



CIN : L65999WB1992PLC05265

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

Tel : 033-4066 1215, E-mail : interglobefinance@gmail.com, Website : www.lgfl.co.in

## NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Inter Globe Finance Limited will be held on Monday, 30th September, 2024 at 11:00 AM (IST) through **Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2024, and the Reports of the Directors and Auditors thereon.
2. To re-appoint Ms. Seema Gupta (DIN – 00655023) who retires by rotation and being eligible, offers herself for re-appointment

### SPECIAL BUSINESS

3. To appoint Ms. Ayushi Jain (DIN-10752143) as an Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 and other applicable provisions, if any, read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, and in terms of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ayushi Jain(DIN: 10752143), be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 29, 2024 up to August 28, 2029 (both days inclusive) on such terms & conditions as stated in the explanatory statement hereto. and who being eligible for appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.”

**“RESOLVED FURTHER THAT** the Directors of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

4. To adopt new set of Memorandum of Association (MOA) as per The Companies Act, 2013

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

**“RESOLVED THAT** pursuant to and in accordance with the provisions of Section 13 of the Companies Act, 2013 (‘Act’) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Memorandum of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

5. To adopt new set of Articles of Association (AOA) as per The Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (‘Act’) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

## NOTICE

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

6. To approve the Related Party Transactions:-

To consider and if thought fit to pass the following resolution as a **Ordinary Resolution**.

**“RESOLVED THAT** authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those, nature whereof is repetitive and in ordinary course of business at arms length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and also those provided and/or referred in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in connection therewith, the Board of Directors may take such steps as may be necessary for and on behalf of the Company.”

7. To authorize the Company to make contributions to Charitable Trusts:

To consider and if thought fit to pass the following resolution as a **Ordinary Resolution**.

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

### Registered Office :

6B, Bentinck Street  
Aloka House, 1st Floor  
Kolkata - 700 001  
Date : August 29, 2024

By the order of the Board

Sd/-

**Pritha Beriwal**

Company Secretary

(Mem No. – A49631)

### NOTES :

1. The Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023, and other circulars issued in this respect ('MCA Circulars') allowed, inter-alia, conduct of AGM through Video Conferencing/ Other Audio-Visual Means ('VC/ OAVM') facility on or before September 30, 2024. The Securities and Exchange Board of India ('SEBI') also vide its SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with these Circulars, provisions of the Companies Act, 2013 ('Act') and the SEBI Listing Regulations, the 31st AGM of the Company is being conducted through VC/ OAVM facility.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('Management Rules'), Secretarial Standard-2 ('SS-2') on General Meetings and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, as amended, the Company through Central Depository Services Limited ('CDSL') will be providing facilities in respect of:
  - (a) voting through remote e-voting;
  - (b) e-voting after the AGM. The procedure for participating in the meeting through VC/OAVM is explained further.Participation in the AGM through VC/OAVM facility shall be provided by 'PURVA SHARE REGISTRY INDIA PVT. LTD.'
3. In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31st AGM, Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

## NOTICE

4. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 31st AGM through VC/ OAVM facility and e-Voting after the 31st AGM.

The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [interglobefinance@gmail.com](mailto:interglobefinance@gmail.com) or to [rocteam.professionals@gmail.com](mailto:rocteam.professionals@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2024 at 05:00 pm without which the vote shall not be treated as valid.

5. Attendance of the Members participating in the 31st AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
7. In case of joint holders attending the Meeting, 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.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/Registrar and Share Transfer Agent ('RTA').
9. Members may note that the AGM Notice and the Annual Report 2023-24 will also be available on the Company's website [www.igfl.co.in](http://www.igfl.co.in) at weblink i.e. <https://www.igfl.co.in/annual-report.php> and websites of the Stock Exchanges i.e., BSE Limited and CSE Ltd at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively, and on the website of CDSL [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com)
10. Physical copy of the Annual Report 2023-24 (including the Notice of the 31st AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2023-24, may write to the Company at [compliance@igfl.co.in](mailto:compliance@igfl.co.in), requesting for the same by providing their holding details and DP ID and Client ID/Folio No.
11. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the RTA at [nichetechnpl@nichetechnpl.com](mailto:nichetechnpl@nichetechnpl.com)
12. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail ids with their relevant Depositories.

### **Procedure for remote e-voting and e-voting after the AGM :**

13. Pursuant to the provisions of section 108 of the Act read with Management Rules and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by listed entities and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
14. The remote e-Voting period begins on Friday, September 27, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 29, 2024 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e., Monday, September 23, 2024 may cast their vote electronically.
15. The voting right of member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Monday, September 23, 2024. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
16. The facility for voting through e-voting system shall also be made available after the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting after the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).
17. The Board of Directors have appointed M/s. Isha Bothra & Associates, Practicing Company Secretary (ACS: 27531 / CP No. 9949), as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting after the Meeting in a fair and transparent manner.

## NOTICE

18. The Results of remote e-Voting and e-voting after the Meeting shall be declared by the Chairman or by any other director or Company Secretary duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website [www.igfl.co.in](http://www.igfl.co.in) and also be displayed on the Notice Board of the Company at its Registered Office and on the website CDSL [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 30, 2024, subject to receipt of the requisite number of votes in favour of the Resolutions.
19. 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.
20. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.igfl.co.in](http://www.igfl.co.in) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
21. 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.
22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
24. Pursuant to Section 91 of the Act The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of AGM.
25. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available physically for inspection till the conclusion of AGM by the members based on the request being sent on [interglobefinance@gmail.com](mailto:interglobefinance@gmail.com).
26. 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.
27. 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.
28. 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 AGM.
29. 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.
30. 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.
31. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 23, 2024, have been considered for the purpose of sending the Notice of AGM and the Annual Report.

### 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: ANNUAL REPORT 2023-24.

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.

## NOTICE

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.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
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 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/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 AGM will be provided by CDSL.
3. The Members can join the AGM 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 AGM 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM 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 AGM/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 AGM 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](http://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](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM shall be 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, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively .
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING AFTER AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Remote E-voting period begins on Friday, 27th September, 2024 at 9:00 a.m.(IST) and end on Sunday, 29th September, 2024 at 5:00 p.m. 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, 23rd September, 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.

## NOTICE

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"> <li>Users who have opted for CDSL Easi / 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / 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 &amp; voting during the meeting. Additionally, there is also links provided to access the 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

## NOTICE

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cslindia.com</b> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> 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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN - 240829056** for the relevant "INTER GLOBE FINANCE LIMITED" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) 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](http://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](mailto: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](mailto: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](mailto: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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
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. Wednesday, September 25, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [interglobefinance@gmail.com](mailto:interglobefinance@gmail.com). The shareholders who do not wish to speak during the AGM 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](mailto: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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available after the AGM 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.

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:

**M/s. Niche Technologies Private Ltd**

3A Auckland Place, 7th Floor, Room No. 7A & 7B

Kolkata – 700017

### EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item No. 3 to 7 of the accompanying Notice dated 29th August, 2024.

#### ITEM NO. 3

To approve appointment of Ms. Ayushi Jain (DIN: 10752143), as an Independent Director of the Company for a term of five years.

Pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company at its meeting held on August 29, 2024, appointed Ms. Ayushi Jain (DIN: 10752143), as an Additional Director (Category: Independent Director) of the Company for a term of five years, in consideration of the recommendation of the Nomination & Remuneration Committee. In view of the above, the Board considered that Ms. Jain possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an Independent Director of the Company. The Company has received a declaration from Ms. Jain confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Ms. Jain has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority. Further, Ms. Jain has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. In the opinion of the Board, Ms. Jain fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

Brief resume of Ms. Ayushi Jain and other information as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are annexed hereto and marked as Annexure B".

Save & except Ms. Ayushi Jain and/or his relatives, none of the other Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The resolution seeks approval of the members for appointment of Ms. Ayushi Jain effective from August 29, 2024 upto August 28, 2029.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

#### ITEM NO. 4

To adopt new set of Memorandum of Association (MOA) as per the Companies Act, 2013.

In order to make the Memorandum of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Memorandum of Association of the Company by a new set of MOA.

Additionally, certain articles that was included in the existing Memorandum of association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted.

Accordingly, in lieu of amendments to various articles in the existing Memorandum of Association, it is considered prudent and desirable to adopt a new set of MOA of the Company, in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company. Pursuant to Section 13 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Memorandum of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval. The Board gave its approval for adoption of new set of Memorandum of Association as per the provisions of the Companies Act, 2013.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in the Notice above.

#### ITEM NO. 5

To adopt new set of Articles of Association(AOA) as per the Companies Act, 2013.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles.

Additionally, certain articles that was included in the existing articles of association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted.

Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval. The Board gave its approval for adoption of new set of Articles of Association as per the provisions of The Companies Act, 2013.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in the Notice above.

A copy of the proposed new set of the Memorandum & Articles of Association of the Company would be available for inspection at the registered office of the Company situated at 6B Bentinck Street, Aloka House, First Floor, Kolkata – 700001 on all working days except Saturdays and Public Holidays between 11.00 A.M and 4.00 P.M post the AGM.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

#### ITEM NO. 6

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

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

<b>Related Party – Individual</b>			
<b>Sl. No.</b>	<b>Name of Related Party</b>	<b>Related with</b>	<b>Nature of relationship</b>
1	Manju Jain	Promoter	Promoter
2	Pramod Jain	Promoter	Promoter
3	Dolly Jain	Promoter	Promoter
4	Seema Jain	Promoter	Promoter
5	Sonu Jain	Promoter	Promoter
6	Ruchika Jain	Promoter	Promoter
7	Rakhi Jain	Promoter	Promoter
8	Navin Jain	Promoter	Promoter
9	Dolly Jain	Navin Jain	Wife
10	Bimal Kumar Tholiya	Navin Jain	Father
11	Bimla Devi Tholiya	Navin Jain	Mother
12	Ratika Jain	Navin Jain	Daughter

<b>Related Party – Individual</b>			
<b>Sl. No.</b>	<b>Name of Related Party</b>	<b>Related with</b>	<b>Nature of relationship</b>
13	Aanya Jain	Navin Jain	Daughter
14	Neeraj Tholiya	Navin Jain	Brother
15	Neelam Jain	Navin Jain	Sister
16	Suman Luhadia	Navin Jain	Sister
17	Soma Dutta	Anirban Dutta	Wife
18	Anukul Dutta	Anirban Dutta	Father
19	Gayatri Dutta	Anirban Dutta	Mother
20	Anindita Dutta	Anirban Dutta	Daughter
21	Annyasha Dutta	Anirban Dutta	Daughter
22	Braj Mohan Prasad	Seema Gupta	Father
23	Geeta Devi Prasad	Seema Gupta	Mother
24	Praful Gupta	Seema Gupta	Brother
25	Prakash Gupta	Seema Gupta	Brother
<b>Related Party-HUF</b>			
<b>Sl. No.</b>	<b>Name of Related Party</b>	<b>Related with</b>	<b>Nature of relationship</b>
1	Suresh Kumar Pramod Kumar (HUF)	Pramod Jain	Karta
2	Navin Jain (HUF)	Navin Jain	Karta
3	Pramod Kumar Jain (HUF)	Pramod Jain	Karta
<b>Related Party-Company</b>			
<b>Sl. No.</b>	<b>Name of Related Party</b>	<b>Related with</b>	<b>Nature of relationship</b>
1	Inter Globe Realty LLP	Pramod Jain, Navin Jain, Rakhi Jain, Manju Jain, Seema Gupta, Seema Jain	Partner/Designated Partner
2	Inter Globe Overseas Ltd.	Sumit Gupta, Rakhi Jain, Pramod Jain	Directors

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

The Directors/Promoters who are interested are as follows:

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

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

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**ITEM NO. 7**

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

Accordingly, it is proposed to obtain your approval to contribute to bonafide charitable and other funds notwithstanding the fact that such contribution exceeds 5% of its average net profits for the immediately three preceding financial years.

Your Directors recommend the approval of this proposed resolution by way of a Ordinary Resolution.

## Annexure-A

**Brief profile of the Director seeking appointment/reappointment at the Annual General Meeting under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015**

<b>Name</b>	<b>Ms. Seema Gupta (DIN : 00655023)</b>
<b>Date of Birth</b>	April 23, 1974
<b>Nationality</b>	Indian
<b>Designation</b>	Non Executive Woman Director
<b>Date of Appointment</b>	March 28, 2014
<b>Qualification</b>	B.Com.
<b>Shares held in the Company</b>	449450
<b>Directorship in other Companies</b>	NIL
<b>Chairman/ Member of the Committees of other Companies in which she is a Director</b>	Nil

## Annexure-B

### Disclosure of Directors seeking appointment at the AGM (Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India

Categories	Details
Name of Director	<b>Ms. Ayushi Jain</b>
Director Identification Number(DIN)	10752143
Date of Birth/Age	October 01, 1998 25 years 11 months
Qualification	M.com
Date of first appointment on the Board	29th August, 2024
Date & term of appointment	The appointment shall be effective from 29th August 2024 and shall be valid upto 28th August 2029
Reason for Change	Appointment of Ms. Ayushi Jain as an Additional Director (in Independent Director category) on the recommendation of the Nomination & Remuneration Committee
Brief Resume, Experience and Expertise	Ms. Ayushi Jain has completed Masters in Commerce. She has over 2 years of experience in the field of finance, taxation, audit & legal matters.
Terms & Conditions of appointment	Appointment of Independent Director pursuant to Section 149 and 152 of the Companies Act, 2013
Details of proposed remuneration	Payment of sittings fees and reimbursement of expenses for participation in meetings of the Board & other committee Meetings as per Company's policies
Declaration/Confirmation	Ms. Ayushi Jain is not debarred from holding office of a Director by virtue of any SEBI order or any other such authority.
Disclosure of relationship with other directors/KMP	None. Ms. Jain is not related to any Director or Key Managerial Personnel of the Company
Shareholding of Directors including shareholding as beneficial owner	Nil
List of Directorship in other Companies as on March 31, 2023	Nil
List of membership/chairmanship of Committees of other Companies as on March 31, 2023	Nil