



<b>Board of Directors :</b>	<b>PADHAM J CHALLANI,</b> Chairman
	<b>N. SUBRAMANIAN,</b> B.com, F.C.A Director
	<b>LAKSHMI NARASHMA RAO,</b> B.com (Hon), F.C.A Director
	<b>SWAPNA P KOCHAR</b> Woman Director (appointed w.e.f. 04-03-2016)
	<b>POOJA CHALLANI</b> Woman Director (resigned w.e.f. 04-03-2016)
<b>Registered Office :</b>	No.15, New Giri Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India. Phone: 91-44-2834 2111, Fax:91-44-2834 1280 Email: info@indoaisafinance.com Website: www.indoaisafinance.com
<b>Auditors :</b>	<b>M/s. N.RAMAKRISHNAN,</b> Chartered Accountant Membership No.12527 No.14, 6th Cross Street, Karapagam Gardens, Adyar, Chennai – 600 020 Phone: 91-44-4260 7586
<b>Bankers / Financial Institutions :</b>	<b>CANARA BANK,</b> Teynampet Branch,
	<b>HDFC BANK,</b> G.N. Chetty Road, T. Nagar, Branch,
	<b>RBL BANK,</b> G.N. Chetty Road, T. Nagar, Branch,
<b>Share Listed with :</b>	The Bombay Stock Exchange Limited (BSE Ltd.), Mumbai
<b>Company Share Registry :</b>	M/s. Cameo Corporate Services Limited “Subramanian Buildings”, 1, Club House Road, Chennai – 600 002 Phone: 91-44-2846 0390 / 94, Fax: 91-44-2846 0129. E-mail: investor@cameoindia.com

**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the **Twenty-Sixth** Annual General Meeting of the Members of **INDO ASIA FINANCE LIMITED** will be held on Tuesday the 20<sup>th</sup> September, 2016 from 11.00 a.m. at Shankar Business Space, No.5/4, Nana Street, T. Nagar, Chennai - 600 017 (Near Pondy Bazaar Post Office) Cell : +91-9840165682 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance sheet and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016, as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Padham J Challani (DIN: 00052216), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditor Mr. N.Ramakrishnan (M.No.012527), Chartered Accountant, having office at Old No.8, New No.14, 6<sup>th</sup> Cross Street, Karpagam Gardens, Adyar, Chennai- 600020 to hold office for a period of 1 years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the Financial year ended 31<sup>st</sup> March, 2016, and the remuneration to be fixed by the Board of Directors in consultation with the Auditor and pass the following resolution as the ordinary resolution.

**SPECIAL BUSINESS:****4. REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR**

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

**RESOLVED** that Mrs. Swapna P Kochar (holding DIN: 02262562) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04<sup>th</sup> March, 2016, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Non-Independent Woman Director, liable to retire by rotation.

By Order of the Board  
For Indo Asia Finance Limited

Sd/-

Padham J Challani  
Chariman

24<sup>th</sup> May, 2016  
Registered Office  
No.15, New Giri Road,  
T. Nagar, Chennai-600017



**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday the 14th September, 2016 to Tuesday the 20th September, 2016 (both days inclusive) for the purpose of ensuing Twenty Sixth Annual General Meeting.
8. Members are hereby requested to send all correspondence concerning transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address to the Company's Registrar and Share Transfer Agent.
9. Members desiring to have any clarification on account are requested to write to the Company at an early date so as to enable the Company keep the information ready.
10. Members who have not yet encased their dividend warrants for previous years are advised to forward such warrants to the company for revalidation. Pursuant to the provision of section 205A read with section 205C of the Companies Act, 1956, dividend, which remains unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund of the Central Government.
11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, members holding shares in electronic forms are therefore requested to submit the PAN to their Depositories Participant with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
12. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their depository participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
13. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice/Documents including Annual Report can be sent by E-mail to its members. To support this Green Initiative of the Government in full measure, members who have not registered their E-mail



addresses, so far, are requested to register their E-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their E-mail IDs with M/s. Cameo Corporate Services Limited, "Subramanian Buildings", 1, Club House Road, Chennai-600 002.

14. Members who are holding shares in more than one folio under physical form may approach the Company's Share Transfer Agents for consolidation with respective details.
15. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 17th September, 2016 (start at 9 am) and ends on 19th September, 2016 (till 5 pm). During these period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date 13th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label)</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.





- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



16. Brief resume of Directors proposed to be appointed / re-appointed as required under Clause 49 of the Listing Agreement with the Stock Exchanges is given below

**DIRECTORS**

Name	Mr. Padham J Challani	Ms. Swapna P Kochar
Date of Birth & Age	10/01/1955 (60 years)	30/12/1982 (34 years)
Nationality	Indian	Indian
Date of Appointment on the Board	29/01/2010	04/03/2016
Qualifications	B.com	B.com
Expertise in functional area	Business and Finance	Business and Finance
No. of Shares held	1,10,100	3,46,806
Number of Directorship held In other Companies as on date	12	2
Chairman/Member of the Committees of the Board of other Companies in which he is Director as on date	Nil	Nil
PAN	AEKPC1816N	AFEPJ8714M

**By Order of the Board  
For Indo Asia Finance Limited**

Sd/-

**Padham J Challani  
Chairman**

24<sup>th</sup> May, 2016  
Registered Office  
No.15, New Girdi Road,  
T. Nagar, Chennai-600017

**Explanatory Statement:****Item No.4 - REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR**

Mrs. Swapna P Kochar was appointed as an Additional Director by the Board of Directors on 04<sup>th</sup> March, 2016 under Articles of Association of the Company and under Section 260 of the Companies Act, 1956 (corresponding Section 161 (1) of the Companies Act, 2013). She is presently a Woman Director on the Board as per the current provisions of the SEBI Regulation. She will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, she being eligible and offering herself for appointment, is proposed to be appointed as a Non - Independent Woman Director, liable to retire by rotation.

A brief profile of the Director is given in the notes given above.

In the opinion of the Board, Mrs. Swapna P Kochar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as a Non-independent Woman director of the Company.

Mrs. Swapna P Kochar is related to Mr. Padham J Challani and none of the Directors, except him is concerned or interested in the resolution.

**By Order of the Board  
For Indo Asia Finance Limited**

Sd/-

**Padham J Challani  
Chairman**

24<sup>th</sup> May, 2016  
Registered Office  
No.15, New Giri Road,  
T. Nagar, Chennai-600017




**DIRECTORS' REPORT**

To the Members,

The Directors have great pleasure in presenting their 26<sup>th</sup> Annual Report along with the audited financial statement for the financial year ended 31<sup>st</sup> March, 2016.

**FINANCIAL RESULTS**

The Financial Results of the Company for the year ended 31<sup>st</sup> March, 2016 are summarized below:

Sl.No.	Particulars	Current Fin. Year-ended 31 <sup>st</sup> March, 2016	Previous Fin. Year-ended 31 <sup>st</sup> March, 2015
(i)	Revenue from operations (net)	55,97,535	63,88,812
(ii)	Other Income	22,44,570	23,03,25,187
(iii)	<b>Total Income</b>	<b>78,42,105</b>	<b>23,67,13,999</b>
(iv)	Operating Expenditure	1,84,45,174	26,12,12,459
(v)	Profit before Interest, Depreciation and Amortisation and Tax	(1,06,03,069)	(2,44,98,460)
(vi)	Finance Costs (net)	91,78,418	1,84,96,109
(vii)	Depreciation and Amortisation	16,10,809	7,98,173
(viii)	<b>Profit before Taxes</b>	<b>(2,13,92,296)</b>	<b>(4,37,92,742)</b>
(ix)	Tax Expenses		
	a) Current Tax	NIL	NIL
	b) Deferred Tax	(2,12,945)	1,35,112
(x)	<b>Net Profit (or) Loss for the Year</b>	<b>(2,11,79,351)</b>	<b>(4,39,27,854)</b>
(xi)	Balance Brought Forward from Previous Year	NIL	NIL
(xii)	Amount Available for Appropriation	(2,11,79,351)	(4,39,27,854)
	<b>Appropriations</b>		
(a)	Interim Dividends on Equity Shares	NIL	NIL
(b)	Tax on Dividends	NIL	NIL
(c)	Transfer to General Reserve	NIL	NIL
(d)	Transfer to Special Reserve	NIL	NIL
(e)	<b>Balance carried to Balance Sheet</b>	<b>(2,11,79,351)</b>	<b>(4,39,27,854)</b>



**PERFORMANCE OF THE COMPANY**

During the year, your Company registered a total income of Rs.78,42,105/- representing the decrease in 30% over that of the previous year. **This was mainly due to the adverse business condition.** Your Company registered a Net Loss of Rs. 2,11,79,351/- as compared to previous year Net Loss of Rs.4,39,27,854/-. **The general depletion in the economic conditions was a major challenge for the NBFC's for collection and which in turn resulted in reduction in overall disbursement of loans.**

**DIVIDEND**

In order to conserve the liquid resources for the development of business of the Company and to enhance Shareholders' value, your Directors have not recommended any Dividend for the period ended 31.03.2016.

During the financial year ended 31.03.2016, the Company had transferred the matured (7 years expired) unclaimed dividend amounting Rs.1.94 Lakhs out of Rs. 3.47 Lakhs to IEPF account on 19.10.2015 in accordance with the provision of Companies Act, 2013 and the balance amount of Rs.1.53 Lakhs will be transfered to the said IEPF account for the next financial (after the expiry of 7 years) from the date of declaration of such dividend.

**TRANSFER TO RESERVES**

The Company has not transfered any amount to General Reserve during the Financial Year.

**DEPOSITS**

The Company has not accepted Public Deposits during the period. The Company has repaid all earlier Deposits in June 2012. And your Company is taking steps to convert its status from Deposit Taking Company to Non-Deposit Taking Company with the RBI regulatory.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SEC.186**

These are covered by the notes on financial statements provided in this Annual Report.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****Appointments and Resignations**

The Board has appointed Mrs. SWAPNA P KOCHAR as Additional Director of the Company w.e.f. 04.03.2016, under the category of Woman Director. The Board of Directors seeks your support in confirming the appointment of Mrs. SWAPNA P KOCHAR as continuing Woman Director of the Company.



Details of appointments and resignations of Directors during the year are tabled below:

<b>Name of Director/Key Managerial Personnel</b>	<b>Designation</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>
Mrs. Swapna P Kochar	Woman Director	Appointed as an Additional Director w.e.f. 04/03/2016.	NA
Ms. Pooja Challani	Woman Director	Appointed as an Additional w.e.f. 05/08/2015 and Re-designated w.e.f. 26/09/2015	Resigned w.e.f. 04/03/2016.

#### **Declaration by Independent Directors**

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **BOARD MEETINGS HELD DURING THE FINANCIAL YEAR**

During the period from 01<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016 - Seven Board Meetings were convened and held, the details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

<b>Date of Board Meeting</b>	<b>Names of Directors who attended the meeting</b>
27 <sup>th</sup> May, 2015	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao
05 <sup>th</sup> August, 2015	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao
01 <sup>st</sup> September, 2015	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao, Pooja Challani
06 <sup>th</sup> November, 2015	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao, Pooja Challani
12 <sup>th</sup> January, 2016	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao, Pooja Challani
04 <sup>th</sup> February, 2016	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao, Pooja Challani
04 <sup>th</sup> March, 2016	Padham J Challani, N.Subramanian, Lakshmi Narasimha Rao, Pooja Challani, Swapna P Kochar (w.e.f. 04-03-2016)