

BOARD OF DIRECTORS

ANJANA GUPTA	NON-EXECUTIVE PROMOTER DIRECTOR
TILAK RAJ ANAND	NON-EXECUTIVE INDEPENDENT DIRECTOR
PANKAJ SINGLA	NON-EXECUTIVE INDEPENDENT DIRECTOR
PAWAN KUMAR BHATT	NON-EXECUTIVE DIRECTOR
NAVNEET VISHNOI	CFO
PANKAJ DOGRA	CEO

STATUTORY AUDITORS

G.S. GOEL & CO.
CHARTERED ACOUINTANT
FRN: 001415N
20/18, SHAKTI NAGAR, NEW DELHI-110007

REGISTRAR AND SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES (PVT) LIMITED
3RD FLOOR, 99, MADANGIR,
(BEHIND LOCAL SHOPPING COMPLEX)
NEAR HARSUKHDAS MANDIR,
NEWDELHI– 110 062

REGISTERED OFFICE

A-66, 2ND FLOOR, GURU NANAK PURA,
VIKAS MARG, LAXMI NAGAR,
DELHI – 110 092

BANKERS

PUNJAB NATIONAL BANK
ICICI BANK

IFL PROMOTERS LIMITED

REG. OFF.: A-66, 2ND FLOOR, GURU NANAK PURA, VIKAS MARG, LAXMI NAGAR DELHI-110092
CIN: L65910DL1992PLC049014, **Email ID:** promoters.ifl@gmail.com & **Ph. No.:** 011-22528968

NOTICE

Notice is hereby given that **24th Annual General Meeting** of shareholders of **IFL PROMOTERS LIMITED** will be held on **Friday the 30th day of September, 2016 at 11.30 A.M.** at the registered office of the Company at **A-66, 2nd Floor, Guru Nanak Pura, Vikas Marg, Laxmi Nagar Delhi-110092** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the period ended on that date and the Reports of the Director's and Auditor's thereon.
2. To appoint Directors in place of Mrs. Anjana Gupta (DIN-00059090), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and, in this connection, to consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the resolution passed in the Annual General meeting held on 30.09.2015 approving appointment of **M/s G. S. Goel & Co., Chartered Accountants**, until the conclusion of Annual General Meeting for the Financial year ending 31st March 2017 and pursuant to provisions of Section 139 of the Companies Act 2013 and other applicable provisions if any of the act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of **M/s G. S. Goel & Co., Chartered Accountants**, New Delhi, having firm registration no. **001415N**, be and is hereby ratified until the conclusion of next Annual General Meeting, on such remuneration and out of pocket expenses, as may be fixed in this behalf by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To regularize the appointment of Mr. Pawan Kumar Bhatt (having DIN 02372609) as the director of the Company

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

"RESOLVED THAT **Mr. Pawan Kumar Bhatt (having DIN 02372609)** who was appointed as Additional Director of the Company by the Board of Directors in the Board of Directors meeting held on 28th June 2016 and who ceases to hold the office under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director be and is hereby appointed a director of the Company."

By Order of the Board
For IFL PROMOTERS LIMITED

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 02/09/2016

NOTES:

1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
2. CORPORATE MEMBERS: intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. The members are requested to intimate the change of address immediately to the company.
4. Members/Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall.
5. All documents referred to in the accompanying Notice and the Explanatory Statement is available for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 10:30 A.M. and 2:30 P.M. upto the date of the ensuing Annual General Meeting.
6. The register of members and share transfer books of the company will remain closed from 24th September 2016 to 30th September, 2016 (Both days inclusive).
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members are informed that in case of joint holders attending the Meeting only such joint holder who is higher in order of the names will be entitled to vote.
9. The members are requested to bring the copy of the Notice with them.
10. Shareholders seeking any information with regard to the accounts are requested to write to the Company at a nearly date but not later than 48 hours before the scheduled time of holding the Annual General Meeting so as to enable the Management to keep the information ready.
11. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notice, Circulars, etc. from the Company electronically.

12. Pursuant to section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is required to provide members the facility to cast their vote by electronic means, the detailed instructions for e-voting is annexed to this Notice.

By Order of the Board
For IFL PROMOTERS LIMITED

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2016

Voting through electronics means

In compliance with the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice.

For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27/09/2016 at 9:00 A.M and ends on 29/09/2016 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 23/09/2016, 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in 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">Members who have not updated their PAN with the Company are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Annual Report.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Bank Details	recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<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 in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **IFL PROMTERS LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2016 may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

- The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on 23rd September, 2016.
- M/s K. S. & Associates, Practising Company Secretaries in whole time practice has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first 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 authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, 03rd October, 2015.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL after the results is declared by the Chairman.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

By Order of the Board
For IFL PROMOTERS LIMITED

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013. THE FOLLOWING EXPLANATORY STATEMENT SET OUT THE MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 4 OF THE ACCOMPANYING NOTICE.

Item no 4.

To regularize the appointment of Mr. Pawan Kumar Bhatt (having DIN 02372609) as the director of the Company

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts concerning each item of special business mentioned under Item Nos. 4 of the accompanying Notice:

Mr. Pawan Kumar Bhatt (having DIN 02372609) was appointed as an Additional Director w.e.f. 28th June 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Pawan Kumar Bhatt as candidate for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that the presence of Mr. Pawan Kumar Bhatt on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Pawan Kumar Bhatt, is in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

By Order of the Board
For IFL PROMOTERS LIMITED

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2016

Details of Directors seeking Re-appointment/ Appointment at the Annual General Meeting

Name of Director	Mrs. Anjana Gupta (reappointment)	Mr. Pawan Kumar Bhatt (regularization)
Date of Birth	20/09/1973	30/04/1969
Age	43 years	47 years
Date of Appointment	12.01.2008	28.06.2016
Qualification(s)	M.Com from Utkal University, Orissa	Undergraduate
Number of Shares Held	Nil	Nil
Expertise in specific functional areas	Having experience in the field of Accounting, Taxation, Financial Management, Business Development, Consultancy and Management	Having experience in the field of Share market and financial market
Other Directorship(s)	CUSP INFRA PROJECTS LIMITED (L70109DL1994PLC057583) HEENA DEVELOPERS PRIVATE LIMITED (U74899DL1991PTC044873 HITECH COMPUTECH PRIVATE LIMITED (U74899DL1993PTC056372) MKG INSURANCE BROKERS PRIVATE LIMITED (U74899DL2003PTC118817), HITECH COMVISION LIMITED (U99999DL1999PLC099468)	ZEN POLYMERS PRIVATE LIMITED (U25201RJ1996PTC011969) ROYAL THEME PRODUCTS (INDIA) PRIVATE LIMITED (U25209RJ2009PTC029651)
Committee Positions in other Public Companies	NIL	NIL
Relationships between Directors inter-se	N.A.	N.A.

For & on behalf of the Board of Directors of
IFL PROMOTERS LIMITED

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2016