



Regd. Office: Aloka House, 1<sup>st</sup> floor, 6B, Bentinck Street, Kolkata-700 001

Website: [www.igfl.co.in](http://www.igfl.co.in) e-mail: [interglobefinance@gmail.com](mailto:interglobefinance@gmail.com)

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

CIN: - L65999WB1992PLC055265

(ANNEXURE TO THE NOTICE FOR THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28<sup>TH</sup> SEPTEMBER, 2017)

Name & Registered Address  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to 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 E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Friday, 28<sup>th</sup> September, 2018 at 10:00 a.m. at 88/N Biren Roy Road, Kethopole, Kolkata 700061 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence No.)	User ID	PAN / Sequence No.
180825019		

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

Remote e-Voting Start On	Remote e-Voting End On
25 <sup>th</sup> September, 2017 at 10:00 A.M. (IST)	27 <sup>th</sup> September, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

Place: Kolkata  
Date: 30-08-2017

By Order of the Board  
Inter Globe Finance Limited

Navin Jain  
Managing Director  
(DIN: 01151644)

Encl: AGM Notice/Attendance Slip/Proxy Form.



CIN : L65999WB1992PLC055265

Aloka House, 1st Floor, 6B, Bentinck Street, Kolkata - 700 001

Tel : 033-2262-1971, Fax : 033-4066-1066 , E-mail : interglobefinance@gmail.com, Website : www.lgfl.co.in

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Inter Globe Finance Limited will be held on Friday, 28th September, 2018 at 10:00 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, 2018, the Balance Sheet as at that Date and the Reports of the Directors and Auditors thereon.
2. To elect a Director in place of Miss. Seema Gupta(DIN – 00655023) who retires by rotation in compliance with the requirements of Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. 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** pursuant to the provisions of Section 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013(the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the appointment of M/s. Bijan Ghosh & Associates, (Firm Reg. No. 323214E), Chartered Accountants, of Green Park, P. Mazumdar Road, Kolkata-700078, as the Statutory 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 2019 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.”

4. Ratification of Reappointment of Independent Directors.

Mr. Vikash Kedia(DIN – 02543252) & Mr. Pritam Kumar Choudhary(DIN – 03301223), Independent Directors be & are hereby reappointed for a further period of 3 years subject to your approval.

**“RESOLVED THAT** pursuant to the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013(the “Act”) as amended from time to time, the Company hereby ratifies the appointment of Mr. Vikash Kedia (DIN- 02543252) & Mr. Pritam Kumar Choudhary (DIN- 03301223), Independent Directors of the Company for a further period of 3 years subject to your approval.”

### SPECIAL BUSINESS

5. Appointment of Mr. Navin Jain (DIN: 01197626), as the Managing Director & Chairman 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 161(4) of the Companies Act, 2013 (the “Act”), Mr. Navin Jain, holding DIN – 01197626, has filed his consent with the Company as per the provisions of Section 152(5) of the Companies Act, 2013, (the “Act”) & is not disqualified as per the provisions of Section 164 of the Companies Act, 2013, (the “Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to “The Companies Act, 2013” and pursuant to the Articles of Association of the Company, the consent of the Board be and is hereby accorded for the appointment of Mr. Navin Jain (DIN: 01197626), as the Managing Director of the Company.”

**“RESOLVED FURTHER THAT** Mr. Navin Jain(DIN- 01197626) shall hold office only upto the date upto which Lt.Mr. Suresh Kumar Jain(Past Managing Director) would have held office.”

**“RESOLVED FURTHER THAT** Mr. Navin Jain (DIN – 01197626) shall be entitled to a remuneration as was paid to him earlier by virtue of being a Director.”

**“RESOLVED FURTHER THAT** subject to the provisions of Section 197 & Schedule V, the terms & conditions of the appointment and the remuneration & any further increase in remuneration payable to Mr. Navin Jain shall be approved at the ensuing Annual General Meeting”

**“RESOLVED FURTHER THAT** Mr. Anirban Dutta (DIN: 00655172), 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.”

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### 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. Navin Jain (DIN: 01197626), 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 appointment of Mr. Navin Jain (DIN: 01197626) as Managing Director subject to the maximum limit of Rs. 84,00,000/- w.e.f. 1st October, 2018.”

### 7. Appointment of Mr. Sumit Gupta(DIN-08138532) as an Additional Director (in Independent Director category) 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 Mr. Sumit Gupta be & is hereby appointed as an Additional Director (in Independent Director category).”

**“RESOLVED FURTHER THAT** the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sumit Gupta as an Additional Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sumit Gupta as an Independent Director, subject to approval by the shareholders of the Company.”

**“RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN – 08138532) as an Additional Independent Director shall hold office as an Additional Director u/s 161 of “The Companies Act, 2013,” only till date of the following AGM or the due date of AGM, whichever is earlier.”

**“RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN – 08138532) as an Additional Independent Director shall hold office as an independent Director upto 5 years from the date of his appointment, subject to approval of the members at the ensuing Annual general Meeting of the Company.”

**“AND RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file all the necessary returns in this regard with the Registrar, intimate the stock exchange, make necessary entries in the Register of Directors and to do all such acts and things as maybe necessary in this connection.”

**“RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN – 08138532) shall be entitled to a remuneration only by way of payment of sitting fees and reimbursement of expenses for participation in meetings of the Board & Other Committee Meetings as per the Company’s policies.”

### 8. To Pass the resolution for authorisation of Related Party Transactions :-

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

**“RESOLVED THAT,** consent of the Company be and is hereby accorded pursuant to section 188 of Companies Act, 2013, to enter into contracts or arrangements with related parties as mentioned in Disclosure of Related Parties and other related parties where any of the Directors & Share Holders of the company are common hence interested.”

Name of the Interested Directors / Share Holders are as follows:

- a) Mr. Navin Jain : Chairman & Managing Director / Share Holder
- b) Mr. Anirban Dutta : Executive Director
- c) Ms. Seema Gupta : Non- Executive Director / Share Holder
- d) Mr. Pramod Jain : Share Holder / Employee
- e) Mrs. Rakhi Jain : Share Holder / Employee
- f) Mrs. Manju Jain : Share Holder

**“RESOLVED FURTHER THAT,** this resolution is a general resolution authorizing consent of the company to enter into any contract or arrangement with related parties as mentioned in Disclosure of Related Parties and other related parties from time to time as may be needed for the purpose of smooth functioning of the business relating to the financial year ending 31st day of March 2019 as and when felt necessary by the Board Of Directors of the Company.”

**“RESOLVED FURTHER THAT,** the particulars of the contracts or arrangements entered with related parties as mentioned in Disclosure of Related Parties and other related parties along with any advance paid or received, be entered in the Register of Contracts or Arrangements in which Directors are interested kept in

accordance with the provisions of Section 189 of the Companies Act, 2013, and such Register be referred for the purpose of details of Related Party Transactions.”

The Members of the Company are also informed that any other matter as may be deemed expedient by the Chairman may be taken upon for consideration if accepted by the Members of the Company.

**9. To Authorize the Company to make contributions to Charitable Trusts :**

Pursuant to section 181 of the companies Act, 2013, your prior permission is required in the event that your company contributes to any bonafide charitable or other funds and in case any such amount, the aggregate of which, in the financial year exceeds 5% of its average net profits for the immediately three preceding financial years.

Accordingly it is proposed to obtain your approval to contribute to bonafide charitable and other funds not exceeding Rs. 30 lakhs in the financial year notwithstanding the fact that such contribution exceeds 5% of its average net profits for the immediately three preceding financial years.

Your directors recommend the approval of this proposed resolution by way of a special resolution.

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

“**RESOLVED THAT** pursuant to Section 181 of The Companies Act, 2013 and other provisions related thereto the Board of Directors of the Company be and is hereby authorized to subscribe or contribute or otherwise to assist or guarantee money to benevolent charitable, religious, scientific, sports, exhibition, national, public, or any other institutions, objects or purposes or other funds not directly relating to the Business of the Company or the welfare of its employees, from time to time in the financial year to the extent of Rs. 30 lakhs notwithstanding that such contributions of the Company, in the financial year, may exceed 5% of the average net profits of the Company for the three immediately preceding financial years.”

You are requested to make it convenient to attend the Meeting.

**Registered Office :**

6B, Bentinck Street  
Aloka House, 1st Floor  
Kolkata - 700 001

By the order of the Board

**Anirban Dutta**  
Executive Director  
(DIN : 00655172)

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### 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 22/09/2018 to 28/09/2018 (inclusive of both the days).
7. 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.

### 8. 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 25th September, 2018 (10:00 am) and ends on 27th September, 2018 (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 21st September, 2018, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul>
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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● 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 ).</li> </ul>

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- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
9. 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 [rocteam.professionals@gmail.com](mailto:rocteam.professionals@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 27th September, 2018 at 5:00 pm without which the vote shall not be treated as valid.
  10. 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 21st September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
  11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owner's position list provided by depositories as at closing hours of business, on 17th August, 2018.
  12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  13. 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 21st September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  14. 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

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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.

15. 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. 21st September, 2018 are requested to send the written / email communication to the Company at [interglobefinance@gmail.com](mailto:interglobefinance@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
16. Ms. Isha Bothra, Practicing Company Secretary (Certificate of Practice Number 9949) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
17. 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.
18. 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.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.igfl.co.in](http://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.
20. 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.
21. 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.
22. 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.
23. 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.
24. Route Map of Venue of the Meeting is attached.
25. Brief Profile of Directors seeking appointment/ re-appointment at the Annual General Meeting of the Company to be held on September 28, 2018 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, 6, 7, 8 & 9 of the accompanying Notice dated 30th May, 2018.

#### ITEM NO. 5 :

The Board of Directors of the Company have subject to your approval in its meeting held on April 7th, 2018 has appointed Mr. Navin Jain (DIN: 01197626) as Managing Director of the Company as recommended by the Nomination and Remuneration Committee.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Navin Jain (DIN: 01197626) are as under:

- (a) Remuneration: Rs. 52,700/- (Rupees Fifty Two Thousand Seven Hundred only) per month w.e.f. 1st May, 2018.
- (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. Navin 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

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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. Navin Jain has accumulated over 10 years of valuable experience in the Indian Equity markets. He has been a constant driving force in the growth of IGFL over the last few years. He is a young & dynamic person & under his leadership, IGFL has built a team of experienced and capable managers who have consistently delivered superior returns and as well as Financial sectors and other growing sectors.

Prior to joining IGFL, Mr. Navin Jain spent valuable time for the progress of the business where he handled multiple roles in capacities of Head of Trading, Distribution and Business Expansion.

Mr. Navin Jain was appointed as Managing Director vide Board Meeting held on 7th day of April, 2018 in pursuance of Section 161(4) of "The Companies Act, 2013." The Board may increase the remuneration of Mr. Navin Jain (DIN: 01197626), Managing Director. subject to a maximum limit of Rs. 84,00,000/- w.e.f. October 1st, 2018. The remuneration payable to him shall be commensurate with the responsibilities conferred on him

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.

### ITEM NO. 7 :

The Board of Directors of the Company have subject to the approval of the shareholders, in its meeting held on May 30, 2018 appointed Mr. Sumit Gupta (DIN – 08138532) as an Additional Independent Director of the Company for a period of 5 years from May 30, 2018 as recommended by the Nomination and Remuneration Committee. Mr. Sumit Gupta as an Additional Independent Director, Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sumit Gupta as an Additional Independent Director, subject to approval by the shareholders of the Company."

Mr. Sumit Gupta as an Additional Independent Director (DIN – 08138532) shall hold office as an independent Director upto 5 years from the date of his appointment, subject to approval of the members at the ensuing Annual general Meeting of the Company."

### ITEM NO. 8 :

The Company will enter into sale, purchase & other business contracts or arrangements with the related parties mentioned below:

Related Party Individual			
Sl. No.	Name of Related Party	Related with	Nature of relationship
1	Manju Jain	Promoter	Promoter
3	Pramod Jain	Promoter	Promoter
4	Nilima Jain	Promoter	Promoter
5	Seema Jain	Promoter	Promoter
6	Sonu Jain	Promoter	Promoter
7	Ruchika Jain	Promoter	Promoter
8	Rakhi Jain	Promoter	Promoter
9	Navin Jain	Promoter	Promoter
10	Nilima Jain	Navin Jain	Wife
11	Bimal Kumar Tholiya	Navin Jain	Father
12	Bimla Devi Tholiya	Navin Jain	Mother
13	Ratika Jain	Navin Jain	Daughter
14	Aanya Jain	Navin Jain	Daughter
15	Neeraj Tholiya	Navin Jain	Brother
16	Neelam Jain	Navin Jain	Sister
17	Suman Luhadia	Navin Jain	Sister
18	Soma Dutta	Anirban Dutta	Wife
19	Anukul dutta	Anirban Dutta	Father
20	Gayatri Dutta	Anirban Dutta	Mother
21	Anindita Dutta	Anirban Dutta	Daughter
29	Annyasha Dutta	Anirban Dutta	Daughter
22	Supriya Dutta	Anirban Dutta	Brother



## NOTICE

23	Braj Mohan Prasad	Seema Gupta	Father
24	Geeta Devi Prasad	Seema Gupta	Mother
25	Praful Gupta	Seema Gupta	Brother
26	Prakash Gupta	Seema Gupta	Brother

### Related Party-HUF

Sl. No.	Name of Related Party	Related with	Nature of relationship
1	Suresh Kumar Pramod Kumar (HUF)	Pramod Jain	Karta
2	Navin Jain(HUF)	Navin Jain	Karta
3	Pramod Kumar Jain (HUF)	Pramod Jain	Karta

### Related Party-Company

Sl. No.	Name of Related Party	Related with	Nature of relationship
1	Inter Globe Realty LLP	Pramod Jain, Navin Jain, Rakhi jain, Manju jain, Seema Gupta, Seema jain	Partner/Designated Partner
3	Inter Globe Cart Air Ltd.	Navin Jain, Pramod Jain, Seema Gupta	Directors/Share Holders
5	Inter Globe Overseas Ltd.	Anirban Dutta, Rakhi jain, Pramod Jain	Directors

It is an incumbent fact that these Companies will enter into agreements amongst themselves, it becomes transactions which are covered under Section 188 of the Companies Act, 2013, as all the Directors are interested, hence, requiring approval of the Shareholders of the Company.

The Directors who are interested are as follows:

- Mr. Navin Jain : Chairman & Managing Director / Share Holder
- Mr. Anirban Dutta : Executive Director
- Ms. Seema Gupta : Non- Executive Director / Share Holder
- Mr. Pramod Jain : Share Holder / Employee
- Mrs. Rakhi Jain : Share Holder / Employee
- Mrs. Manju Jain : Share Holder

It is to be mentioned here that the nature of interest of directors are interested to the extent of Directorship and Shareholding they have in the respective Companies.

As it is an incumbent fact that the resolution regarding transactions with related parties needs approval of the members, hence, an ordinary majority is required for such resolution to be passed successfully.

### 9. To Authorize the Company to make contributions to Charitable Trusts :

Pursuant to section 181 of the companies Act, 2013, your prior permission is required in the event that your company contributes to any bonafide charitable or other funds and in case any such amount, the aggregate of which, in the financial year exceeds 5% of its average net profits for the immediately three preceding financial years.

Accordingly it is proposed to obtain your approval to contribute to bonafide charitable and other funds not exceeding Rs. 30 lakhs in the financial year notwithstanding the fact that such contribution exceeds 5% of its average net profits for the immediately three preceding financial years.

Your directors recommend the approval of this proposed resolution by way of a special resolution.

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

**“RESOLVED THAT** pursuant to Section 181 of The Companies Act, 2013 and other provisions related thereto the Board of Directors of the Company be and is hereby authorized to subscribe or contribute or otherwise to assist or guarantee money to benevolent charitable, religious, scientific, sports, exhibition, national, public, or any other institutions, objects or purposes or other funds not directly relating to the Business of the Company or the welfare of its employees, from time to time in the financial year to the extent of Rs. 30 lakhs notwithstanding that such contributions of the Company, in the financial year, may exceed 5% of the average net profits of the Company for the three immediately preceding financial years.”

You are requested to make it convenient to attend the Meeting.

**NOTICE**

**Annexure-A**

**Seema Gupta**

1	<b>Name</b>	<b>Ms. Seema Gupta (DIN : 00655023)</b>
	<b>Date of Birth</b>	April 23,1974.
	<b>Nationality</b>	Indian
	<b>Designation</b>	Non - Executive Director
	<b>Date of Appointment</b>	March 28,2014.
	<b>Qualification</b>	B.Com.
	<b>Shares held in the Company</b>	4,49,450
	<b>Directorship in other Companies</b>	1. Inter Globe Tradex & Services Limited
		2. Inter Globe Medical College & Hospital Limited
		3. Inter Globe Engitech Limited
		4. Inter Globe Realty Ventures Limited
		5. Inter Globe Cart Air Limited
	<b>Chairman/ Member of the Committees of other Companies in which she is a Director</b>	Nil

## FOR THE ATTENTION OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

### Attention of Shareholders

In terms of Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended vide Gazette notification dated 8th June, 2018, the transfer of share shall be carried out in dematerialized form only after 5th December, 2018. However, the above amendment shall not affect the process of transmission and transposition of shares. Therefore, shareholders holding their shares in physical form are advised to dematerialize their securities before 5th December, 2018.

The process of Dematerialization of physical shares is given below:-

- Dematerialization starts with opening a Demat account. For demat account opening, you need to shortlist a Depository Participant (DP) that offers Demat services.
- To convert the physical shares into electronic/demat form. A Dematerialization Request Form (DRF), which is available with the Depository Participant (DP), has to be dully filled in and deposited along with share certificates. On each share certificate, 'Surrendered for Dematerialization' needs to be mentioned.
- The DP needs to process this request along with the share certificates to the Company and simultaneously to registrars and transfer agents through the depository.
- Once the request is approved, the share certificates in the physical form will be destroyed and a confirmation of dematerialization will be sent to the depository.
- The depository will then confirm the dematerialization of shares to the DP. Once this is done, a credit in the holding of shares will reflect in the demat account of investor electronically.

In case of any query regarding dematerialization, shareholders may write to us at our official address or email to Niche Technologies at **nichetechpl@nichetechpl.com**.



**INTER GLOBE FINANCE LIMITED**

**CIN:** L65999WB1992PLC055265

**Regd. Office:** Aloka House, 1st Floor, 6B Bentinck Street, Kolkata, West Bengal – 700001

**Phone:** (033) 2243 0271 / 2262 1971 / 91; **Fax:** (033) 4066 1036

**Email:** info@igfl.co.in; **Website:** www.igfl.co.in

**IMPORTANT & URGENT FOR YOUR IMMEDIATE ACTION**

**Mandatory update of PAN and Bank details against your share holding**

**Folio No.:**

Date: 7.7.2018

Dear Shareholder(s),

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, shareholders whose ledger folios do not have/have incomplete details with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration in the folio. **As per our records, your folio needs to be updated with the PAN / Complete Bank Account details so that the investments held by you are in compliance with the aforementioned circular.**

You are hence requested to submit the following documents within 21 days of receipt of this communication:

- Enclosed Form duly filled in and signed by all the shareholders including Joint Shareholders
- Self-Attested Copy of PAN Card of all the shareholders including Joint Shareholders
- Cancelled Cheque Leaf with Name (if name is not printed on cheque - self-attested copy of first page of pass book) of all the Joint Shareholders and
- Address Proof (self-attested copy of Aadhaar-Card, of all the shareholders including Joint Shareholders)

**Transfer of shares compulsorily in Demat mode**

As per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LAD- NRO/GN/2018/24 dated June 8, 2018, **effective from December 5, 2018; securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.**

In case if you have any queries or need any assistance in this regard, please contact:

Registrar & Share Transfer Agent

**NICHE TECHNOLOGIES PVT. LTD.**

D-511, Bagree Market, 5<sup>th</sup> Floor,

71, B.R.B. Basu Road, Kolkata - 700001

**Phone:** (033) 2234-3576, 2235-7270/7271

**Email ID:** nichetechpl@nichetechpl.com

**Website:** www.nichetechpl.com

Thanking you,

For **Inter Globe Finance Limited**

**Navin Jain**

Managing Director

**FORM FOR FURNISHING PAN AND BANK DETAILS**

To

**NICHE TECHNOLOGIES PVT. LTD.**

D-511, Bagree Market, 5<sup>th</sup> Floor

71, B.R.B. Basu Road, Kolkata -700 001

Dear Sir / Madam,

**Unit: INTER GLOBE FINANCE LIMITED**

**Folio No. :**

**I/we hereby furnish our folio details along with PAN and Bank Account details for update in your records.**

I/We are enclosing herewith:

- 1) Self-attested copies of PAN Cards of all the Shareholder(s) including Joint Shareholders,
- 2) Original cancelled cheque leaf with name of the 1<sup>st</sup> shareholder (if name is not printed on cheque - self attested copy of the first page of the pass book of the bank) and
- 3) Address Proof viz., Aadhaar Card of all the shareholder(s) including Joint Shareholders, duly self attested, as required for updation of the details :

<b>Folio No.</b>	
<b>Address of the sole/first named shareholder as per the share certificate</b>	
<b>Mobile No.</b>	
<b>E-mail ID</b>	

**Bank Account Details of Sole/First Shareholder:** (for electronic credit of dividends)

<b>Name of the Bank</b>	
<b>Name of the Branch</b>	
<b>Account Number</b> (as appearing in your cheque book)	
<b>Account Type</b> (Please tick as applicable)	<b>Saving</b> <b>Current</b> <b>Cash Credit</b>
<b>9 Digit MICR Number</b> (as appearing on the MICR cheque issued by the bank)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
<b>11 Digit IFSC Code</b>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

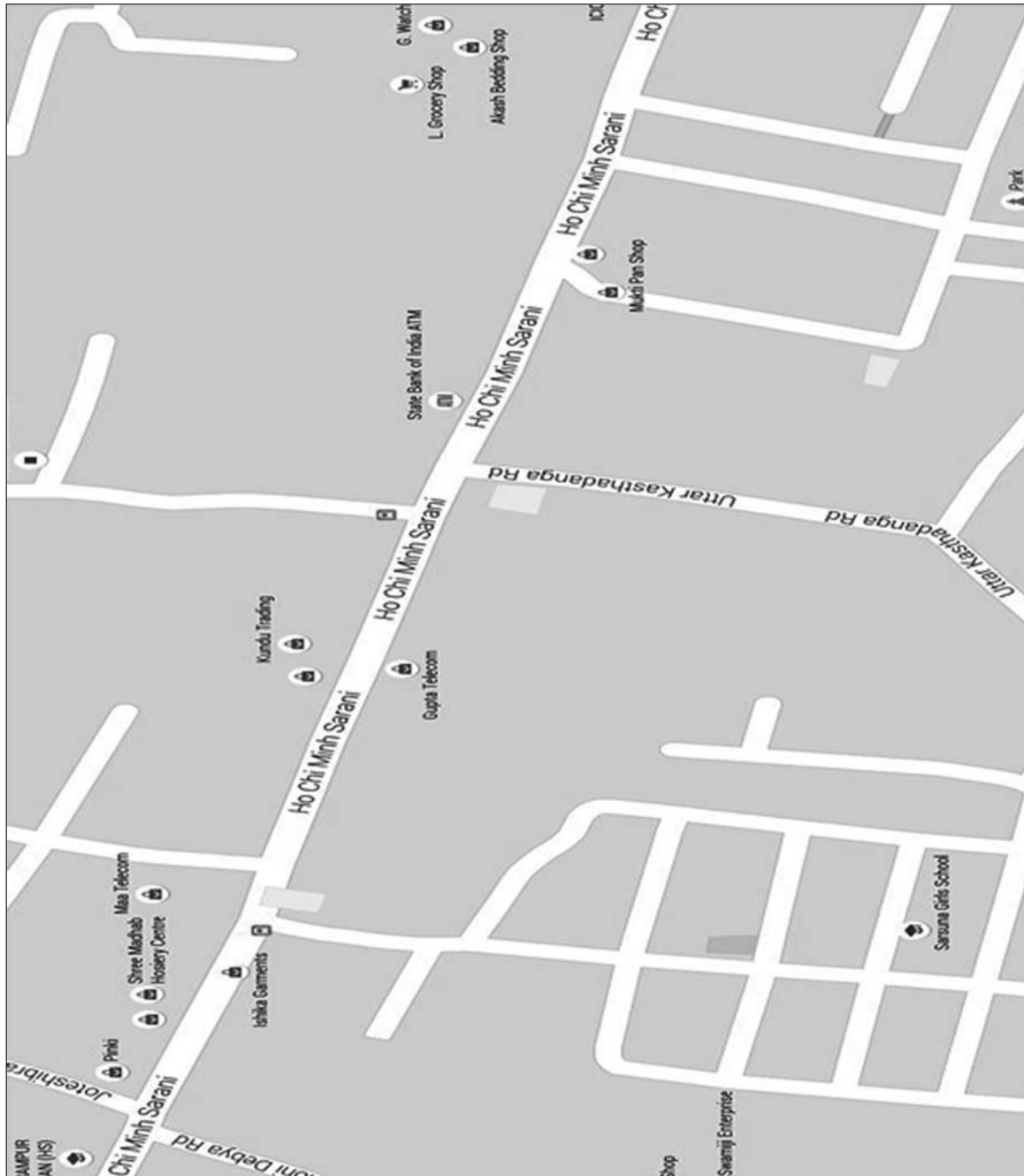
	<b>Name</b>	<b>PAN</b>	<b>Signature</b>
<b>First Holder</b>			
<b>Joint Holder1</b>			
<b>Joint Holder2</b>			

**Date:**

**Place:**

**NB:** The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.

### Route Map to the Venue of 25th Annual General Meeting



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

**INTER GLOBE FINANCE LIMITED | Regd Office :** Aloka House, 1st Floor, 6B, Bentinck Street, Kolkata-700 001



**PROXY FORM**  
**Form No. MGT-11**

CIN : L65999WB1992PLC055265  
Regd Office : Aloka House, 1st floor, 6B, Bentinck Street, Kolkata-700 001  
Tel : 033-2262-1971, Fax: 033-4066-1066  
Website : www.igfl.co.in e-mail: interglobefinance@gmail.com

(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, 1st Floor Kolkata- 700 001
Name of the Member(s) :	..... Email ID : .....
Registered Address :	.....
Folio No :	..... DP ID : ..... Client ID : .....

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

- Name : ..... E-mail id .....
- Address ..... Signature ..... or failing him/her;
- Name : ..... E-mail id .....
- Address ..... Signature ..... or failing him/her;
- Name : ..... E-mail id .....
- Address ..... Signature .....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Fifth Annual General Meeting** of the Company, to be held on 28th September, 2018 at 10.00 AM at 88/N Biren Roy Road, Kethopole. Kolkata - 700 061 and at any adjournment thereof in respect of the following resolutions :

Sl. NO.	Resolution	Vote (Optional) (See Note No. 3)	
		For	Against
<b>Ordinary Business</b>			
1.	Ordinary Resolution : To consider and adopt Audited Financial Statements for the year ended 31-03-2018 and report of the Board of Directors and Auditors thereon.		
2.	To appoint Miss Seema Gupta (DIN : 00655023) who retires by rotation as Director and eligible for re-appointment.		
3.	To ratify the appointment of M/s. Bijan Ghosh & Associates (Firmed Regd. No. : 323214E) Chartered Accountants as Auditors of the Company.		
4.	To ratify the appointment of Mr. Vikash Kedia (DIN : 02543252) & Printam Kumar Choudhury (DIN : 03301223) who retires by rotation as Director and eligible for re-appointment.		
<b>Special Business</b>			
5.	To ratify the appointment of Mr. Navin Jain (DIN - 01197626) as the Chairman & Managing Director of the Company.		
6.	To increase Managerial Remuneration.		
7.	To ratify the appointment of Mr. Sumit Gupta (DIN - 08138532) as an Additional Director (in Independent Director Category) of the Company.		
8.	To pass the resolution for authorization of Related Party Transactions.		
9.	To authorize the company to make contributions to Charitable Trusts.		

Signed this ..... day of ..... 2018

Signature of Member : .....

Signature of Proxy holder(s) : .....

Affix  
Revenue  
Stamp  
of Re. 1/-

- Notes :**
- 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.
  - A Proxy need not be a member of the Company.
  - 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.





**ATTENDANCE SLIP**  
(To be presented at the entrance)

CIN : L65999WB1992PLC05265  
Regd Office : Aloka House, 1st floor, 6B, Bentinck Street, Kolkata-700 001  
Tel : 033-2262-1971, Fax: 033-4066-1066  
Website : www.igfl.co.in e-mail: interglobefinance@gmail.com

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 25th Annual General Meeting of the Company, to be held on 28th September, 2018 at 10.00 AM at 88/N Biren Roy Road, Kethopole. Kolkata - 700 061.

\_\_\_\_\_  
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.

