

CORRIGENDUM TO THE NOTICE OF THE 40th ANNUAL GENERAL MEETING

This Corrigendum is being issued in continuation of notice dated 02nd August 2024 for convening the 40th Annual General Meeting (AGM) of Asia Capital Limited (The Company) scheduled to be held on Friday, 30th August 2024 at 11:30 A.M. (IST) at the registered office of the Company at 203, Aziz Avenue, CTS-1381, Near Railway Crossing Vallabhbai Patel Road, Vile Parle (W), Mumbai- 400056.

Members are requested to note the Item No. 4 along with explanatory statement attached thereto as under and a Corrigendum to Notice of 40th Annual General Meeting shall be sent to all the shareholders to whom the notice of 40th Annual General Meeting has been sent and the said corrigendum shall also be published in the newspaper and uploaded on the website of the Company i.e. <https://www.asiacapital.in/> and stock exchange website i.e. www.bseindia.com

All the content/ information in the AGM Notice shall remain unchanged. The AGM Notice should be read in continuation of and in conjunction with this corrigendum.

SPECIAL BUSINESS:

ITEM NO.4: RE-APPOINTMENT OF MR. SANJAY RAJGARHIA AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Sanjay Rajgarhia (DIN: 06508392), who was appointed as an Independent Director of the Company at the 35th Annual General Meeting of the Company held on 21st September, 2019 and who holds office of Independent Director up to 20th September, 2024 and who is eligible for being re-appointed as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in in respect of whom the Company has received a Notice in writing from a Member



Asia Capital Limited

(A BSE Listed NBFC)

CIN: L65993MH1983PLC342502

Registered Office:
203, Aziz Avenue, CTS-1381, Near
Railway Crossing Vallabhbai Patel Road,
Vile Parle (West), Mumbai - 400056

under section 160 of the Act, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 21st September 2024 to 20th September, 2029 (both days inclusive).

RESOLVED FURTHER THAT or the purpose of giving effect to this resolution the Board of Directors of the Company, Key Managerial Personnel or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 4

ITEM NO.4: RE-APPOINTMENT OF MR. SANJAY RAJGARHIA AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Sanjay Rajgarhia (DIN: 06508392) is currently an independent director of the Company.

Mr. Sanjay Rajgarhia was appointed as an Independent Director of the Company by the Members at the 35th Annual General Meeting of the Company held on September 21 2019 for a period of five (5) consecutive years commencing from September 21, 2019 upto September 20, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 02, 2024, proposed the re-appointment of Mr. Sanjay as an Independent Director of the Company for a second term of five (5) consecutive years commencing from September 21, 2024 upto September 20, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Sanjay continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Sanjay Kashi Rajgarhia is having more than 24 years of experience in various sectors including Investment, Trading, Financial Advisory and Accountancy.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Sanjay confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mr. Sanjay has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Sanjay has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sanjay as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

**Date: 19th August, 2024
Place: Mumbai**

**Sd/-
Prateek Sharma
Company Secretary & Compliance Officer
M. No. A49283**

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND REVISED SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of the Director	Mr. Sanjay Rajgarhia
DIN	06508392
Father's Name	Mr. Kashi Prasad Rajgarhia
Date of Birth (Age in years)	01-07-1962 (62 years)
Original date of appointment	21-09-2019
Qualifications	Chartered Accountant
Experience and expertise in specific functional area	Mr. Sanjay Kashi Rajgarhia is having more than 24 years of experience in various sectors including Investment, Trading, Financial Advisory and Accountancy.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 4 of the Notice and Explanatory Statement
At Shareholding in Asia Capital Limited	NIL
Terms and conditions of re-appointment	As per the Nomination and Remuneration Policy
Remuneration last drawn	Sitting fees for attending Meetings as decided by the Board.
No. of Board meetings attended during the year	5 (Five)
Relationship with other Directors or KMPs	None
Directorships held in other companies in India	NIL
Membership/ Chairmanship of committees in public limited companies in India	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee of Asia Capital Limited