



**INDO ASIA FINANCE LIMITED**

**30<sup>TH</sup> ANNUAL REPORT**

<b>Composition of the Board :</b>	<b>PADAM J CHALLANI,</b> Chairman cum- Managing Director
	<b>N. SUBRAMANIAN,</b> B.com, Director
	<b>M. J. LAKSHMI NARASIMHA RAO,</b> B.com (Hons), F.C.A Director
	<b>SWAPNA PAWAN KOCHAR</b> Woman Director
<b>Registered Office :</b>	No.15, New Giri Road, T.Nagar, Chennai – 600017, Tamil Nadu, India. Phone: 044- 2834 2111, Fax: 044- 2834 1280 Email: info@indoasiafinance.com Website: www.indoasiafinance.com
<b>Auditors :</b>	<b>M/s. KANNAN ASSOCIATES,</b> Chartered Accountant Firm Reg. No.: 001736S Membership No.: 022714 No. 21, Srinivasan Street, Mandavelli Chennai – 600028 Phone: 044- 24953069
<b>Bankers / Financial Institutions :</b>	<b>PUNJAB &amp; SIND BANK,</b> Mount Road 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>Registrars and Share Transfer Agent</b>	M/s. Cameo Corporate Services Limited “Subramanian Buildings”, 1, Club House Road, Chennai – 600002 Phone: 044- 2846 0390 / 94, Fax: 044- 2846 0129. E-mail: investor@cameoindia.com

**NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the **Thirtieth** Annual General Meeting of the Members of **INDO ASIA FINANCE LIMITED** will be held on Saturday, 30<sup>th</sup> September, 2020 from 11.00 a.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance sheet, Profit & Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020 and as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Padam J Challani (DIN: 00052216), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Kannan Associates (FRN: 001736S), Chartered Accountants, having office at 447, Agraharam Street, Erode - 638001 as auditors of the company to hold office for a period of 5 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, 2025, and the remuneration to be fixed by the Board of Directors in consultation with the Auditor.

**SPECIAL BUSINESS:****4. RATIFICATION OF THE APPOINTMENT OF MANAGING DIRECTOR**

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

**"RESOLVED THAT** pursuant to Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 Mr. Padam J Challani be and is hereby appointed as the Managing Director of the Company for a period of one year up to 31<sup>st</sup> March, 2021."

**"FURTHER RESOLVED THAT** Ms. Swapna P Kochar, Director be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

7<sup>th</sup> September, 2020  
Chennai

**Padam J Challani  
Managing Director  
DIN: 00052216**

### NOTES

1. At the ensuing Annual General Meeting Mr. Padam J Challani retire by rotation and being eligible, offer himself for re-appointment.
2. Details of Director seeking reappointment at the 30th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
3. The relevant Explanatory statements pursuant to sec 102(1) of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), which sets out material facts and reasons for the special business in item No. 4 of the accompanying notice is annexed hereto

**General instructions for accessing and participating in the 30<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 30<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility and deemed venue of meeting will be the registered office of the Company. Please find hereunder the link, login id and password for participating in the 30<sup>th</sup> AGM through VC facility.

Topic: 30TH ANNUAL GENERAL MEETING OF INDO ASIA FINANCE LIMITED

Time: Sep 30, 2020 11:00 AM Mumbai, Kolkata, New Delhi

Zoom Meeting link

<https://zoom.us/j/92490094263?pwd=ZXpBVHZuZkw0bytzYlk0bGplMjVhZz09>

Meeting ID: 924 9009 4263

Passcode: 8mGu8E

4. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 30th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly,

the facility for appointment of proxies by the Members will not be made available for the 30<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email from its registered email address to [info@indoasiafinance.com](mailto:info@indoasiafinance.com)
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM. However, for easy access, interested stakeholders shall send us a request for the same through email from its registered address to [info@indoasiafinance.com](mailto:info@indoasiafinance.com) on or before 15<sup>th</sup> September 2020.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 20 September 2020 through email on [info@indoasiafinance.com](mailto:info@indoasiafinance.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.indoasiafinance.com>, website of the Stock Exchange i.e. Bombay Stock Exchange Limited at [www.bse.in](http://www.bse.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.



**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice**

i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at [info@indoasiafinance.com](mailto:info@indoasiafinance.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com) respectively.

ii) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at [sreemaruthimarine@rediffmail.com](mailto:sreemaruthimarine@rediffmail.com) or [murali@cameoindia.com](mailto:murali@cameoindia.com) respectively.

iii) The Company/RTA shall co-ordinate with CDSL / NSDL and provide the login credentials to the aforesaid shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed or in the website of the Company [www.indoasiafinance.com](http://www.indoasiafinance.com).
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance between 15 September 2020

and 20 September 2020 mentioning their name, demat account number/folio number, email ID, mobile number at [info@indoasiafinance.com](mailto:info@indoasiafinance.com)

7. Members who need assistance before or during the AGM, or 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533, 022-23058542 / 43

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING**

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **VOTING THROUGH REMOTE ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The facility for voting, through e voting shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

### **E voting guidelines**

The instructions for shareholding voting electronically are as under:-

- i) The voting period begins on 27<sup>th</sup> September 2020 9.00 A.M. to 29<sup>th</sup> September 2020 5.00 P.M. During this period shareholders of the company holding shares either in physical form or in dematerialized form as on 20<sup>th</sup> September 2020 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii) The shareholders should log on to the e-voting website: - [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on the shareholders.
- v) 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.
- vi) Next enter the image verification as displayed and click on login.
- vii) If you are holding shares in demat form and had logged on to [www.evoting.com](http://www.evoting.com) and voted on an earlier voting of any company then you existing password is to be used.
- viii) If you are first time user follow the steps given below:-

<b>For members holding shares in Demat form and physical form</b>	
PAN:-	Enter your 10 digit alpha numeric pan issued by income tax department (Applicable for both demat and physical shareholders.)
	Members who have not updated their PAN



	<p>with the company/depository participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</p> <p>In case the sequent 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.</p>
Dividend Bank details Or Date Of Birth ( Dob)	<p>Enter the dividend bank details or date of birth on dd/mm/yy format as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 instruction (iv)</p>

After entering these details appropriately, click on "SUBMIT" tab.

- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- xiii) 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.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xv) 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 Corporates.
- ❖ 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 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 linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.