

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 **25th Annual General Meeting** of shareholders of **IFL PROMOTERS LIMITED** will be held on **Saturday the 30th day of September, 2017 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 2017 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 **MR. PAWAN KUMAR BHATT (DIN- 02372609)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors in place of retiring Auditors and to fix their remuneration and in this connection to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. **D G & Associates**, Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company in place of M/s **G. S. Goel & Co.**, Chartered Accountants, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022, at an annual remuneration proposed by the audit committee and decided by Board of directors, subject to ratification by the Annual General Meeting(s) during each of the succeeding years following this meeting"

SPECIAL BUSINESS:

4. **To consider and determine the fees for delivery of any document through a particular mode of delivery to a member**

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in

advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

By Order of the Board
For **IFL PROMOTERS LIMITED**

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2017

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 2017 to 30th September, 2017 (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. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Item No. 4 is annexed hereto

13. 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.

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 27/09/2017 at 9:00 A.M and ends on 29/09/2017 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 23/09/2017, 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.

	<ul style="list-style-type: none"> 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 Bank Details OR Date of Birth (DOB)	<p>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.</p> <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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) 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, 2017 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, 2017.
- 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, 30th September, 2017.
- 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.

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

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 4 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

By Order of the Board
For **IFL PROMOTERS LIMITED**

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2017

Details of the Director seeking re-appointment in the forth-coming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. PAWAN KUMAR BHATT (reappointment)
Date of Birth	30/04/1969
Age	48 years
Date of Appointment	28/06/2016
Qualification(s)	Undergraduate
Number of Shares Held	Nil
Expertise in specific functional areas	Having experience in the field of Share market and financial market
Other Directorship(s)	ZEN POLYMERS PRIVATE LIMITED (U25201RJ1996PTC011969) ROYAL THEME PRODUCTS (INDIA) PRIVATE LIMITED (U25209RJ2009PTC029651)
Committee Positions in other Public Companies	NIL
Relationships between Directors inter-se	N.A.

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

PAWAN KUMAR BHATT
Director, (DIN: 02372609)

Place: Delhi
Date: 05/09/2017

INFORMATION PURSUANT TO THE LISTING REGULATION

Name and Addresses of the Stock Exchange, where the Company's shares are listed and Registrar and Share Transfer Agents.

1. Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001

It is hereby confirmed that the Company has paid the Annual Listing Fee for the year to the Stock Exchange.

2. Registrar and Share Transfer Agents

Beetal Financial & Computer Services Private Limited

3rd Floor, 99, Madangir,
(Behind Local Shopping Complex) Near Harsukhdas Mandir,
New Delhi – 11 0062

3. DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

3.1 Details of Seeking Re-appointment at Annual General Meeting

Particulars	
Name	MR. PAWAN KUMAR BHATT
Director Identification Number	02372609
Date of Appointment	28/06/2016
Expertise	Having experience in the field of Share market and financial market