

Scrip ID : INDOASIAF
Scrip Code : 530747

14-02-2022

To,
Department of Corporate Service
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort Mumbai – 400001

Dear Sir,
Sub: Intimation about Extra-Ordinary General Meeting and electronic voting

We request you to kindly take note of the following schedule relating to Extra-Ordinary General Meeting scheduled to be held on Tuesday, 8th March 2022

EGM ON	TUESDAY, 8 th March, 2022
TIME	11.30 A M
VENUE	Through video conferencing and other audio visual means : Zoom meeting Deemed venue – Registered Office of the Company
Electronic voting cut-off date	28 th February, 2022
Electronic voting start	9.00 A.M. on Saturday, 5 th March 2022
Electronic Voting End	5.00 P.M. on Monday, 7 th March 2022
E-Voting Website	www.evotingindia.com of CDSL
BOOK CLOSURE START DATE	1 st March 2022
BOOK CLOSURE END DATE	8 th March 2022

You are kindly requesting to take note of the same.

Thank you,
Yours faithfully
For INDO ASIA FINANCE LIMITED



Anuja Giria
Company Secretary
Membership No: A43700



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Extra Ordinary General Meeting** of the Members of **Indo Asia Finance Limited** will be held on Tuesday, the 8th March, 2022 at 11.30 A.M. Through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact the following business :-

SPECIAL BUSINESS

ITEM No.1

To consider and if thought fit, to pass with or without modification, the following resolutions as a **Special resolution**.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Chennai, to alter following sub clause (5) after sub clause (4) of clause III (A) and sub clause (29) of clause III (B) of the Memorandum of Association of Company:

Sub Clause (5) of Clause III(A)

"To carry on investment Business and to deal in shares, stocks, securities and properties of all kinds of description and to lend money, either with or without security, and generally to such persons, firms, companies, whether incorporated or not, upon such terms and conditions as may be deemed expedient in connection with the business of the Company and in particular to customers and others having dealing with the Company and to receive money on loan and borrow or raise money in such manner as the company shall deem fit except by way of acceptance of public deposits."

Sub Clause (29) of Clause III(B)

"To borrow or raise money, or to receive money on loan at interest or otherwise in such a manner as the company may think fit other than by way of acceptance of public deposits, and in particular by the issue of debentures perpetual or otherwise and convertible into shares of this or any other company and to secure the repayment of any such money borrowed, raised or received, or owing by mortgage, pledge, hypothecation, charge or lien upon all or any of the property, assets or revenue of the company (both present and future) including its uncalled capital to give the lenders or creditors the powers of sale and other powers as may seem expedient and to purchase redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person, firm or company of any obligation undertaken by the company or any other person, firm or company as the case may be but to carry on the business of banking as defined in the Banking' Regulations Act, 1949."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Padam J Challani, Ms. Swapna Pawan Kochar, Directors of the Company and Ms. Anuja Giria, Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of



appointment with the Registrar of Companies, Chennai.”

ITEM No.2

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**.

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Chennai, the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approve and adopt in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Padam J Challani, Ms. Swapna Pawan Kochar Directors of the Company and Ms. Anuja Giria, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Chennai/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT Mr. Padam J Challani, Ms. Swapna Pawan Kochar Directors of the Company and Ms. Anuja Giria, the Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions.”

ITEM NO.3

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**.

"RESOLVED THAT pursuant to section 152, 196, 197 and other applicable provisions if any of the Companies Act, 2013 read with the provisions of Schedule V of the Companies Act, 2013 , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and, subject to other approvals, as may be required, the consent of the members of the company be and is hereby accorded for the re appointment of Mr. Padam J Challani (DIN: 00052216) as Managing Director of the Company without any remuneration for a further period of one year with effect from 1st April 2022 on such terms as may be agreed between Mr. Padam J Challani and the Company.”

"RESOLVED FURTHER THAT Mr. Padam J Challani (DIN: 00052216) shall have the right to manage the day-to-day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company and shall have the right to exercise such powers of Management of the Company, from time to time, as may be delegated to him by the Board of Directors.”

"RESOLVED FURTHER THAT Ms. Swapna Pawan Kochar, Director of the Company and Ms. Anuja Giria, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Chennai/ Ministry of Corporate Affairs), in connection with the reappointment of Managing Director, as approved by the Board and the members of the Company and/ or generally to give

effect to the foregoing resolutions.”

“RESOLVED FURTHER THAT Ms. Swapna Pawan Kochar, Director of the Company and Ms. Anuja Giria, the Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions.”

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

**Padam J Challani
Chairman**

**10th February 2022
Registered Office
No.15, New Giri Road,
T.Nagar, Chennai-600017**

NOTES

1. 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 businesses in item No.1, 2 & 3 of the accompanying notice is annexed here to

General instructions for accessing and participating in the Extra ordinary General meeting 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 No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13 2021 and as per General circular No.20/2021 dated December, 08 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 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 EGM 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 EGM through VC facility.

Topic: Extra Ordinary General Meeting OF INDO ASIA FINANCE LIMITED

Time: 8th March , 2022 11:30 AM IST

Join Zoom Meeting

<https://zoom.us/j/92257332020?pwd=RjN1UWtxQUxzZbmtMVDJheHkzYUQ4UT09>

Meeting ID: 922 5733 2020

Passcode: 66KNMm

2. As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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

5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM 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 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.
6. 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.
7. 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 5th March 2022 (9.00 A.M.) and ends on 7th March 2022 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28th February 2022 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 venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also

enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin



	<p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	<p>account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 mailed to 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@indoasiafinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. 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 atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@indoasiafinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@indoasiafinance.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- 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 info@indoasiafinance.com or sofia@cameoindia.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 022-23058542/43.

OTHER INSTRUCTIONS:

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to sofia@cameoindia.com

- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 28th February 2022 may obtain the login ID and password by sending an email to info@indoasiafinance.com or sofia@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.

- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to

avail the facility of remote e-voting or voting at the Meeting.

IV. Mr. T. Durga Prasad, Company Secretary (CP No. 6316) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.

V. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.

VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.indoasiafinance.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

VII. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Cameo Corporation Services Limited, No.1, Subramanian Building, Club House Road, Anna Salai, Chennai, Tamil Nadu - 600002

VIII. All communication relating to shares may be addressed to the Company at: No.15, New Giri Road, T.Nagar, Chennai – 600017.

IX. The Register of Members and Share Transfer Books of the Company will remain closed from 1st March, 2022 to 8th March, 2022 (both days inclusive).

E voting cutoff date :- Monday, 28th February 2022

Remote E voting starts :- Saturday, 5th March 2022, 9.00 A.M.

Remote E voting ends :- Monday, 7th March 2022, 5.00 P.M.

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

**Padam J Challani
Managing Director**

**10th February , 2022
Registered Office
No.15, New Giri Road,
T. Nagar, Chennai-600017**

EXPLANATORY STATEMENT:**Item No.1**

The Company is required to alter its objects clause to remove all the clauses related to accepting deposits from public for obtaining approval from Reserve Bank of India for conversion to Category B- Non deposit accepting NBFC.

Your directors in its meeting held on 9th February 2022 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to sub clause (5) after sub clause (4) of clause III (A) and sub clause (29) of clause III (B), to give effect to the above alteration and the same is mentioned in the proposed resolution.

The draft of the amended Memorandum of Association proposed for approval, is circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 2

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 9th February 2022 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

ITEM NO.3

The appointment of Mr. Padam J Challani ,Managing Director of the Company (DIN: 00052216) is due for renewal as on

31st March 2022. Mr. Padam J Challani informed his willingness to extend his services on same terms and conditions. The recommendation of Nomination and Remuneration Committee was also considered by Board. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Managing Director. Accordingly, the Board recommends the resolution No. 3 in relation to re- appointment of Padam J Challani as Managing Director without remuneration for a further period of one year with effect from 1st April 2022 on the terms and conditions as agreed between Mr. Padam J Challani and the Company, for the approval by the shareholders of the Company vide special resolution.

None of the directors except Mr. Padam J Challani and Ms. Swapna Pawan Kochar, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

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

**Padam J Challani
Chairman**

**10th February, 2022
Registered Office
No.15, New Giri Road,
T.Nagar, Chennai-600017**