## FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# **Annual Return**

(other than OPCs and Small Companies)

L65191TN1990PLC019060

CHALLANI CAPITAL LIMITED

AAACI2117D

**Pre-fill** 

Form language 
English Hindi
Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company

(iii)

(b) Registered office address

15 NEW GIRI ROAD T.NAGAR NA CHENNAI	
Tamil Nadu 600017	
India	
(c) *e-mail ID of the company	info@challanicapital.com
(d) *Telephone number with STD code	04428342111
(e) Website	www.indoasiafinance.com
Date of Incorporation	17/04/1990

(iv)	Type of the Company	Category of the Company		Sub-category of the Company	
	Public Company	Company limited	l by shares		Indian Non-Government company
(v) Wh	ether company is having share ca	pital	• Yes	C	) No
(vi) *W	hether shares listed on recognized	d Stock Exchange(s)	• Yes	$\subset$	) No

#### (a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange Limited	1

(b) CIN of the Registrar and	d Transfer Agent	Γ	J67120TN	1998PLC041613	Pre-fill
Name of the Registrar and	d Transfer Agent				
CAMEO CORPORATE SERVIO	CES LIMITED				
Registered office address	of the Registrar and Tr	ansfer Agents			
"SUBRAMANIAN BUILDING" No.1 CLUB HOUSE ROAD					
(vii) *Financial year From date	01/04/2022	(DD/MM/YYYY)	To date	31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general r	meeting (AGM) held	• Yes	• •	No	
(a) If yes, date of AGM	22/06/2023				
(b) Due date of AGM	30/09/2023				
(c) Whether any extension	for AGM granted	$\bigcirc$	Yes	• No	
II. PRINCIPAL BUSINESS	S ACTIVITIES OF 1	THE COMPANY			

\*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	к	Financial and insurance Service	К8	Other financial activities	100

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0	C	Pre-fill All
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S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

## (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,510,000	15,000,000	15,000,000	15,000,000
Total amount of equity shares (in Rupees)	155,100,000	150,000,000	150,000,000	150,000,000
Number of classes		1		

Class of Shares EQUITY SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,510,000	15,000,000	15,000,000	15,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	155,100,000	150,000,000	150,000,000	150,000,000

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Authorised capital	luaulla	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

0

## (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	661,200	14,338,800	15000000	150,000,000	150,000,00	

Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	1			0	0	
0 Decrease during the year						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
0						
At the end of the year	661,200	14,338,800	15000000	150,000,000	150,000,00	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
0				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited		0	0	0	0	0	0	
iii. Reduction of share cap	ital	0	0	0	0	0	0	
iv. Others, specify								
	0				0	0		
At the end of the year		0	0	0	0	0		
ISIN of the equity shares of the company (ii) Details of stock split/consolidation during the year (for each class of shares) 0								
Class of	of shares	(i)		(ii)			(iii)	
Before split /	Number of shares							
Consolidation	Face value per share							
After split /	Number of shares							
Consolidation	Face value per share							

# (iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil Details	being provided in a CD/Digital Media]	• Yes	🔿 No	O Not Applicable
Separate	e sheet attached for details of transfers	⊖ Yes	🔿 No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting 10/09/2022						
Date of registration of transfer (Date Month Year)						
Type of transfer	quity, 2- Preference Shares,3 - Debentures, 4 - Stock					
Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)					

Ledger Folio of Transferor						
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	sferee					
Transferee's Name						
	Surname	middle name	first name			
Date of registration of transfer (Date Month Year)						
Type of transfe	r 1 - E	quity, 2- Preference Shares,3 -	Debentures, 4 - Stock			
Number of Shares/ E Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)				
Ledger Folio of Trans	sferor					
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	sferee					
Transferee's Name						
	Surname	middle name	first name			

## (iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

	Nominal value per unit	Total value
Total		0

#### Details of debentures

	Outstanding as at the beginning of the year		Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

#### (v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Paid up Value of each Unit	Total Paid up Value
Total				

0

## V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,757,810

#### (ii) Net worth of the Company

51,558,770

#### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,240,260	34.94	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

Total nu	Fotal number of shareholders (promoters)   9							
	Total	11,242,269	74.95	0	0			
10.	Others 0	0	0	0				
9.	Body corporate (not mentioned above)	6,002,009	40.01	0				
8.	Venture capital	0	0	0				
7.	Mutual funds	0	0	0				
6.	Foreign institutional investors	0	0	0				
5.	Financial institutions	0	0	0				
4.	Banks	0	0	0				
3.	Insurance companies	0	0	0				

## Total number of shareholders (promoters)

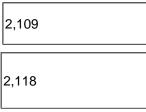
### (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equ	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	3,630,825	24.21	0		
	(ii) Non-resident Indian (NRI)	3,852	0.03	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	0	0	0		
6.	Foreign institutional investors	0	0	0		
7.	Mutual funds	0	0	0		

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	32,447	0.22	0	
10.	Others Escrow account & Clearing	90,607	0.6	0	
	Total	3,757,731	25.06	0	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters+Public/ Other than promoters)



#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	9
Members (other than promoters)	2,054	2,109
Debenture holders	0	0

### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		directors at the g of the year		rectors at the end ne year	Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. <b>Promoter</b>	1	1	1	1	0	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	3	1	3	0	0

#### Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

#### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PADAM J CHALLANI	00052216	Managing Director	0	
SWAPNA PAWAN KOC	02262562	Director	0	
RADHAKRISHNAN PRE	09195469	Director	0	
RAMESH KUMAR MAL	07726185	Director	0	
CHELLAIAH MADHAVA	AYNPM5746J	CFO	0	
BALU AKILA	BIZPA1454N	Company Secretar	0	

#### (ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN Designation beginning / the financia			Nature of change (Appointment/ Change in designation/ Cessation)
CHELLAIAH MADHAVA	IELLAIAH MADHAVA AYNPM5746J		23/05/2022	Appointment
ANUJA GIRIA AUQPG7484C		ANUJA GIRIA AUQPG7484C Company Secretar		Cessation
BALU AKILA	BIZPA1454N	Company Secretar	14/11/2022	Appointment

# IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

#### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1			
Type of meeting	Date of meeting	Total Number of Members entitled to	Attend	ance
		attend meeting		% of total shareholding
AGM	10/09/2022	2,054	19	70.4

#### **B. BOARD MEETINGS**

\*Number of meetings held



5

6

3

S. No.	Date of meeting	Total Number of directors associated as on the date				
		of meeting	Number of directors attended	% of attendance		
1	23/05/2022	4	4	100		
2	10/08/2022	4	4	100		
3	14/11/2022	4	4	100		
4	28/12/2022	4	4	100		
5	13/02/2023	4	4	100		

### C. COMMITTEE MEETINGS

mber of meetin	gs held		9		
S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Number of members attended	Attendance % of attendance
1	Audit committe	23/05/2022	3	3	100
2	Audit committe	10/08/2022	3	3	100
3	Audit committe	14/11/2022	3	3	100
4	Audit committe	13/02/2023	3	3	100
5	Nomination an	23/05/2022	3	3	100
6	Nomination an	10/08/2022	3	3	100
7	Nomination an	14/11/2022	3	3	100
8	STAKEHOLDE	13/02/2023	4	4	100
9	INDEPENDEN	13/02/2023	2	2	100

#### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings		Co	Whether attended AGM			
S. No.			Meetings	% of		Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	allendance	22/06/2023 (Y/N/NA)
1	PADAM J CH	A 5	5	100	8	8	100	Yes
2	SWAPNA PAV	V 5	5	100	1	1	100	Yes

3	RADHAKRISH	5	5	100	9	9	100	Yes
4	RAMESH KUN	И 5	5	100	9	9	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil Nil

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

5. NO.	Name	Designation	Gloss Salary	Commission	Sweat equity	Others	Amount
1							0
	Total						

Number o	f other directors whose	e remuneration deta	ails to be entered				
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year
  - B. If No, give reasons/observations

Observations as included in MGT-8

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

## (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS $\bigotimes$ NiI

 	Date of Order		Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES	X N	١i
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Name of the			Isection Linder Which	Particulars of offence	Amount of compounding (in Rupees)	

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

🔿 Yes 💿 No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	M FRANCIS	
Whether associate or fellow	○ Associate ● Fellow	
Certificate of practice number	14967	

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated 13/05/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

09

2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

#### To be digitally signed by

Director



DIN of the director

To be digitally signed by



Company Secretary					
O Company secretary in	n practice				
Membership number	18416	Certificate of prac	ctice number		
Attachments					List of attachments
1. List of share	holders, debenture holders		Attach	MGT-8.pdf	
2. Approval lett	er for extension of AGM;		Attach		
3. Copy of MG	3. Copy of MGT-8;		Attach		
4. Optional Atta	achement(s), if any		Attach		
					Remove attachment
Μ	<b>lodify</b> Che	ck Form	Prescrutiny		Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



# M FRANCIS & ASSOCIATES Practising Company Secretaries

## Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

## **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of CHALLANI CAPITAL LIMITED (Formerly known as INDO ASIA FINANCE LIMITED)(the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has generally complied with provisions of the Act & Rules made there under in respect of:
- 1. its status under the Act;

During the Year under review, the status of the company was Listed Public Company with its equity shares listed in recognized stock exchange, M/s. BSE Limited and there has been no change in this status during the said year.

2. Maintenance of registers / records & making entries therein within the time prescribed there for;

3. generally filed forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time;



Office Address : No.17, Old No.9, "Sai Seva Apartments", Flat No. 3, Second Floor, Neelakanta Mehta Street, T Nagar, Chennai - 600 017. GSTIN : 33AATPF9419R2ZT © 8072779423/9941432201 Email id: francis.acs@csfrancisandassociates.com Website : csfrancisandassociates.com During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except for:

a) 99.42% of promoters' shareholding is in dematerialization form and still 0.58% of the shares are in physical form.

b) Pursuant to the Section 203(4) of the Companies Act, 2013, Chief Financial Officer ("CFO") of the Company was not appointed for more than six months, wherein the resignation was on 15th October 2020 and new CFO was appointed only on 23rd May 2022.

c) Pursuant to Section 134 (1) of the Companies Act, 2013, Financial Statements of the Company for the Financial year 2021-2022was not signed by Company Secretary and Chief Financial Officer of the Company.

d) Few forms were filed with delay to the Ministry of Corporate affairs.

e) Pursuant to Regulation 29(2) of SEBI (SAST) Regulations, 2011, I understand that there was a change in promoter shareholding during September 2022 and I have not come across any disclosure made to BSE for the same.

f) There was a clarification sought from BSE regarding price information which I was able to trace on the BSE website dated 13th April 2022 and the reply is awaited from Company however Company has confirmed that it has not received any mail from the BSE for the same.

g) During the financial year 2022-23, the Company had received email from the Bombay Stock Exchange Limited (BSE) pursuant to the Regulations 19(1) and 42(2) of SEBI (LODR) for the penalties levied on the Company amounting to Rs.2,12,400 /- and Rs.10,000/- respectively. As informed by the management, the Company has applied for waiver to the Stock Exchange for Rs. 2,12,400 as the Regulation of 19(1) is substantially complied and paid penalty of Rs. 10,000/however, the Regulation42(2) of SEBI (LODR)was complied except the intimation was not in particular category to the Stock Exchange.

h) As per Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, The board of Directors has implemented a structured digital database that is to be maintained under this regulation except updation of information regarding legitimate purposes.

4. Calling / convening / holding meetings of Board of Directors, and the meetings of the members of the companyas stated in the annual return and the proceedings havebeen recorded in the minutes book / registers maintained for the purpose and the same have been signed;

x.x



- closure of Register of Members / Security holders was applicable to the Company.
- 6. \*advances / loans to its directors and/or persons or firms or companies referred in section185 of the Act;
- #contracts / arrangements with related parties as specified in section 188 of the Act;
- 8. \*issue, allotment, transfer or transmission or buy back of securities / redemption of preference shares or debentures/ or alteration of share capital / reduction of share capital / conversion of shares / securities and issue of security certificates in all instances.
- \*keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
- 10. \*declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
- audited financial statement for the Financial year 2021-2022 dated
   23.05.2022 was not signed by Company Secretary and Chief Financial
   Officer of the Company.
  - 12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them except

Chief Financial Officer ("CFO") of the Company was not appointed for more than six months, wherein the resignation was on 15th October 2020 and new



CFO was appointed only on 23rd May 2022.

- Reappointment / \*appointment / \*filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, wherever applicable.
- 15. \*acceptance / renewal / repayment of deposits
- 16. Borrowings from its directors / members / public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable.
- 17. \*loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
- 18. \*the Company has altered the Provisions of the Memorandum and not altered Articles of Association of the Company

Place: Chennai Date: 04.04.2024 UDIN: F010705F000028901



Name of Company Secretary in Practice: M. Francis Membership No: F10705 C. P. No.: 14967

#### Notes:

1.\*No such transactions during the financial year and hence the need for compliance did not arise.

2. #Contracts and arrangements were entered at arm's length basis.