



**COMPLIANCE CERTIFICATE**

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To,  
The Board of Directors,  
Inter Globe Finance Limited,  
Address: 6B, Bentinck Street, Aloka House, 1st Floor,  
Kolkata, West Bengal, India, 700001

Dear Sir,

We M/S. Satyajit Mishra and Co. (Practicing Company Secretary) - (Membership No.: 5759 & COP No.: 4997), have been appointed by the Inter Globe Finance Limited (hereinafter referred to as 'Company') having CIN : L65999WB1992PLC055265 and having its Registered Office at 6B, Bentinck Street, Aloka House, 1st Floor, Kolkata, West Bengal, India, 700001 India to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of 76,60,000 Convertible warrants into Equity Shares of Rs. 10/- each at an issue price of Rs. 42/- each (including premium of Rs. 32/- per share) of Inter Globe Finance Limited (by way of cash) aggregating to Rs. 32,17,20,000/- (Rupees Thirty Two Crores Seventeen Lakhs Twenty Thousand Only) (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

**List of Proposed Allottees**

<b>Sr. No.</b>	<b>Name Of Proposed Allottees</b>	<b>PAN</b>	<b>Category</b>
1	Dolly Jain	ACVPA3479Q	Promoter
2	Seema Jain	ACMPA8937G	Promoter



3	Sonu Jain	ACVPA3478R	Promoter
4	Ruchika Jain	ACVPA3477A	Promoter
5	Pramod Kumar Jain	ADFPJ9886P	Promoter
6	Rakhi Jain	AGPPB6357A	Promoter
7	Manju Jain	ACOPJ5928L	Promoter
8	Pramod Kumar Jain HUF	AAKHP2663Q	Promoter
9	Suresh Kumar Pramod Kumar HUF	AAFHS3322G	Promoter Group
10	Seema Gupta	ADWPG0125H	Promoter
11	Navin Jain HUF	AAFHN8158R	Promoter
12	Amit Goyal	ABBPG7599L	Non- Promoter
13	Meenu Goyal	ACIPG3927G	Non- Promoter
14	Ramesh Mishra	ACPPM8652F	Non- Promoter
15	Vikash Kedia	AFUPK1451N	Non- Promoter
16	Vikash Kedia HUF	AAHHV4222Q	Non- Promoter
17	Saurav Poddar	AINPP7154P	Non- Promoter
18	Saurav Poddar HUF	AAOHS9719G	Non- Promoter
19	Shradha Jain	AIDPJ8006A	Non- Promoter
20	Vijay Kumar Jain HUF	AAGHV6486H	Non- Promoter
21	Vijay Kumar Jain	AEZPJ9705J	Non- Promoter
22	Arvind Bothra HUF	AARHA9044B	Non- Promoter
23	Sangam Finserv Limited	AADCS7866A	Non- Promoter
24	Sunita Jain	ALJPS0776P	Non- Promoter
25	Sunita Kapoor	AFTPK2963E	Non- Promoter
26	Anurag Soni HUF	AARHA4762N	Non- Promoter
27	Abhisekh Somani HUF	AAPHA5188Q	Non- Promoter



28	Ram Kishore Bang	AKTPB8762H	Non- Promoter
29	Shilpi Chhajer	AEGPC7462J	Non- Promoter
30	Rohit Saboo	AXDPS5206Q	Non- Promoter
31	Santosh Bagrecha	AAUPB7537K	Non- Promoter
32	Anubhav Goenka	AFYPG7173D	Non- Promoter
33	Siddharth Jain HUF	ABDHS8875D	Non- Promoter
34	Ravi Jain	ADEPJ2420Q	Non- Promoter
35	Ravi Jain HUF	AACHH4197P	Non- Promoter
36	Vidit Jain	CCIPJ1104L	Non- Promoter
37	Anirban Dutta(KMP)	AEEP22296M	Non- Promoter
38	Pritha Beriwal(KMP)	AWHPD4220G	Non- Promoter

#### **MANAGEMENT'S RESPONSIBILITY:**

The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

#### **Verification:**

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:



a. Certified copy of Board Resolution dated 21<sup>st</sup> February, 2024 approving Preferential Issue of 76,60,000 Convertible warrants into Equity Shares of Rs. 10/- each at an issue price of Rs. 42/- each (including premium of Rs. 32/- per share) each to Promoters and Non- Promoters (by way of cash) aggregating to Rs. 32,17,20,000/- (Rupees Thirty Two Crores Seventeen Lakhs Twenty Thousand Only) to the Proposed Allottees ;

b. Confirmation from the Company that:

i. The Board of Directors of the Company have decided 16<sup>th</sup> February 2024, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., 18<sup>th</sup> March 2024, to consider and approve the Preferential Issue;

ii. The Company has determined the minimum price of equity shares in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;

iii. The Board of Directors of the Company at its meeting held on 21<sup>st</sup> February, 2024 approved Notice convening the Extra-Ordinary General Meeting of the Company and approved the Preferential Issue on 21<sup>st</sup> February, 2024 respectively;

iv. The proposed Preferential Issue is being made to Promoters and Non-Promoters of the Company;

v. None of the Proposed Allottees are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;

vi. The equity shares held by the Proposed Allottees are already in dematerialized form;

vii. The pre-preferential equity shares held by the Proposed Allottees have already been placed under lock-in;

viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;

ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;



x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extra-Ordinary general meeting seeking shareholders' approval for the proposed Preferential Issue;

xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

### Pre-preferential holding details:

Sr. No	Name of Allottees	No. of Shares
1	Dolly Jain	107995
2	Seema Jain	108502
3	Sonu Jain	113331
4	Ruchika Jain	115232
5	Pramod Kumar Jain	446625
6	Rakhi Jain	413216
7	Manju Jain	2092511
8	Pramod Kumar Jain HUF	433859
9	Suresh Kumar Pramod Kumar HUF	430314
10	Seema Gupta	449450

### Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.



**Assumption & Limitation of Scope and Review:**

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

**M/S. Satyajit Mishra and Co.**  
**Practicing Company Secretary**

**Satyajit Mishra**  
**Membership No. F5759**  
**COP NO. 4997**  
**UDIN: F005759E003477359**  
**PR No. 1769/2022**

**Date: 23/02/2024**  
**Place : Mumbai**