



INTER GLOBE FINANCE LIMITED

Regd Office: Aloka House, 1st floor, 6B, Bentinck Street, Kolkata-700 001

Website: www.igfl.co.in e-mail: interglobefinance@gmail.com

Tel: 033-2262-1971, Fax: 033-4066-1066

CIN :- L65999WB1992PLC055265

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Inter Globe Finance Limited will be held on Thursday, 29th September, 2016 at 11.30 A.M. at 88/N Biren Roy Road (W) Kethopole, Kolkata – 700061 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2016, the Balance Sheet as at that Date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial Year 2015-16.
3. To appoint director in place of Mr. Navin Jain, who retires by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Auditors
To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Manish Mahavir & Co (Firm Reg. No. 324355E), Chartered Accountants, of 2A, Ganesh Chandra Avenue, 8th Floor, Kolkata-700013, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. Re-appointment of Mr. Suresh Kumar Jain (DIN: 01151644), as Executive Chairman and Managing Director of the Company.
To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article of the Articles of Association of the Company, the consent of the Company be

and is hereby accorded to the re-appointment of Mr. Suresh Kumar Jain (DIN: 01151644), as Executive Chairman and Managing Director of the Company for a further period of five years commencing from 20th July, 2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Suresh Kumar Jain, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Navin Jain (DIN: 01197626), Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. Increase in Managerial Remuneration

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198, 203 read with Schedule V including any statutory modification or re-enactment thereof and all other applicable provisions, if any, of the Companies Act, 2013, consent by the members of the Company be and is hereby accorded for remuneration paid to Mr. Suresh Kumar Jain (DIN: 01151644), Managing Director, such remuneration as approved in the said resolution (reproduced in the Explanatory Statement), as minimum remuneration in case Company has no profits or the profits of the Company are inadequate during any financial years during the present tenure of re-appointment of Mr. Suresh Kumar Jain (DIN: 01151644) as Managing Director subject to the maximum limit of Rs. 84,00,000/- w.e.f. 1st October, 2016."

Registered Office:

6B, Bentinck Street
Aloka House, 1st Floor
Kolkata-700001

By the order of the Board

Suresh Kumar Jain
Managing Director
(DIN: 01151644)

Date: September 03, 2016

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.
2. The proxy form duly completed and signed should be deposited at the registered office of the company not less than 48 hrs before the time of commencement of the Annual general meeting.
3. Members are requested to bring their copy of the Annual Report while attending the AGM as copies of the report will not be distributed at the meeting.
4. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.
5. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Register of members and Share Transfer books of the company will be closed from 23/09/2016 to 29/09/2016 (inclusive of both the days).
7. The dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited / dispatched as under : -
 - To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Thursday, September 22, 2016; or
 - To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar upto the close of business hours on Thursday, September 22, 2016
8. Shareholders seeking any information regarding the accounts are requested to write to the company at least two days in advance to enable the management to keep information ready.

9. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting

shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on **26th September, 2016 (10:00 am) and ends on 28th September, 2016 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22nd September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Inter Globe Finance Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

10. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at ranaygoswami@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th September, 2016 at 5:00 pm without which the vote shall not be treated as valid.

11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016. A person who is not a member as on cut off date should treat this notice for

information purpose only.

- 12.**The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 12th August, 2016.
- 13.**The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 14.**Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 15.**Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode. For members, who want the Annual Report in electronic mode are requested to send their e-mail address.
- 16.**Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22nd September, 2016 are requested to send the written / email communication to the Company at interglobefinance@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 17.**M/s Ranay Goswami & Co, Practicing Company Secretary (Certificate of Practice Number 34975 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- 18.**The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by the use of polling paper for all those members who are present at the AGM but have not cast their votes by availing remote e-voting facility.
- 19.**The Scrutinizer after conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses, not being in the employment of Company and shall make, not later than 3 days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the Results of the voting forthwith.

- 20.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.igfl.co.in and on the website of CDSL. The same will be communicated to BSE Limited, where the shares of the Company are listed.
- 21.** Members may note that vide circular dated 21st March, 2013, SEBI has mandated all listed companies to use electronic mode of payments such as NECS /RTGS / NEFT etc. for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall dispatch dividend warrants for making payment of dividends.
- 22.** A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 23.** Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Niche Technologies Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
- 24.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
- 25.** Route Map of Venue of the Meeting is attached.
- 26.** Brief Profile of Directors seeking appointment/ re-appointment at the Annual General Meeting of the Company to be held on September 29, 2016 is provided in Annexure - A of this Notice.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item No. 5 of the accompanying Notice dated May 30, 2016.

ITEM NO. 5:

The Board of Directors of the Company have subject to the approval of the shareholders, in its meeting held on June 24, 2016 extended the term of appointment of Mr. Suresh Kumar Jain (DIN: 01151644) as Managing Director of the Company for a further period of 5 years from July 20, 2016 as recommended by the Nomination and Remuneration Committee.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Suresh Kumar Jain are as under:

- (a) Remuneration: Rs. 3,00,000/- (Rupees Three Lakhs only) per month w.e.f. 1st July, 2016.
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (f) Mr. Suresh Kumar Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

ITEM NO. 6

Mr. Suresh Kumar Jain (DIN: 01151644) is the Managing Director of the Company. Under his leadership, IGFL has combined technology, innovation and growth oriented entrepreneurship to become one of the more successful, stable and well respected financial services companies in India. The Board has proposed to increase the remuneration of Mr. Suresh Kumar Jain, Managing Director. Such remuneration to be increased subject to the maximum limit of Rs. 84,00,000/- w.e.f. October 1st, 2016.

The remuneration payable to them commensurate with responsibilities conferred on them.

Pursuant to section 197 of the Companies Act, 2013, a company with inadequate profit may pay to its managing director or whole-time director 200% of the managerial remuneration as mentioned in Schedule-V of the Act if shareholders have given their approval through a special resolution.

The remuneration has been approved by Remuneration Committee. The members are requested to grant their consent and pass the resolution as Special Resolution.

Mr. Suresh Kumar Jain being the Managing Director of the Company is concerned or interested in the said resolution.

Brief Profile of Directors seeking appointment/ re-appointment at the Annual General Meeting

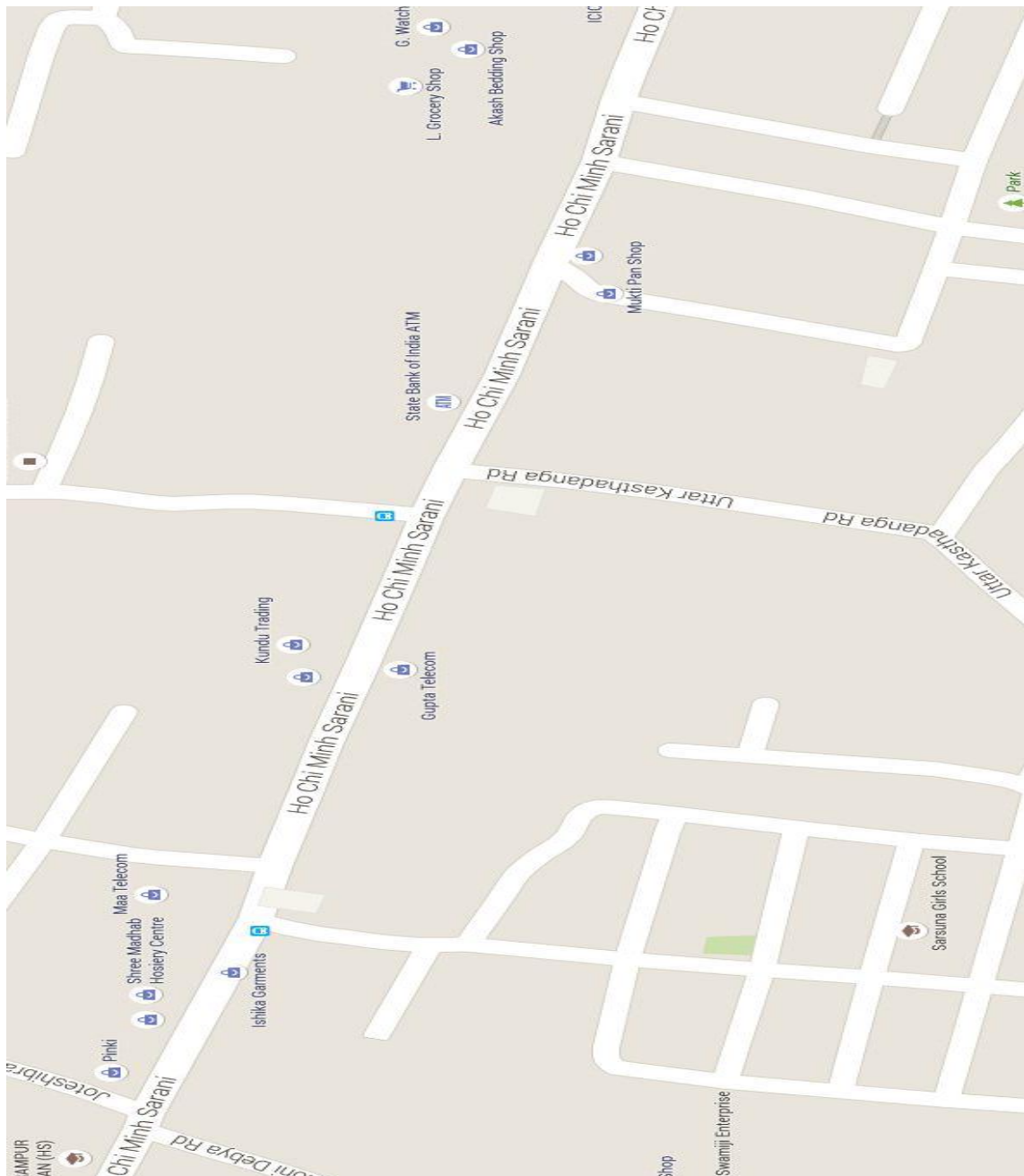
1. Suresh Kumar Jain

Name	Mr. Suresh Kumar Jain (DIN : 01151644)
Date of Birth	May 7, 1952
Nationality	Indian
Designation	Managing Director
Date of Appointment	January 11, 2008
Qualification	B.Com.
Experience	Over 30yrs in Finance industry, accounts finance and general administration.
Shares held in the Company	430314 Shares
Directorship in other Companies	<ol style="list-style-type: none"> 1. Inter Globe Cart Air Ltd. 2. Inter Globe Capital Market Ltd. 3. Inter Globe Realty Ltd. 4. Inter Globe Infralog Ltd. 5. Jeevan Rekha Agro Ltd. 6. SPD Projects Ltd. 7. Agon Projects Ltd. 8. Subhkamona Realty Project India Ltd.
Chairman/ Member of the Committees of other Companies in which he is a Director	Nil

2. Navin Jain

Name	Mr. Navin Jain (DIN : 01197626)
Date of Birth	October 15, 1972
Nationality	Indian
Designation	Executive Director
Date of Appointment	January 11, 2008
Qualification	B.Com.
Experience	Over 10 yrs in Indian Equity Markets and over 5 yrs in trading, distribution & business expansion.
Shares held in the Company	111260 Shares
Directorship in other Companies	<ol style="list-style-type: none"> 1. Inter Globe Cart Air Ltd. 2. Inter Globe Capital Market Ltd. 3. Inter Globe Realty Ltd. 4. Inter Globe Infralog Ltd. 5. Venus Dealmark Private Ltd. 6. Agon Projects Ltd. 7. Subhkamona Realty Project India Ltd. 8. Jiban Jyoti Multitrade & Services Ltd. 9. Sebika Medical College & Hospital International Ltd.
Chairman/ Member of the Committees of other Companies in which he is a Director	Nil

Route Map to the Venue of 23rd Annual General Meeting



Location: 88/N Biren Roy Road, Kethopole. Kolkata 700061 [*Biren Roy Road (Ho Chi Min Sarani), Opp State Bank of India]



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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules 2014)

CIN :	L65999WB1992PLC055265		
Name of the Company :	Inter Globe Finance Limited		
Registered Office :	6B, Bentinck Street, Aloka House, 1 st Floor Kolkata- 700 001		
Name of the Member(s) :			
Registered Address :			
Email Id:			
Folio No. /Client Id :		DP ID :	

I / We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him/her		
2.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him/her		
3	Name		
	Address		
	E-mail Id	Signature	
	Or failing him/her		

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Third Annual General Meeting** of the Company, to be held on 29th September, 2016 at 11.30 AM at 88/N Biren Roy Road, Kethopole. Kolkata 700061 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution	Vote (Optional) (See Note No. 3)	
		For	Against
Ordinary Business			
1	Ordinary Resolution: To consider and adopt Audited Financial Statements for the year ended 31-03-2016 and report of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution: To declare dividend on equity shares for the financial year 2015-16.		
3	Ordinary Resolution: To re-appoint Mr. Navin Jain who retires by rotation as Director and eligible for re-appointment.		
4	Ordinary Resolution: To appoint Auditors and to fix their remuneration.		
Special Business			
5	Ordinary Resolution: Re-appointment of Mr. Suresh Kumar Jain (DIN: 01151644) as Executive Chairman and Managing Director		
6	Special Resolution: Increase in Managerial Remuneration		

Signed this _____ day of _____ 2016

Affix Revenue Stamp

Signature of Member : _____

Signature of Proxy holder(s) : _____

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
2. A Proxy need not be a member of the Company.
3. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "**For**". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "**Against**". If no direction is given, your Proxy may vote or abstain as he / she thinks fit.



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ATTENDANCE SLIP

(To be presented at the entrance)

Sl.No.

Registered Folio/ DP ID and Client ID*	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

*Applicable for shares held in electronic form

I/We hereby record my/our presence at 23rd Annual General Meeting of the Company, to be held on 29th September, 2016 at 11.30 AM at 88/N Biren Roy Road, Kethopole. Kolkata-700061.

Full Name of Member's /Proxy's in BLOCK Letters

Signature of Member/Proxy

Notes :

- i. Only Member / Proxy holder can attend the Meeting.
- ii. Please complete the Folio/DP ID No. and name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
- iii. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.