



CHALLANI CAPITAL LIMITED

(Formerly Indo Asia Finance Limited)

Regd. Office :

No.15, New Giri Road,
(Opp. Hotel Accord),
Off G.N. Chetty Road,
T.Nagar, Chennai - 600 017.
Tel : +91 44 2834 2111
Web : www.challanicapital.com
CIN No. : L65191TN1990PLC019060
GSTIN : 33AAACI2117DIZD

Scrip ID : CHALLANI
Scrip Code : 530747

02.04.2025

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

Sub: Notice of Postal Ballot, seeking shareholders' approval for re-appointment of Mr. Padam J Challani (DIN: 00052216), as Managing Director and Chief Executive Officer.

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated March 31, 2025 for seeking approval of Members of the Company for the below mentioned Special Resolution:

Sr. No	Brief Description of the Special Resolution
1	Re-appointment of Mr. Padam J Challani (DIN: 00052216) as Managing Director for further term of 3 years, w.e.f. April 01, 2025 to March 31, 2028.

The Company has circulated the aforesaid Postal Ballot Notice along with the Explanatory Statement pertaining to the aforementioned resolution, in electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company /Registrar and Transfer Agent (Cameo Corporate Services Limited)/ Depositories (CDSL) as at close of business hours on Monday, March 31, 2025 (i.e. Cut-off date) and whose email address were registered with the Depository Participants or with the Company or its Registrar and Transfer Agent as on the Cut-off date.

The Remote e-Voting will commence on **Saturday, April 05, 2025 at 09:00 a.m. IST and will end on Sunday, May 04, 2025 at 5:00 p.m. IST.**





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The Postal Ballot Notice is also being hosted on the Company's website at www.challanicapital.com.

This is for your information and records, and we request you to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking You
Yours faithfully
For CHALLANI CAPITAL LIMITED

P Ramachandran
Company Secretary and Compliance Officer



Encl: As Above



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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

**To,
The Members,
CHALLANI CAPITAL LIMITED**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and 9/2024 dated 19th September, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions, if any, of the SEBI Listing Regulations, for the time being in force read along with SEBI Circulars / Master Circular(s), as may be applicable in this regard, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of CHALLANI CAPITAL LIMITED (the "Company") by means of Postal Ballot, by way of remote e-voting ("e-voting") process only.

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Alagar R, (Membership No. FCS 4720) (CP No.3913) Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00



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p.m. (IST) on Sunday, May 04, 2025, failing which it will be considered that no reply has been received from the Member.

The e-voting facility will be available during the following period:

Commencement of e-voting	9.00 A.M. IST on Saturday, April 05, 2025
Conclusion of e-voting	5.00 P.M. IST on Sunday, May 04, 2025
Cut-Off date for eligibility to vote	Monday, March 31, 2025

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.challanicapital.com, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Sunday, May 04, 2025.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF SHRI PADAM J CHALLANI (DIN: 00052216), AS THE MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the re-appointment of Shri Padam J Challani (DIN:00052216), who has already attained the age of 70 years, as the Managing Director of



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the Company w.e.f. April 1, 2025 for a further period of 3 (Three) years without any remuneration, not be liable to retire by rotation, on such terms and conditions as set out in the explanatory statement annexed hereto.

“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 the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of the terms of appointment of Shri Padam J Challani (DIN:00052216) including those related to remuneration applicable if any during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT any Director of the Company or Company Secretary, 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 the Board be and is hereby authorised to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendment(s) / modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.”

**By order of the Board of Directors
For CHALLANI CAPITAL LIMITED**

**Sd/-
P RAMACHANDRAN
COMPANY SECRETARY**

PLACE: CHENNAI

DATE: 31.03.2025

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102, 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and



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Administration) Rules, 2014 (“the Rules”), setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of the re-appointment of Shri Padam J Challani (DIN:00052216) is furnished as Annexure to this Notice. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice.

2. In compliance with the provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note hereunder.
3. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Monday, March 31, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s Cameo Corporate Services Limited, (“RTA”), in accordance with the provisions of the Act readwith the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purpose only.
4. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA, M/s. Cameo Corporate Services Limited.
6. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to Company’s RTA.
7. It is clarified that for permanent registration of e- mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the



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Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

8. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on March 31 2025, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to alagarr@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from 9.00 a.m. (IST) on Saturday, April 05, 2025 and ends at 5.00 p.m. (IST) on Sunday, May 04, 2025. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Sunday, May 04, 2025. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. The Board of Directors has appointed Alagar R, Practicing Company Secretary (FCS: 4720 & COP No. 3913) for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.
14. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before Tuesday, May 06, 2025. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on May 04, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.



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16. This Notice shall also be available on the website of the Company at www.challanicapital.com, websites of the stock exchange where the equity shares of the Company are listed, i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
17. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@challanicapital.com

General information and instructions relating to e-voting:

- (i) The voting period begins from 9.00 a.m. (IST) on Saturday, April 05, 2025 and ends at 5.00 p.m. (IST) on Sunday, May 04, 2025. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz. Monday, March 31, 2025, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.
- (iii) 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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.



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Pursuant to above said SEBI Master Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon & New System Myeasi Tab.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her 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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & E-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders holding securities in demat mode with NSDL Depository	<p>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.nsdl.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 be able to see e-voting services. Click on "Access to E-Voting" under e-voting</p>



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	<p>services and you will be able to see e-voting page. Click on the 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.</p> <p>2) If the user is not registered for IDeAS E-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the 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.</p>
<p>Individual shareholders (holding securities in demat mode), who wish to login through their Depository Participants (DP)</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 website after successful authentication, wherein you can see e-voting feature. Click on the 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</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 the abovementioned website(s).

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911



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Individual Shareholders holding securities in Demat mode with NSDL	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.: 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for remote e-voting for physical shareholders and shareholders other than individual shareholders holding **shares 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 Mode	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/RTA/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)	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. <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.

(iii) After entering these details appropriately, click on “SUBMIT” tab.

(iv) 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’



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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 remote 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.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the Company which is **250402002**.

(vii) 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.

(viii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire resolution details.

(ix) 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.

(x) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the voting page.

(xii) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutinizer for verification.

(xiv) Additional facility for Non – Individual Shareholders and Custodians - For Remote e-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 will be mapped automatically and can be delinked in case of any wrong mapping.



CHALLANI CAPITAL LIMITED

(Formerly Indo Asia Finance Limited)

Regd. Office :

No.15, New Giri Road,
(Opp. Hotel Accord),
Off G.N. Chetty Road,
T.Nagar, Chennai - 600 017.
Tel : +91 44 2834 2111
CIN No. : L65191TN1990PLC019060
GSTIN : 33AAAC12117D1ZD

It is mandatory that 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 at alagarr@gmail.com and to the Company at the e-mail address viz; info@challanicapital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xv) Process for those shareholders whose email/mobile nos. 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 **RTA email id**
2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911.



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ANNEXURE TO NOTICE EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 (the “Act”), Secretarial Standard on General Meetings (“SS-2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to agenda items as set out in this postal ballot notice:

1. RE-APPOINTMENT OF SHRI PADAM J CHALLANI (DIN: 00052216), AS THE MANAGING DIRECTOR OF THE COMPANY:

The appointment of Mr. Padam J Challani, Managing Director of the Company (DIN: 00052216) was approved by the Members for a period of one year with effect from April 01, 2024. Taking into account that the present term of appointment will be expiring on March 31, 2025, the Board of Directors at their meeting held on March 31, 2025 based on the recommendation of Nomination and Remuneration Committee (NRC) approved the proposal of re-appointment of Mr. Padam J Challani, as the Managing Director of the company for the period of 3 years with effect from April 01, 2025. Mr. Padam J Challani has volunteered not to draw any monetary remuneration during his terms of appointment as Managing Director, similar to his last term of appointment.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, “No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who is below the age of twenty-one years or has attained the age of seventy years: Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;”

Accordingly, the re-appointment of Mr. Padam J Challani (DIN: 00052216) as Managing Director of the company with effect from April 01, 2025 requires the approval of members by way of special resolution due to the fact he has attained age of 70 years coupled with the fact that re-appointment as managing director requires approval of members at the next general meeting in terms of the provisions under Section 196 of the Act.

Mr. Padam J Challani (DIN: 00052216), has been associated with the company for a long time and under his leadership the company could grow its business successfully. Taking into account the growth plans of the company, the board of directors of the company is of the opinion that the knowledge, experience and expertise of Mr. Padam J Challani is very much needed by the company to steer it successfully in its growth journey. 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

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 and other applicable provisions of the Listing Regulations, the approval of the members is sought for the re-appointment of Mr. Padam J Challani as Managing Director by way of a Special Resolution.



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None of the directors except Mr. Padam J Challani and Ms. Swapna Pawan Kochar being related to Mr. Padam J Challani, none of the other directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the Resolution set forth at Item No.01 for approval of Members.

**By order of the Board of Directors
For CHALLANI CAPITAL LIMITED
SD/-
P RAMACHANDRAN
COMPANY SECRETARY**

**PLACE: CHENNAI
DATE: 31.03.2025**



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Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of Director	Mr. Padam J Challani
Director Identification Number	00052216
Designation/category of the Director	Whole-time Director designated as "Managing Director"
Date of Birth	10/01/1955
Age	70 years
Date of first appointment on the Board	29/01/2010
Qualification	B.Sc.
Profile, Experience and Expertise in specific functional areas	Mr. Padam J Challani (DIN: 00052216) has been serving as the Managing Director of the Company since 2017. During his tenure as Managing Director, the Company has been able to improve its performance tremendously. He has over 35 years of extensive experience as an industrialist and steered the company with a strong emphasis on strategy, growth, and execution.
Terms and conditions of re-appointment	As set out in Resolution and the Explanatory Statement
Details of remuneration last drawn (FY 2024-25)	Nil
Details of remuneration sought to be paid	Nil
Shareholding in the Company including shareholding as a beneficial owner	NIL
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	1. Saravana Global Holdings Limited 2. Saravana Global Ventures Private Limited 3. Jaiguhan Venture Properties Private Limited 4. Shobha Padam Challani Foundation
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	None
No. of Board Meetings attended	FY 2024-25 (till the date of this Postal Ballot Notice): 5 out of 5
Inter-se relationship with other Directors and Key Managerial Personnel	Except Mr. Padam J Challani and Ms. Swapna Pawan Kochar being related to Mr. Padam J Challani, none of the other directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution.