase of Shares | 1,00,000 | 3.23 |
| 4. | Sandeep V Dadia | 0 | 0 | - | Increase | Purchase of Shares | 78,280 | 2.53 |
| 5. | Ajaykumar Bholanath Gupta | 0 | 0 | 28-11-2018 | Increase | Purchase of Shares | 60,000 | 1.94 |
| 6. | Shashindra Omprakash Singh | 0 | 0 | 28-11-2018 | Increase | Purchase of Shares | 50,000 | 1.62 |
| 7. | Smit Ketan Shah | 0 | 0 | 20-02-2019 | Increase | Purchase of Shares | 50,000 | 1.62 |
| 8. | Amit Sheth | 0 | 0 | - | Increase | Purchase of Shares | 40,100 | 1.30 |
| 9. | G B V Siva Prasad | 0 | 0 | 28-11-2018 | Increase | Purchase of Shares | 40,000 | 1.29 |
| 10. | Shatrughna A Mandal | 0 | 0 | 28-11-2018 | Increase | Purchase of Shares | 40,000 | 1.29 |

e) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name of the Directors and KMPs | Shareholding | | Date of change | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01-04-2018 to 31-03-2019) | |
|---------|--------------------------------|---|----------------------------------|----------------|--------------------------------------|--------------------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-2018) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 1. | Mr. Deepak Kumar Jain | 1,28,060 | 4.14 | 21-11-2018 | Decrease | Transfer of Shares | Nil | N.A. |
| 2. | Mr. Surendra Kumar Jain | 81,720 | 2.64 | 21-11-2018 | Decrease | Transfer of Shares | Nil | N.A. |
| 3. | Mr. Manoj Kumar Jain | 78,100 | 2.53 | 21-11-2018 | Decrease | Transfer of Shares | Nil | N.A. |
| 4. | Mrs. Shallu Jain | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 5. | Mr. Atul Aggarwal | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 6. | Mr. Saurabh Madan | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 7. | Mr. Atin Jain | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 8. | Mr. Santosh Suresh Choudhary | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 9. | Mr. Ramsuresh Choudhary | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 10. | Mr. Dilip Kumar Jha | Nil | N.A. | 28-11-2018 | Increase | Transfer of Shares | 6,00,000 | 1.94 |
| 11. | Mr. Sanjay Kashi Rajgarhia | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 12. | Mr. Prannoy Kumar | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 13. | Mrs. Jayashri Samal | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 14. | Mr. Ramesh Voona | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |
| 15. | Ms. Kaveri Ghosh | Nil | N.A. | No change | N.A. | N.A. | Nil | N.A. |

V) Indebtedness of the company including interest outstanding/accrued but not due for payment**(Rs. In lakhs)**

| Indebtedness at the beginning of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|---|------------------------|-----------------|---------------------------|
| i) Principal Amount | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year | 0 | 0 | 0 | 0 |
| • Addition | 0 | 50000 | 0 | 50000 |
| • Reduction (Repayments) | 0 | 0 | 0 | 0 |
| Net Change | 0 | 50000 | 0 | 50000 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 50000 | 0 | 50000 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 50000 | 0 | 50000 |

VI. Remuneration of directors and key managerial personnel**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | Total Amount (in Rs.) |
|-------------------------------|--|------------------------|--|--|-----------------------|
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 | | | | |
| | (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 | | | | |
| | (c) Profits in lieu of salary under section 17 (3) Income- tax Act, 1961 | | | | |
| 2. | Stock Option | | | | |
| 3. | Sweat Equity | | | | |
| 4. | Commission | | | | |
| | - as % of profit | | | | |
| | - others, specify... | | | | |
| 5. | Others, please specify | | | | |
| Total (A) | | | | | |
| Ceiling as per the Act | | | | | |

B. Remuneration to other directors

| Sl. No. | Particulars of Remuneration | Name of Director | | | |
|---------------------------------------|--|---|--------------------------|--------------------------|------------------------|
| 1. | Independent Directors | Mrs. Shallu Jain | Mr. Atul Aggarwal | Mr. Saurabh Madan | Ms. Ridhi Gupta |
| | Fee for attending board & committee meetings | 16,000 | 16,000 | Nil | 3,000 |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (1) | 16,000 | 16,000 | Nil | 3,000 |
| 2. | Other Non-Executive Directors | Nil | Nil | Nil | Nil |
| | Fee for attending board & committee meetings | Nil | Nil | Nil | Nil |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (2) | Nil | Nil | Nil | Nil |
| | Total (B)=(1+2) | 16,000 | 16,000 | Nil | 3,000 |
| Total Managerial Remuneration | | 16,000 | 16,000 | Nil | 3,000 |
| Overall Ceiling as per the Act | | It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013 | | | |

| Sl. No. | Particulars of Remuneration | Name of Director | | | Total Amount (in Rs.) |
|---------|--|---|-------------------|--------------------|-----------------------|
| | | Mr. Sanjay Kashi Rajgarhia | Mr. Prannoy Kumar | Mr. Jayashri Samal | |
| 1. | Independent Directors | | | | |
| | Fee for attending board & committee meetings | 5,000 | 2,000 | Nil | 42,000 |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (1) | 5,000 | 2,000 | Nil | 42,000 |
| 2. | Other Non-Executive Directors | Nil | Nil | Nil | Nil |
| | Fee for attending board & committee meetings | Nil | Nil | Nil | Nil |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (2) | Nil | Nil | Nil | Nil |
| | Total (B)=(1+2) | 5,000 | 2,000 | Nil | 42,000 |
| | Total Managerial Remuneration | 5,000 | 2,000 | Nil | 42,000 |
| | Overall Ceiling as per the Act | It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013 | | | |

C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Amount in Rs.)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|--|--------------------------|------------------|------------------|-----------------|
| | | CFO | CS | CFO | Total |
| 1. | Gross salary | Mr. Atin Jain | Ms. Kaveri Ghosh | Mr. Ramesh Voona | |
| | (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 | 4,50,000 | 3,18,150 | Nil | 7,68,150 |
| | (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 | Nil | Nil | Nil | Nil |
| | (c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961 | Nil | Nil | Nil | Nil |
| 2. | Stock Option | Nil | Nil | Nil | Nil |
| 3. | Sweat Equity | Nil | Nil | Nil | Nil |
| 4. | Commission | Nil | Nil | Nil | Nil |
| | - as % of profit | Nil | Nil | Nil | Nil |
| | others, specify... | Nil | Nil | Nil | Nil |
| 5. | Others, please specify | Nil | Nil | Nil | Nil |
| | Total | 4,50,000 | 3,18,150 | Nil | 7,68,150 |

Note: Mr. Atin Jain resigned w.e.f. 31-12-2018 and Mr. Ramesh Voona is appointed as CFO w.e.f. 20-03-2019 on NIL remuneration.

VII. Penalties/punishment/compounding of offences: Nil

[No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other officers in default | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

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

Date: 13th August 2019
Place: Delhi

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

Sd/-
Manoj Kumar Jain
Director
DIN: 00097821
R/o 100 Vaishali, Pitampura
Delhi-110 034