

**INDERGIRI FINANCE LIMITED****CIN No.: L65923MH1995PLC161968****Regd Office: Office No 327, Goyal Trade Centre, Near Sona Talkies, Shantivan, Borivali (E) Mumbai-400 066****NOTICE**

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of INDERGIRI FINANCE LIMITED will be held at Hotel Classic, Bhanu Apartment, Ground Floor, Shiv Vallabh Road, Ashok Van, Dahisar East, Mumbai – 400 068 on Monday, the 24<sup>th</sup> September, 2018 at 10.30 A.M. to transact following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet, Cash Flow Statement as at 31<sup>st</sup> March 2018 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March 2018 and the Auditors' Report and Directors' report thereon.
2. To appoint a Director in place of Mr. Kishan Sharma (holding DIN-01168525), who retires by rotation and being eligible offers himself for reappointment.

**SPECIAL BUSINESS**

3. To consider and if thought fit pass with or without modification following resolution as Special Resolution:

**Re-Appointment of Managing Director**

“**RESOLVED THAT**, pursuant to the provisions of Section 152,196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the said Act”) including Schedule V to the said Act as amended up to-date, consent be and is hereby accorded that Mr Laxmi Narayan Sharma be reappointed as Managing Director of the Company, for a period of five years with effect from 15th August, 2018 on the terms and conditions set out in the draft Agreement to be entered into between the Company and Mr. Laxmi Narayan Sharma, a copy whereof initialed by the chairman of the Company, for the purpose of identification has been placed before this meeting, the draft agreement is hereby specifically approved with the liberty to the Board to alter and vary terms and conditions of the said agreement as may be agreed to between the Board of Directors and Mr Laxmi Narayan Sharma provided however that the remuneration payable to Mr Laxmi Narayan Sharma shall not exceed the maximum limits for payment of managerial remuneration prescribed under Schedule V of the Companies Act, 2013.”

“**RESOLVED FUTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr Laxmi Narayan Sharma as minimum remuneration.”

“**RESOLVED FUTHER THAT** The terms and conditions of the aforesaid reappointment and / or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the maximum amount payable to Managing Director in accordance with the limits specified in Schedule V to the Companies Act, 2013 or any amendments made herein in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things and to execute any agreements, documents or instructions as may be required to give effect to the aforesaid 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 HIMSELF 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 AGM 2018 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, 2018 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 17th September 2018 to Monday the 24<sup>th</sup> September 2018 (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 the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the 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 e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
10. Mr. Mayank Arora, Practicing Company Secretaries (Membership No. 33328), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the 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 or by ballot form 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. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the Annual General Meeting. However a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
15. Members can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank Forms will be supplied on request.
16. 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: [www.evoting.nsdl.com](http://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 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 in the enclosed ballot form: 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

- i. The e-voting period commences on Friday, September 21, 2018 (9.00 A.M. IST) and ends on Sunday, September 23, 2018 (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 17, 2018 i.e. cut-off date, may cast their vote electronically. The 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, voting through ballot form, as well as voting at the meeting through ballot.
- 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”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

17. Provisions of Section 124 of the Companies Act, 2013 in respect of unclaimed dividend are not applicable to the Company, as the Company has not declared any dividend in last seven years.

**For and on behalf of the Board of Director**

**Laxminarayan Sharma**  
 Managing Director  
 DIN: 01731396

**Kishan Sharma**  
 Director  
 DIN: 01168525

Place : Mumbai  
 Date: 25<sup>th</sup> August, 2018

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Mr. Laxmi Narayan Sharma was appointed as a managing director of the Company for a period of five years effective from 16th August 2008 by the member of the Company in the extraordinary general meeting of the Company held on 27th December 2008. And reappointed by Member of the company on 30th September 2013 for the five years commencing from 15th August 2013. Mr Laxmi Narayan Sharma has been associated with the Company since 21 years.

The Board of Directors has approved his re-appointment in their Board Meeting held on 25th August 2018 and approval of the shareholders is being sought by the resolution.

The Explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and Memorandum of concern or interest under section 190 of the Company’s Act, 2013.

None of the Director except Mr. Laxmi Narayan Sharma who is being reappointed and Mr. Kishan Sharma and Poonam Sharma, who are relative is interested in the above resolution.

**Information on Directors being appointed/re-appointed as required under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 on General Meetings:**

Name of the Director	Mr. Laxminaryan Sharma	Mr. Kishan Sharma
Date of Birth	17/01/1959 (59 Years)	07/02/1961 (57 Years)
Nationality	Indian	Indian
Date of appointment on the board	27th December 2008	23 <sup>rd</sup> June 1995
Qualifications	B.Com	Qualified Chartered Accountant
Expertise in specific functional area	More than 20 years in Finance company	More than 32 years in Finance, Investment Banking
Number of shares held in the Company	500	103860
Number of Meetings of the Board attended/ held	29/05/17, 12/08/17, 11/11/17, 27/01/2018, 4/4	29/05/17, 12/08/17, 11/11/17, 27/01/2018, 4/4
Terms and conditions of appointment and remuneration	Managing Director, Remuneration - 3,60,000	Non-Executive Promoter director, Remuneration -Nil
Relative of any other Director/ Manager/KMP	<b>Kishan Sharma and Poonam Sharma</b>	<b>L.N. Sharma and Poonam Sharma</b>
Directorships held in other public companies(excluding foreign companies and Government Bodies)	NIL	1. Vaibhav Transport Private Limited 2. Indergiri Securities Private Limited Indergiri Share and Stock Brokers Private Limited 3. Limited 4. Kaizen Finance Private Limited 5. Bagra Financial Services Private Limited 6. Cogent Private Limited
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 ) ** Information are provided only in respect of listed Company	NIL	1. Audit Committee – Indergiri Finance Limited (Member) 2. Stakeholders’ Relationship Committee- Indergiri Finance Limited (Member) 3. Nomination and Remuneration Committee- Indergiri Finance Limited (Member)

Note : Pursuant to Regulation 26 of SEBI(Listing Obligations and Disclosure Requirement) Regulation 2015, only two committees viz., Audit Committee and Stakeholders Relationship committee have been considered.