

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 **26th Annual General Meeting** of shareholders of **IFL PROMOTERS LIMITED** will be held on **Saturday the 29th day of September, 2018 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 2018 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 ratify the appointment of 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 30/09/2017 approving appointment of **M/s D G & Associates**, Chartered Accountants, as auditors of the Company for four years upto financial year ending 31st March 2022 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 D G & Associates**, Chartered Accountants, New Delhi, having firm registration no. 023017N be and is hereby ratified from forthcoming annual general meeting to 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:

3. **To regularize the appointment of Mr. AYUSH BHATT (Holding DIN 07974818), Director**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. AYUSH BHATT (holding DIN : 07974818), who was appointed as an Additional Director of the Company with effect from 28th October, 2017 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual

General Meeting, and in respect of whom the Company has received a notice in writing from Mr. Pawan Kumar Garg, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

4. To Appoint Mr. Pawan Kumar Garg as Director

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


"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Pawan Kumar Garg (DIN 00157287) candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

5. Borrow money in excess of paid-up capital and free reserves of the company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, including any statutory modifications or re-enactments thereof, the Memorandum of Association and the Articles of Association, the Company hereby accords its consent to the Board of Directors borrowing any sum or sums of money from time to time from any one or more of the Company's bankers and/ or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Companies assets and properties, whether movable or stock in trade (including raw materials, stores, spare parts and components-in-stock or in transit) and work-in-progress and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose but, however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 200,000,000 (Rupees Twenty Crores only) exclusive of interest and the directors are hereby further authorized to execute such deeds of mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the directors may think fit."

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


AYUSH BHATT
Director, (DIN: 07974818)

Place: Delhi
Date: 05/09/2018

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 23rd September 2018 to 29th September, 2018 (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. 3, 4 & 5 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 26/09/2018 at 9:00 A.M and ends on 28/09/2018 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 22/09/2018, 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 **JFL 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. 22nd September, 2018 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 22nd September, 2018.
- 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, 01st October, 2018.
- 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. 3, 4 & 5 OF THE ACCOMPANYING NOTICE.

ITEM NO. 3

Mr. Ayush Bhatt (holding DIN 07974818) was appointed as an Additional Director of the Company with effect from 28th October, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ayush Bhatt holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from Mr. Pawan Kumar Garg, director in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. Mr. Ayush Bhatt is a graduate bearing good management, entrepreneur and leadership skills. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Ayush Bhatt as a Director, liable to retire by rotation. A statement containing his profile is given as an Annexure.

Except Mr. Ayush Bhatt, being an appointee, no one 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.3.

ITEM NO. 4

The company has received a Notice in writing, from member for proposing the name of Mr. Pawan Kumar Garg (DIN: 00157287) for appointment as a Director of the company in the forthcoming annual general meeting of the company pursuant to provisions of Section 152 of the Companies Act, 2013.

The Company has received from Mr. Pawan Kumar Garg (DIN: 00157287), a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and eligible for the appointment as a Director. Mr. Pawan Kumar Garg is a Chartered Accountant bearing vast experience in the field of finance. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Pawan Kumar Garg as a Director, liable to retire by rotation. A statement containing his profile is given as an Annexure.

Except Mr. Pawan Kumar Garg, being an appointee, no one 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.3.

ITEM NO. 5

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting. As the Company needs funds it is in the process of availing further loans from the

Banks/Financial Institutions or any other person for business purposes, hence, it is considered necessary to enhance the said borrowing limits of the Board of Directors to Rs. 200,000,000 (Rupees Twenty Crores only).

The Resolution set out at item No. 4 of the notice is put forth for consideration of the members as a Special resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, authorizing the Board of Directors to borrow upto a sum of Rs. 200,000,000 (Rupees Twenty Crores only).

None of the directors or their relatives are in any way, concerned or interested in the said resolution.

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


AYUSH BHATT
Director, (DIN: 07974818)

Place: Delhi
Date: 05/09/2018

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 GARG	Mr. AYUSH BHATT (Appointment)
Date of Birth	01/01/1959	10/09/1997
Age	58 years	20 years
Date of Appointment	29/09/2018	28/10/2017
Qualification(s)	Chartered Accountant	Graduate
Number of Shares Held	2562110	Nil
Expertise in specific functional areas	Having vast experience in the field of Finance	Having experience in the field of business management & administrator
Other Directorship(s)	SAFAL HERBS LIMITED (L24233DL1994PLC290133) ISR ELECTRONICS PRIVATE LIMITED (U32109DL2004PTC130620) C H P FINANCE PVT LTD (U65921PB1992PTC012788) CPR COMMODITIES SERVICES PRIVATE LIMITED (U74899HR1993PTC043569) CPR CAPITAL SERVICES LTD (U74899HR1995PLC041854) NICHOLSON EXPORT & IMPORT PRIVATE LIMITED (U93000DL1997PTC085677)	NIL
Committee Positions in other Public Companies	Yes (SAFAL HERBS LIMITED)	NIL
Relationships between Directors inter-se	NIL	Son of Mr. Pawan Kumar Bhatt, He is a director in the company and disqualified as per MCA notification.

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



AYUSH BHATT
Director, (DIN: 07974818)

Place: Delhi
Date: 05/09/2018

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 Appointment/Re-appointment at Annual General Meeting

Particulars		
Name	MR. PAWAN KUMAR GARG	MR. AYUSH BHATT
Director Identification Number	00157287	07974818
Date of Appointment	29/09/2018	28/10/2017
Expertise	Having vast experience in the field of finance	Having experience in the field of business management & administrator