

**INDERGIRI FINANCE LIMITED**  
**CIN No.:L65923MH1995PLC161968**

**Regd. Office: 502, Chartered House, 292 Dr. C. H. Street, Near Marine Lines Church, Mumbai - 400 002.**

**NOTICE**

NOTICE is hereby given that the Twenty first Annual General Meeting of the members of INDERGIRI FINANCE LIMITED will be held at registered office of the Company situated at 502, Chartered House, 292 Dr. C. H. Street, Near Marine Lines Church, Mumbai - 400 002 on Saturday, the 26<sup>th</sup> September 2015 at 12:30 P.M. to transact following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet, Cash Flow Statement as at 31st March 2015 and the Statement of Profit & Loss for the year ended 31st March 2015 and the Auditors' Report and Directors' report thereon.
2. To appoint a Director in place of Mr. Beni Prasad Rauka (DIN 00295213), who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. S. K. Rathi & Co., Chartered Accountants, Mumbai (Firm Registration No. 108724W) as approved by Members at the Twentieth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty third Annual General Meeting, and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2016.

**SPECIAL BUSINESS**

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

“RESOLVED that Ms. Poonam Kishan Sharma (DIN 07204660) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29<sup>th</sup> June, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

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

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other applicable provisions or rules of Companies Act, 2013 thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government and other regulatory authorities as may be necessary, consent of the members be and is hereby given for the change of name of the Company from “INDERGIRI FINANCE LIMITED” to “IFL FINVEST LIMITED”.

“RESOLVED FURTHER THAT the name “INDERGIRI FINANCE LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name “IFL FINVEST LIMITED”.

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution.”

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, SIGNED, COMPLETED AND LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. All documents referred in the Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

3. Electronic copy of the Annual Report and notice for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual for the financial year ended 31<sup>st</sup> March, 2015 is being sent in the permitted mode.
4. Members holding shares in physical form are requested to submit their e-mail address to the Company/RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.
5. Register of Share transfer and members will remain closed from Monday, 21<sup>st</sup> September, 2015 to Saturday, 26<sup>th</sup> September, 2015 (inclusive of both days).
6. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Members are requested to bring their Annual Report and the Attendance Slip with them at the Annual General Meeting
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice by the Ballot Form, the facility for voting through Ballot Form shall be made available at the Annual General Meeting. Resolution(s) passed by Members through Ballot Forms or remote e-voting is / are deemed to have been passed as if they have been passed at the AGM.
10. Mr. Dinesh Kumar Deora, Practicing Company Secretaries (Membership No. FCS 5683), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
12. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again
13. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
14. The instructions for e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):
    - i. Open the e-mail and also open PDF file, namely, "IFL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
    - ii. Open the internet browser and type the following URL: <https://www.evoting.nSDL.com>
    - iii. Click on Shareholder-Login
    - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
    - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
    - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
    - vii. Select "EVEN" (E-voting Event Number) of Indergiri Finance Limited. Now you are ready for remote e-voting as Cast Vote page opens.

- viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to IFL.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided by email: EVEN (E-voting Event Number) + USER ID and PASSWORD
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions

The remote e-voting period commences on Wednesday, September, 23<sup>rd</sup> 2015 (9.00 a.m. IST) and ends on Friday, September, 25<sup>th</sup> 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September, 21<sup>st</sup> 2015 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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 and voting through ballot form.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.

- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.indergiri.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”), where the shares of the Company are listed.

For and on behalf of the Board of Director

Place : Mumbai  
Date: 19<sup>th</sup> August, 2015

<b>Laxminarayan Sharma</b>	<b>Kishan Sharma</b>
Managing Director	Director
DIN: 01731396	DIN: 01168525

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The Board appointed Ms. Poonam Kishan Sharma, as Additional Director with effect from 29<sup>th</sup> June 2015 and has considered her as a Woman Director in terms of the provision of The Companies Act 2013 and pursuant to Clause 49 of Listing Agreement.

Ms. Poonam Kishan Sharma, Completed article ship training from a Chartered Accountancy firm and was involved in auditing assignment of finance and investment companies and thereafter involved in understanding nuances of finance.

As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

Except Ms. Poonam Kishan Sharma, being an appointee and Mr. Kishan Sharma being relative of Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**Item No. 5**

Indergiri Finance Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India(RBI)

The first word "Indergiri" existing name of the Company indicate a group of follower of "Inder Baba " who is a saint from the birth place of one of the promoter directors , who is of the view that the Company may stop use of the word and shall take steps to change the name. Keeping in mind the sentiments, initial name availability it is advisable to change the name of Company as "IFL FINVEST LIMITED".

The name "IFL" abbreviation of existing name "Indergiri Finance Ltd" (IFL) and Company is engaged in the business of investment & finance, hence 'FINVEST' reflect finance & Invest accordingly in order to clearly reflect the moto of business, the name suggested as 'IFL FINVEST LIMITED'.

Pursuant to the provisions of Section 13(2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals. The Board of Directors has proposed the name of the Company be changed from "INDERGIRI FINANCE LIMITED" to "IFL FINVEST LIMITED". Availability of proposed new name has been confirmed by the Registrar of Companies, Mumbai vide their letter dated 18<sup>th</sup> August, 2015 which is valid for 60 days.

The Company being a registered NBFC has furnished the application to Reserve Bank of India (RBI) for obtaining NOC for change in the Name and the proposed change shall be carried out subject to approval of RBI.

The Board recommends passing of the Special Resolution set out in Item no. 5 of the Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

For and on behalf of the Board of Director

Place : Mumbai  
Date: 19<sup>th</sup> August, 2015

<b>Laxminarayan Sharma</b>	<b>Kishan Sharma</b>
Managing Director	Director
DIN: 01731396	DIN: 01168525

As required under Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

<b>Name of the Director</b>	<b>Mr. Beni Prasad Rauka</b>	<b>Ms. Poonam Kishan Sharma</b>
Date of Birth	1st April 1964	3rd October 1990
Nationality	Indian	Indian
Date of appointment on the board	28th March 1995	29th June 2015
Qualifications	Qualified Chartered Accountant and Company Secretary.	Pursing for C.A. Final
Expertise in specific functional area	More than 27 years in Finance, Investment Banking & Manufacturing	Completed article ship training from a Chartered Accountancy firm and was involved in auditing assignment of finance and investment companies and thereafter involved in understanding nuances of finance.
Number of shares held in the Company	380860	NIL
Number of Meetings of the Board attended/ held	4/4	Nil/Nil*
Directorships held in other public companies (excluding foreign companies and Government Bodies)	<ol style="list-style-type: none"> <li>1. Manoo Finance and Investment Private Limited</li> <li>2. Pranoo Financial Services Private Limited</li> <li>3. Indergiri Securities Private Limited.</li> <li>4. Indergiri Share and Stock Brokers Private Limited.</li> <li>5. Advanced EnzyTech Solutions Limited</li> <li>6. Advanced Bio-Agro Tech Limited</li> <li>7. Capri Global Capital Limited</li> <li>8. Capri Global Housing Finance Private Limited</li> <li>9. Capri Global Resources Private Limited</li> <li>10. Capri Global Distribution Company Private Limited</li> <li>11. Capri Global Research Private Limited</li> <li>12. Capri Global Finance Private Limited</li> <li>13. Capri Global Investment Advisors Private Limited</li> </ol>	NIL
Chairman/ member in the committees of the Boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<ol style="list-style-type: none"> <li>1. Audit Committee - Chairman Capri Global Capital Limited</li> <li>2. Stakeholders' Relationship Committee - Chairman Capri Global Capital Limited</li> <li>3. Nomination and Remuneration Committee-Member Capri Global Capital Limited</li> </ol>	NIL

\*No Board meeting held during her tenure.