

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of the Members of **Inter Globe Finance Limited** (CIN L65999WB1992PLC055265) will be held on **Monday 18th March 2024 at 2.00 p.m.** through Video Conferencing / Other Audio Visual Means to transact the following Special businesses;

SPECIAL BUSINESS(ES):

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 76,60,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO PROMOTER AND NON-PROMOTER(S) OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39 & 42, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the Preferential Issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited and CSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot up to 76,60,000 (Seventy six Lacs Sixty Thousand) Convertible warrants into Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share the Company to Promoters and Non Promoters at an issue price of Rs. 42/- (Rupees Forty Two Only) each including a premium of Rs. 32/- (Rupees Thirty Two Only) per convertible warrants into equity share of face value of Rs 10/- each, aggregating to Rs. 32,17,20,000/- (Rupees Thirty two Crore Seventeen Lacs Twenty Thousand only), the price determined in accordance with Chapter V of Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to the Promoter & non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 76,60,000 (Seventy six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- would 16th February 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 42/- (Rupees Forty Two only).”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 76,60,000 (Seventy six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at an issue price of Rs. 42/- per share (including premium of Rs. 32/-) as recomputed under the said Regulation to the person belongs to Promoter & Non-Promoter group in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Sr. No.	Name	Category	Proposed no of Shares	At Price of Rs. 42/-per Convertible Warrants into share of Face value of Rs.10/- each	Total Amount (Rs.)
PROMOTERS AND PROMOTER GROUP					
1.	Dolly Jain	Promoter	100000	42	42,00,000
2.	Seema Jain	Promoter	100000	42	42,00,000
3.	Sonu Jain	Promoter	100000	42	42,00,000
4.	Ruchika Jain	Promoter	100000	42	42,00,000
5.	Pramod Kumar Jain	Promoter	1000000	42	4,20,00,000
6.	Rakhi Jain	Promoter	250000	42	1,05,00,000
7.	Manju Jain	Promoter	1000000	42	4,20,00,000
8.	Pramod Kumar Jain HUF	Promoter	200000	42	84,00,000
9.	Suresh Kumar Pramod Kumar HUF	Promoter Group	200000	42	84,00,000
10.	Seema Gupta	Promoter	100000	42	42,00,000
11.	Navin Jain HUF	Proposed	50000	42	21,00,000

		Promoter			
		Total (A)	3200000	42	13,44,00,000
	NON-PROMOTERS				
12.	Anirban Dutta(KMP)	Non-Promoter-KMP	25,000	42	10,50,000
13.	Pritha Beriwal(KMP) (Presently Pritha Beriwal as per PAN records and Pritha Dhandhanian in Demat Statement)	Non-Promoter-KMP	25,000	42	10,50,000
14.	Amit Goyal	Non-Promoter	12,500	42	5,25,000
15.	Meenu Goyal	Non-Promoter	12,500	42	5,25,000
16.	Ramesh Chandra Mishra	Non-Promoter	25,000	42	10,50,000
17.	Vikash Kedia	Non-Promoter	50,000	42	21,00,000
18.	Vikash Kedia HUF	Non-Promoter	50,000	42	21,00,000
19.	Saurav Poddar	Non-Promoter	100,000	42	42,00,000
20.	Saurav Poddar HUF	Non-Promoter	100,000	42	42,00,000
21.	Shradha Jain	Non-Promoter	700,000	42	2,94,00,000
22.	Vijay Kumar Jain HUF	Non-Promoter	700,000	42	2,94,00,000
23.	Vijay Kumar Jain	Non-Promoter	700,000	42	2,94,00,000
24.	Arvind Bothra HUF	Non-Promoter	500,000	42	2,10,00,000
25.	Sangam Finserv Limited	Non-Promoter	250,000	42	1,05,00,000
26.	Sunita Jain	Non-Promoter	25,000	42	10,50,000
27.	Sunita Kapoor	Non-Promoter	12,500	42	5,25,000
28.	Anurag Soni HUF	Non-Promoter	50,000	42	2,10,00,000
29.	Abhisek Somani HUF	Non-Promoter	25,000	42	10,50,000
30.	Ram Kishore Bang	Non-Promoter	50,000	42	2,10,00,000
31.	Shilpi Chhajer	Non-Promoter	25,000	42	10,50,000
32.	Rohit Saboo	Non-Promoter	10,000	42	4,20,000
33.	Santosh Bagrecha	Non-Promoter	12,500	42	5,25,000
34.	Anubhav Goenka	Non-Promoter	25,000	42	10,50,000
35.	Siddharth Jain HUF	Non-Promoter	200,000	42	84,00,000
36.	Ravi Jain	Non-Promoter	375,000	42	1,57,50,000
37.	Ravi Jain HUF	Non-Promoter	375,000	42	1,57,50,000
38.	Vidit Jain	Non-Promoter	25,000	42	10,50,000
	TOTAL (B)		44,60,000	42	18,73,20,000
	Total C (A+B)		76,60,000	42	32,17,20,000

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the members be and hereby approved and take on record Pricing / valuation report Certificate from Mr. Satyajit Mishra (Practicing Company Secretary ,Membership No.: FCS 5759 & COP No.: 4997) as per Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the valuation report dated 21/02/2024 of Mr. Satyajit Mishra (Practicing Company Secretary, Membership No.: FCS 5759 & COP No.: 4997) at the issue price to be of Rs. 42 /- per convertible warrants into each equity share of face value of Rs 10/- each.”

“RESOLVED FURTHER THAT in case the preferential issue is of Convertible Warrants into Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) 25% of the subscription amount of the Convertible warrants into equity shares shall be paid on or before the date of allotment of the Convertible warrants into equity shares and the 100% of the preferential allotment of the equity shares (on conversion of the convertible warrants into equity shares) consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Convertible warrants into equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Convertible warrants into equity shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Convertible warrants into equity shares and on the conversion of warrants into equity shares shall be allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;
- e) The Convertible warrants into equity shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;

- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares on allotment shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form to be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be **16th February 2024**, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the

Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 16,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from authorized capital of the company from Rs. 9,88,00,000/- consisting of 98,80,000 equity shares of face value of Rs.10/- each to Rs. 16,00,00,000/- consisting of 1,60,00,000 equity shares of face value of Rs.10/- each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen crore) consisting of 1,60,00,000 (One Crore Sixty Lacs) equity shares of face value of Rs.10/- equity shares of Rs. 10/- (Rupees Ten only) each and the company shall always have the power to divide the share capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as

may for the time being be provided by the regulations of the Company and as permitted by the Companies Act, 2013 and rules framed thereunder.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

By Order of Board For Inter Globe Finance Limited,

Place: Kolkata

Date: 21.02.2024

Registered Office

6B, Bentinck Street, Aloka House,

1st Floor, Kolkata- 700 001

Mail Id - interglobefinance@gmail.com

Website: www.igfl.co.in

Sd/-

Pritha Beriwal

Company Secretary

Membership No: A49631

NOTES:

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item No. 1 & 2 is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Extra-ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Friday, 15th March, 2024 at 9:00 a.m. (IST) and ends on Sunday, 17th March, 2024 at 5:00 p.m. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Monday, 11th March, 2024.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the

EGM.

8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as on the cut-off date, i.e., Monday, 11th March, 2024 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) nichetechpl@nichetechpl.com . However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. Mr. Satyajit Mishra , Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/S. Satyajit Mishra and Co., vide Board Resolution dated 21st February, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
11. The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz www.igfl.co.in and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.igfl.co.in websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and CSE Limited www.cse-india.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
16. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on.
17. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
18. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
20. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
21. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, 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.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.igfl.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and CSE Limited www.cse-india.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on Friday, 15th March, 2024 at 9:00 a.m. (IST) and end on Sunday, 17th March, 2024 at 5:00 p.m.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 11th March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Ease / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting.</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</p>

	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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 or joining virtual meeting & voting during the meeting.</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 abovementioned website.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.](#)

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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

V. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders :

- 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 Shareholders holding shares in Demat Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.
OR Date of Birth	<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

(DOB)	in the Dividend Bank details field as mentioned in instruction (v).
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- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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’ 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN: 240222004 for the relevant **“INTER GLOBE FINANCE LIMITED”** on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
 - f. 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 and to the Company at the email address viz; interglobefinance@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Monday, March 4, 2024 mentioning their name, demat account number/folio number, email id, mobile number at interglobefinance@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at interglobefinance@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 Company/RTA email id.
- 2 For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3 For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 4 If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Registrar & Share transfer Agent

NICHE TECHNOLOGIES PRIVATE LIMITED

Add: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017

Ph.: (033) 2280 6616 / 6617 / 6618

Fax: (033) 2280 6619

By Order of Board For INTER GLOBE FINANCE LIMITED,

**Place: Kolkata
Date: 21.02.2024**

**Sd/-
Pritha Beriwal
Company Secretary
Membership No: A49631**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 76,60,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO PROMOTER AND NON-PROMOTER(S) OF THE COMPANY :

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 2 (Special Business) of the accompanying Notice dated 21ST February, 2024.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

- A. The Company based on the declaration of the proposed subscribers belongs to the Promoter and Non Promoters and the available documents confirm that none of the proposed allottees:
1. has sold or transferred any equity shares of the company during the 90 trading days preceding the relevant date;
 2. the promoter(s) or the promoter group has previously subscribed to any warrants of the company and has failed to exercise the warrants; and
 3. the promoters or directors of the company is/ are a fugitive economic offender.

Further the Issuer Company confirms that:

4. the company as per the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Bombay Stock Exchange and Calcutta Stock Exchange.
5. the company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board before an application seeking in-principle approval is made by the issuer to the stock exchange(s) where its equity shares are listed.
6. all proposed equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.

7. all equity shares held by the proposed allottees in the Company are in dematerialized form.
 8. The Proposed resolution to be considered by the shareholders/ members at their forth coming meeting is a special resolution and the company has made an application seeking in-principle approval to the stock exchange(s), **on the same day i.e. on 24th February 2024**, when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
 9. The Management of the Company lies with the Promoters of the Company. Even after this preferential offer of convertible warrants into equity shares there will be no change of Management of the Company.
- B. the purpose of this issue, the "**relevant date**" means **February 16, 2024**, the date thirty days prior to the date on which the meeting of shareholders is held (**EGM dated Monday 18th March, 2024**) to consider the proposed preferential issue:

Accordingly, in terms of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating upto Rs. 32,17,20,000/- (Rupees Thirty Two Crore Seventeen Lacs Twenty Thousand Only) by way of issue and allotment of 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 42/- per convertible warrant into equity share of face value of Rs 10/- each to the following proposed allottees belongs to the Promoter and Promoter Group and Non Promoters:

Sr. No.	Name	Category	Proposed no of Shares	At Price of Rs 42/per Convertible Warrants into share of Face value of Rs.10/- each	Total Amount (Rs.)
PROMOTERS AND PROMOTER GROUP					
1.	Dolly Jain	Promoter	100000	42	42,00,000
2.	Seema Jain	Promoter	100000	42	42,00,000
3.	Sonu Jain	Promoter	100000	42	42,00,000
4.	Ruchika Jain	Promoter	100000	42	42,00,000
5.	Pramod Kumar Jain	Promoter	1000000	42	42,000,000
6.	Rakhi Jain	Promoter	250000	42	10,500,000
7.	Manju Jain	Promoter	1000000	42	42,000,000
8.	Pramod Kumar Jain HUF	Promoter	200000	42	84,00,000

9.	Suresh Kumar Prمود Kumar HUF	Promoter Group	200000	42	84,00,000
10.	Seema Gupta	Promoter	100000	42	42,00,000
11.	Navin Jain HUF	Proposed Promoter	50000	42	21,00,000
		Total (A)	3200000	42	13,44,00,000
NON-PROMOTERS					
12.	Anirban Dutta(KMP)	Non-Promoter- KMP	25,000	42	10,50,000
13.	Pritha Beriwal(KMP) (Presently Pritha Beriwal as per PAN records and Pritha Dhandhanian in Demat Statement)	Non-Promoter- KMP	25,000	42	10,50,000
14.	Amit Goyal	Non-Promoter	12,500	42	525,000
15.	Meenu Goyal	Non-Promoter	12,500	42	525,000
16.	Ramesh Chandra Mishra	Non-Promoter	25,000	42	10,50,000
17.	Vikash Kedia	Non-Promoter	50,000	42	21,00,000
18.	Vikash Kedia HUF	Non-Promoter	50,000	42	21,00,000
19.	Saurav Poddar	Non-Promoter	100,000	42	42,00,000
20.	Saurav Poddar HUF	Non-Promoter	100,000	42	42,00,000
21.	Shradha Jain	Non-Promoter	700,000	42	2,94,00,000
22.	Vijay Kumar Jain HUF	Non-Promoter	700,000	42	2,94,00,000
23.	Vijay Kumar Jain	Non-Promoter	700,000	42	2,94,00,000
24.	Arvind Bothra HUF	Non-Promoter	500,000	42	2,10,00,000
25.	Sangam Finserv Limited	Non-Promoter	250,000	42	1,05,00,000
26.	Sunita Jain	Non-Promoter	25,000	42	10,50,000
27.	Sunita Kapoor	Non-Promoter	12,500	42	5,25,000
28.	Anurag Soni HUF	Non-Promoter	50,000	42	210,00,000
29.	Abhisek Somani HUF	Non-Promoter	25,000	42	10,50,000
30.	Ram Kishore Bang	Non-Promoter	50,000	42	210,00,000
31.	Shilpi Chhajjar	Non-Promoter	25,000	42	10,50,000
32.	Rohit Saboo	Non-Promoter	10,000	42	4,20,000
33.	Santosh Bagrecha	Non-Promoter	12,500	42	5,25,000
34.	Anubhav Goenka	Non-Promoter	25,000	42	10,50,000
35.	Siddharth Jain HUF	Non-Promoter	200,000	42	84,00,000
36.	Ravi Jain	Non-Promoter	375,000	42	1,57,50,000
37.	Ravi Jain HUF	Non-Promoter	375,000	42	1,57,50,000
38.	Vidit Jain	Non-Promoter	25,000	42	10,50,000
	TOTAL (B)		44,60,000	42	18,73,20,000
	Total C (A+B)		76,60,000	42	32,17,20,000

a) Objects of the Preferential Issue:

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the securities market and give Loans, ICDS, Bill Discounting and Loan and advances of all description as the Company is a NBFC company;
5. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
6. To return of Loan and advances to the lenders mainly of Banks ;
7. Conversion of Loan into equity to improve the debt equity ratio; and
8. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

b) Maximum Number of Specified Securities to be issued:

The Company propose to issue 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 42/- per convertible warrant into equity share (it includes premium of Rs.32/- each per share) as fully paid-up shares on conversion of the convertible warrants into equity shares as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018.

This issue can be made in one or more tranches, on preferential basis to the allottees as mentioned in the resolution within 15-days from the date approval of the resolution by the shareholders or any statutory permissions of in-principle approval from BSE whichever is later.

The price can be modified as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, if required. The issue price for the issue of 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 42/- per convertible warrant into equity share each to be issued on a preferential basis for consideration by cash for the convertible warrants into equity shares at an issue price of Rs. 42/- each (including premium of Rs 32/- each) .

c) Intent of the promoters, directors, key managerial personnel or senior management] of the issuer to subscribe to the offer:

The Promoters are presently holding 48,22,295 Equity Shares of face value of Rs 10/- each (70.68%) of the issued and paid-up capital of the Company.

The pre-holdings of the subscribers are as under.

Name	Category	No of Shares	%
Dolly Jain	Promoter	1,07,995	1.58
Manju Jain	Promoter	20,92,511	30.67
Pramod Kumar Jain	Promoter	4,46,625	6.55
Pramod Kumar Jain HUF	Promoter	4,33,859	6.36
Rakhi Jain	Promoter	4,13,216	6.06
Ruchika Jain	Promoter	1,15,232	1.69
Seema Gupta	Promoter	4,49,450	6.59
Seema Jain	Promoter	1,08,502	1.59
Sonu Jain	Promoter	1,13,331	1.66
Suresh Kumar Pramod Kumar HUF	Promoter Group	4,30,314	6.31

The valuation report has been obtained from Mr. Satyajit Mishra (Practicing Company Secretary, Membership No.: FCS 5759 & COP No.: 4997) dated February 21st 2024 and there is no change in management control and the shareholding of promoter on the allotment of convertible warrants into equity shares shall not be increasing by more than 5% of the post enhanced capital of the Promoter.

The Valuation certificate is available at the website of the company at www.igfl.co.in – Investors – Preferential issue 2023-24.

The Company Inter Globe Finance Limited is into the business of financial, Investment and other activities as the company is a registered NBFC under section 45IA of the RBI Act and having RBI Registered No. 05.01382

The Present Authorized Capital of the Company Rs. 98,800,000/- (Rupees Nine Crore Eighty Eight Lacs only) consists of 98,80,000 equity shares of Rs 10/- each . And the paid up capital of the Company consist of 68,22,295 Equity shares of face value of Rs 10/-

each aggregating Rs.6,82,22,950/-. To accommodate the fresh allotment the company also proposed to increase its Authorized Capital.

The Board has appointed Mr. Satyajit Mishra (Practicing Company Secretary, Membership No.: FCS 5759 & COP No.: 4997) and as per his valuation report as on 21st February 2024, the valuation of each share is of Rs. 42 /- of face value of Rs 10/- each of the equity shares.

As members are aware that the company needs fund for expanding the business and to meet its day-to-day requirement in the normal course of Business, the Board of Directors in their meeting held on 21st February 2024 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (Promoter and Non Promoter).

This proposed allotment also will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the convertible warrants into equity shares to be allotted by way of preferential issue shall be made:
 - 25% at the time of allotment of Convertible warrants
 - Balance 75% in one or multiple tranches on or before the allotment of shares and within 18-months from the date of allotment of the Convertible warrants into equity shares;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed promoter allottee in the issuer is in dematerialized form and there is no pre-holdings belongs to public category investors:
- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE). Post allotment the Promoters holding will be decrease from 70.68% to 55.39%;
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts (both warrants and equity shares); and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and

also not wilful defaulters or their any prohibition to subscribe the shares

The Board of Directors of the Company in their meeting held on 21st February 2024, approved raising of funds aggregating up to Rs. 32,17,20,000/- (Rupees Thirty Two Crore Seventeen Lacs Twenty Thousand Only) by way of issue and allotment of 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 42/- per convertible warrant into equity share to the above said proposed allottees of the Company (referred to as “the Proposed Allottees”), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

In accordance with Sections 23(1)(b), 39 & 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 32,17,20,000/- (Rupees Thirty Two Crore Seventeen Lacs Twenty Thousand Only) by way of issue and allotment of 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 42/- per convertible warrant into equity share (“Equity Shares”) (includes premium of Rs.32/- each) per convertible warrants into Equity Share (“Equity Shares”), on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed herein.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

(i) **Capital of the Company:**

The Present Authorized Capital of the Company Rs. 98,800,000/- (Rupees Nine Crore Eighty Eight Lacs only) consists of 98,80,000 equity shares of Rs 10/- each . And the paid up capital of the Company consist of 68,22,295 Equity shares of face value of Rs 10/- each aggregating Rs.6,82,22,950/-. To accommodate the fresh allotment the company also proposed to increase its Authorized Capital.

The Present issue consists of 76,60,000 equity shares of Rs. 10/- each. Post allotment of this preferential issue of 76,60,000 equity shares of Rs. 10/- each the paid-up capital of the company will be 1,44,82,295 equity shares of face value of Rs. 10/- each aggregating Rs. 14,48,22,950/- (Rupees Fourteen Crore Forty eight Lacs Twenty two Thousand Nine Hundred Fifty Only).

The Company will increase the Authorized share capital to meet the requirements of present preferential issue with approval of members in the ensuing general meeting.

(ii) **Date of Board Resolution:**

21st February, 2024.

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is Friday 16th February 2024, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting (Monday 18th March 2024).

(iv) **The Objects of the issue through preferential issue:**

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the securities market and give Loans, ICDS, Bill Discounting and Loan and advances of all description as the Company is a NBFC company;
5. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
6. To return of Loan and advances to the lenders mainly of Banks ;
7. Conversion of Loan into equity to improve the debt equity ratio; and
8. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

(v) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of up to 76,60,000 convertible warrants into equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 42/- (Including premium of Rs. 32/- each), in one or more tranches, for an aggregate amount of Rs. 32,17,20,000/- (Rupees Thirty Two Crore Seventeen Lacs Twenty Thousand Only) on preferential basis.

(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 164 of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the valuer named Mr. Satyajit Mishra (Practicing Company Secretary, Membership No.: FCS 5759 & COP No.: 4997) dated 21st February, 2024 is Rs 42/- per convertible warrants of face value of Rs10/- each and same is available at the website of the company at www.igfl.co.in and also available at the registered office of the company.

(*The shares of the company are frequently traded. The Valuer considered the open offer price of Rs.42/- each while finalising the valuation report).

(vii) **Pricing:**

The Valuation is Rs. 42/- per convertible warrants into equity share of face value of Rs. 10/- each is as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the frequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not Applicable

Regulation 166A (1): Other conditions for pricing: Not Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: **Not Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the

independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso. – Not Applicable

However, the post % of the allotment considering the fully allotted shares capital, the allottees is subscribing more than 5% and as a group their diluted shareholding post allotment is exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is required. **Not Applicable**

We hereby confirm and certify that the valuation Report prepare as per Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**

**** None of the subscribers are subscribing more than 5% of the enhanced capital of the company (considering full conversion of the proposed 76,60,000 convertible warrants into equity shares of face value of Rs 10/- each.**

(viii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2023-24.

(ix) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Re. 10/- each.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 76,60,000 (Seventy Six Lacs Sixty Thousand) convertible warrants into equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company or any of its Promoters or Directors is/are now not a wilful defaulter. The Acquirer/ proposed allottee is also not a wilful defaulter. None of the allottees are prohibited to participate in this issue or wilful defaulter.

(x) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The preferential issue of shares is being made to the Specified Allottees who is the Promoter of the Company and form part of the Promoter Group of the Company or connected with Key Managerial Person or Director who are the proposed subscriber to the present preferential issue.

Part of the preferential issue of shares is being made to the Specified Allottees who does not belong to the Promoters and Promoter Group of the Company.

(xi) **Proposed Allottee's:**

The name, Category and PAN No. of the proposed allottees are under:

SR. NO.	NAME OF ALLOTTEES	PAN	NO. OF PROPOSED SUBSCRIPTION OF WARRANTS
PROMOTERS			
1	Dolly Jain	ACVPA3479Q	100000
2	Seema Jain	ACMPA8937G	100000
3	Sonu Jain	ACVPA3478R	100000
4	Ruchika Jain	ACVPA3477A	100000
5	Pramod Kumar Jain	ADFPJ9886P	1000000
6	Rakhi Jain	AGPPB6357A	250000
7	Manju Jain	ACOPJ5928L	1000000
8	Pramod Kumar Jain HUF	AAKHP2663Q	200000
9	Suresh Kumar Pramod Kumar HUF	AAFHS3322G	200000
10	Seema Gupta	ADWPG0125H	100000
11	Navin Jain HUF	AAFHN8158R	50000
	TOTAL		3200000
NON-PROMOTERS			
12	Amit Goyal	ABBPG7599L	12,500
13	Meenu Goyal	ACIPG3927G	12,500
14	Ramesh Chandra Mishra	ACPPM8652F	25,000
15	Vikash Kedia	AFUPK1451N	50,000
16	Vikash Kedia HUF	AAHHV4222Q	50,000
17	Saurav Poddar	AINPP7154P	100,000
18	Saurav Poddar HUF	AAOHS9717G	100,000
19	Shradha Jain	AIDPJ8006A	700,000
20	Vijay Kumar Jain HUF	AAGHV6486H	700,000
21	Vijay Kumar Jain	AEZPJ9705J	700,000
22	Arvind Bothra HUF	AARHA9044B	500,000

23	Sangam Finserv Limited	AADCS7866A	250,000
24	Sunita Jain	ALJPS0776P	25,000
25	Sunita Kapoor	AFTPK2963E	12,500
26	Anurag Soni HUF	AARHA4762N	50,000
27	Abhisek Somani HUF	AAPHA5188Q	25,000
28	Ram Kishore Bang	AKTPB8762H	50,000
29	Shilpi Chhajer	AEGPC7462J	25,000
30	Rohit Saboo	AXDPS5206Q	10,000
31	Santosh Bagrecha	AAUPB7537K	12,500
32	Anubhav Goenka	AFYPG7173D	25,000
33	Siddharth Jain HUF	ABDHS8875D	200,000
34	Ravi Jain	ADEPJ2420Q	375,000
35	Ravi Jain HUF	AACHH4197P	375,000
36	Vidit Jain	CCIPJ1104L	25,000
37	Anirban Dutta(KMP)	AEEPDP2296M	25,000
38	Pritha Beriwal(KMP)	AWHPD4220G	25,000
	TOTAL		4460000

- (xii) **(i) Pre-Holdings of proposed allottee's:**
As on date the following allottee's have pre-holdings:

Name	Category	No of Shares	%	Pre-holding Lock In release date
Dolly Jain	Promoter	1,07,995	1.58	01/09/2024
Manju Jain	Promoter	20,92,511	30.67	01/09/2024
Pramod Kumar Jain	Promoter	4,46,625	6.55	01/09/2024
Pramod Kumar Jain HUF	Promoter	4,33,859	6.36	01/09/2024
Rakhi Jain	Promoter	4,13,216	6.06	01/09/2024
Ruchika Jain	Promoter	1,15,232	1.69	01/09/2024
Seema Gupta	Promoter	4,49,450	6.59	01/09/2024
Seema Jain	Promoter	1,08,502	1.59	01/09/2024
Sonu Jain	Promoter	1,13,331	1.66	01/09/2024
Suresh Kumar Pramod Kumar HUF	Promoter Group	4,30,314	6.31	01/09/2024

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Company is taking appropriate steps to initiate the pre lock in the balance shares, if any.

(ii) The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:

Name	Category	No of Shares	%	No of Convertible Warrants into Shares	Total Post Holdings	%	Change in Holding (%)
Dolly Jain	Promoter	1,07,995	1.58	100,000	2,07,995	1.44	0.14
Manju Jain	Promoter	20,92,511	30.67	10,00,000	3092511	21.35	9.32
Navin Jain HUF	Proposed Promoter	-	-	50,000	50000	0.35	-
Pramod Kumar Jain	Promoter	4,46,625	6.55	10,00,000	1446625	9.99	3.44
Pramod Kumar Jain HUF	Promoter	4,33,859	6.36	2,00,000	633859	4.38	1.98
Rakhi Jain	Promoter	4,13,216	6.06	2,50,000	663216	4.58	1.48
Ruchika Jain	Promoter	1,15,232	1.69	1,00,000	215232	1.49	0.2
Seema Gupta	Promoter	4,49,450	6.59	1,00,000	549450	3.79	2.8
Seema Jain	Promoter	1,08,502	1.59	1,00,000	208502	1.44	0.15

Sonu Jain	Promoter	1,13,331	1.66	1,00,000	213331	1.47	0.19
Suresh Kumar Pramod Kumar HUF	Promoter Group	4,30,314	6.31	2,00,000	630314	4.35	1.96
Non-Promoter Group							
Anirban Dutta(Kmp)	Non-Promoter-KMP	-	-	25,000	25,000	0.17	-
Pritha Beriwal (Kmp) (Presently Pritha Beriwal as per PAN records and Pritha Dhandhania in Demat Statement)	Non-Promoter-KMP	-	-	25,000	25,000	0.17	-
Amit Goyal	Non-Promoter	-	-	12,500	12,500	0.09	-
Meenu Goyal	Non-Promoter	-	-	12,500	12,500	0.09	-
Ramesh Chandra Mishra	Non-Promoter	-	-	25,000	25,000	0.17	-
Vikash Kedia	Non-Promoter	-	-	50,000	50,000	0.35	-
Vikash Kedia HUF	Non-Promoter	-	-	50,000	50,000	0.35	-
Saurav Poddar	Non-Promoter	-	-	100,000	100,000	0.69	-

Saurav Poddar HUF	Non-Promoter	-	-	100,000	100,000	0.69	-
Shradha Jain	Non-Promoter	-	-	700,000	700,000	4.83	-
Vijay Kumar Jain HUF	Non-Promoter	-	-	700,000	700,000	4.83	-
Vijay Kumar Jain	Non-Promoter	-	-	700,000	700,000	4.83	-
Arvind Bothra HUF	Non-Promoter	-	-	500,000	500,000	3.45	-
Sangam Finserv Limited -	Non-Promoter	-	-	250,000	250,000	1.73	-
Sunita Jain	Non-Promoter	-	-	25,000	25,000	0.17	-
Sunita Kapoor	Non-Promoter	-	-	12,500	12,500	0.09	-
Anurag Soni HUF	Non-Promoter	-	-	50,000	50,000	0.35	-
Abhisek somani HUF	Non-Promoter	-	-	25,000	25,000	0.17	-
Ram Kishore Bang	Non-Promoter	-	-	50,000	50,000	0.35	-
Shilpi Chhajer	Non-Promoter	-	-	25,000	25,000	0.17	-
Rohit Saboo	Non-Promoter	-	-	10,000	10,000	0.07	-
Santosh Bagrech a	Non-Promoter	-	-	12,500	12,500	0.09	-
Anubhav Goenka	Non-Promoter	-	-	25,000	25,000	0.17	-

Siddharth Jain HUF	Non-Promoter	-	-	200,000	200,000	1.38	-
Ravi Jain	Non-Promoter	-	-	375,000	375,000	2.59	-
Ravi Jain HUF	Non-Promoter	-	-	375,000	375,000	2.59	-
Vidit Jain	Non-Promoter	-	-	25,000	25,000	0.17	-

(xiii) **Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-shareholdings of promoter is 48,22,295 (70.68%) and non-promoter (public) is 20,00,000 (29.32%) and the post subscription of shares (considering the full conversion of warrants into equity shares), the post shareholdings will be consisting of 1,44,82,295 equity shares of face value of Rs.10/- each, respectively.

Sr. No.	Category	Pre - Holding		Post - Holding	
		No. of Shares	%	No. of Shares	%
(A)	PROMOTERS				
1.1	(a) Individuals/Hindu undivided Family	48,22,295	70.68	8022295	55.39
1.2	(b) Body Corporates	-	-	-	-
	TOTAL = (A)	48,22,295	70.68	8022295	55.39
(B)	PUBLIC				
2.1	Banks	-	-	-	-
2.2	Individuals	13,95,910	20.46	36,05,910	24.90
2.3	HUF	-	-	20,00,000	13.81
2.4	Clearing Members	27	0.00	27	0.00
2.5	Trust	-	-	-	-

2.6	NRI	622	0.01	622	0.01
2.7	IEPF	530320	7.77	530320	3.66
2.8	Body Corporates	73121	1.07	3,23,121	2.23
2.9	Any Others	-	-	-	-
	TOTAL = (B)	20,00,000	29.32	64,60,000	44.61
	TOTAL (A)+ (B)= (C)	68,22,295	100%	1,44,82,295	100%

(xiv) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) **Identity of the natural persons who are the ultimate beneficial owners (UBO) of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

(1) As per regulation 162 of the SEBI ICDR Regulations, 2018, the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.

(2) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners (UBO)	Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
1.	Pramod Kumar Jain HUF	Pramod Kumar Jain	ADFPJ9886P
2.	Suresh Kumar Pramod Kumar HUF	Pramod Kumar Jain	ADFPJ9886P
3.	Navin Jain HUF	Navin Jain	ABKPT1935G

4.	Vikash Kedia HUF	Vikash Kedia	AFUPK1451N
5.	Saurav Poddar HUF	Saurav Poddar	AINPP7154P
6.	Vijay Kumar Jain HUF	Vijay Kumar Jain	AEZPJ9705J
7.	Arvind Bothra HUF	Arvind Bothra	AHUPB3465H
8.	Sangam Finserv Limited	Radha Devi Soni	ABYPS4155P
9.	Anurag Soni HUF	Anurag Soni	BETPS9242G
10.	Abhisek Somani HUF	Abhisek Somani	AUMPS7347G
11.	Siddharth Jain HUF	Siddharth Jain	AITPJ5244M
12.	Ravi Jain HUF	Ravi Jain	ADEPJ2420Q

(xvi) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the ICDR Regulations. It would re-compute the price of the equity shares specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xvii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

(xviii) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1.	Dolly Jain	Promoter	Promoter
2.	Manju Jain	Promoter	Promoter
3.	Navin Jain HUF	-	Proposed Promoter
4.	Pramod Kumar Jain	Promoter	Promoter
5.	Pramod Kumar Jain HUF	Promoter	Promoter

6.	Rakhi Jain	Promoter	Promoter
7.	Ruchika Jain	Promoter	Promoter
8.	Seema Gupta	Promoter	Promoter
9.	Seema Jain	Promoter	Promoter
10.	Sonu Jain	Promoter	Promoter
11.	Suresh Kumar Pramod Kumar HUF	Promoter Group	Promoter Group
12.	Anirban Dutta(Kmp)	Non-Promoter-KMP	Non-Promoter-KMP
13.	Pritha Beriwal(Kmp) (Presently Pritha Beriwal as per PAN records and Pritha Dhandhanian in Demat Statement)	Non-Promoter-KMP	Non-Promoter-KMP
14.	Amit Goyal	Non-Promoter	Non-Promoter
15.	Meenu Goyal	Non-Promoter	Non-Promoter
16.	Ramesh Chandra Mishra	Non-Promoter	Non-Promoter
17.	Vikash Kedia	Non-Promoter	Non-Promoter
18.	Vikash Kedia HUF	Non-Promoter	Non-Promoter
19.	Saurav Poddar	Non-Promoter	Non-Promoter
20.	Saurav Poddar HUF	Non-Promoter	Non-Promoter
21.	Shradha Jain	Non-Promoter	Non-Promoter
22.	Vijay Kumar Jain HUF	Non-Promoter	Non-Promoter
23.	Vijay Kumar Jain	Non-Promoter	Non-Promoter
24.	Arvind Bothra HUF	Non-Promoter	Non-Promoter
25.	Sangam Finserv Limited	Non-Promoter	Non-Promoter
26.	Sunita Jain	Non-Promoter	Non-Promoter
27.	Sunita Kapoor	Non-Promoter	Non-Promoter
28.	Anurag Soni HUF	Non-Promoter	Non-Promoter
29.	Abhisek Somani Huf	Non-Promoter	Non-Promoter
30.	Ram Kishore Bang	Non-Promoter	Non-Promoter
31.	Shilpi Chhajer	Non-Promoter	Non-Promoter
32.	Rohit Saboo	Non-Promoter	Non-Promoter
33.	Santosh Bagrecha	Non-Promoter	Non-Promoter
34.	Anubhav Goenka	Non-Promoter	Non-Promoter
35.	Siddharth Jain HUF	Non-Promoter	Non-Promoter
36.	Ravi Jain	Non-Promoter	Non-Promoter
37.	Ravi Jain HUF	Non-Promoter	Non-Promoter
38.	Vidit Jain	Non-Promoter	Non-Promoter

(xix) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be:

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

The convertible warrants shall be locked in for a period of one year from the allotment of convertible warrants and will be extent ended upto the conversion to equity shares.

The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

As per regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees or forfeited as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(xx) The Proposed time within which the allotment shall be completed :

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment

of Shares by way of swap of shares and convertible warrants into equity shares or in the event of Allotment of Shares by way of swap of shares and convertible warrants into equity shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.

(xxi) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Satyajit Mishra and Co. (Company Secretary) dated 23rd February 2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.igfl.co.in and shall be placed before the Extra-ordinary general meeting of the shareholders and the same is also available for inspection of the members during 11 a.m to 1 p.m Monday to Friday till the date of the EOGM at the Registered office of the company.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

None of the Directors other than Promoter are concerned or interested financially or otherwise in the resolutions. The Promoters holds 70.68 % of voting rights in Inter Globe Finance Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as Special resolution respectively.

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY OF THE COMPANY FROM RS. 9,88,00,000/- CONSISTING OF 98,80,000 EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO RS. 16,00,00,000/- CONSISTING OF 1,60,00,000 EQUITY SHARES OF FACE VALUE OF RS.10/- EACH UNDER SECTION 13 & 61 OF THE COMPANIES ACT, 2013:

The Present Authorized Capital of the Company Rs. 98,800,000/- (Rupees Nine Crore Eighty Eight Lacs only) consists of 98,80,000 equity shares of Rs 10/- each . And the paid up capital of the Company consist of 68,22,295 Equity shares of face value of Rs 10/- each aggregating Rs.68222950/- .Post allotment of this preferential issue of 76,60,000 equity shares of Rs. 10/- each the paid-up capital of the company will be 1,44,82,295 equity shares of face value of Rs. 10/- each aggregating Rs. 14,48,22,950/- (Rupees Fourteen Crore Forty eight Lacs Twenty two Thousand Nine Hundred Fifty Only). To accommodate the fresh allotment the company also proposed to increase its Authorized Capital.

To Accommodate the fresh issue of proposed preferential allotment of 76,60,000 convertible warrants into equity shares, the Company require adequate capital. Hence the Board proposed to increase the authorized capital of the company from Rs. 9,88,00,000/- consisting of 98,80,000 equity shares of face value of Rs.10/- each to Rs. 16,00,00,000/- consisting of 1,60,00,000 equity shares of face value of Rs.10/- each, after seeking necessary approvals as required as per section 13 and 61 of the Companies Act, 2013.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 98,800,000/- (Rupees Nine Crore Eighty Eight Lacs only) consists of 98,80,000 equity shares of Rs 10/- each to Rs. 16,00,00,000/- consisting of 1,60,00,000 equity shares of face value of Rs.10/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as Special resolution respectively.

The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members:

1. Valuation Report of Mr. Satyajit Mishra (Practicing Company Secretary, Membership No.: FCS 5759 & COP No.: 4997) dated February 21st 2024 under regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Balance Sheet/Annual report of M/s. Inter Globe Finance Limited for the financial year ended 31st March, 2023 and Un-audited Quarterly results for the quarter ended 31st December 2023.
3. Memorandum and Article of Association of M/s. Inter Globe Finance Limited.
4. Practicing Company Secretary's Certificate As per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
5. Consent Letter of Subscribers.
6. Extracts of Minutes of Board Meeting dated 21st February 2024 of M/s. Inter Globe Finance Limited.
7. The Above Documents are available at the Company website : www.igfl.co.in .

By Order of Board For INTER GLOBE FINANCE LIMITED,

**Place: Kolkata
Date : 21.02.2024**

**Sd/-
Pritha Beriwal
Company Secretary
Membership No: A49631**

**Registered Office
6B, Bentinck Street, Aloka House, 1st Floor, Kolkata- 700 001
Mail Id - interglobefinance@gmail.com
Website: www.igfl.co.in**