



29th Annual Report 2022-2023



Interactive Financial Services Limited
SEBI Registered Category I Merchant Banker

About Company

Interactive Financial Services Limited (IFSL) was incorporated in 1994. IFSL is a Category- I Merchant Banker registered with SEBI. IFSL, firmly believes in establishing high performance standards subject to continuous refinement which can be measured in terms of client satisfaction.

We are providing services in various areas of capital markets which include Merchant Banking Services and Corporate Advisory Services. Our promoters are having more than 2 decades of experience in the capital markets. We are actively working in SME Listing, Valuation of companies for various transactions, migration to main board, takeovers and business advisory.

IFSL is listed on India's largest Stock Exchange BSE Limited. Our Company has handled 11 SME Public Issue.

BSE Scrip Code 539692





Vision And Mission

Vision

We aim to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest calibre

Mission

To become top Merchant Banker in India for Services like IPO, Valuation and Business Advisory.



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CORPORATE INFORMATION
INTERACTIVE FINANCIAL SERVICES LIMITED
CIN: L65910GJ1994PLC023393

Board of Directors

Name	Designation
*Mr. Pradip Sandhir	Managing Director
Mr. Mayur Parikh	Non-Executive Director
Ms. Rutu Sanghvi	Non- Executive Independent Director
**Mr. Raghav Jobanputra	Non- Executive Independent Director

* Mr. Pradip Sandhir was appointed as Managing Director of the company w.e.f. August 30, 2022.

*Mr. Raghav Jobanputra was appointed as an Additional Director in the capacity of Independent Director on March 17, 2023.

Key Managerial Personnel

*Mr. Pradip Sandhir	Chief Financial Officer
**Ms. Jaini Jain	Company Secretary and Compliance Officer

* Mr. Pradip Sandhir was appointed as Chief Financial Officer of the company w.e.f. August 30, 2022.

** Ms. Jaini Jain was appointed as Company Secretary and Compliance Officer on June 17, 2022.

Statutory Auditor	Secretarial Auditor
M/s. B.T.Vora & CO., Chartered Accountants (FRN: 123652W) Address: 706, Hemkoot Complex, B/h. LIC Building, Ashram Road, Ahmedabad-380009 Tel No.: 079-26580814/40070814 E-mail: btvora@hotmail.com	M/s Insiya Nalawala & Associates Company Secretaries (COP No. 22786) Address: 303/B, Mangalmurti Complex, Beside Shiv Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, India Tel No.: +91-9724509467 E-mail id: insiya@csinsiya.in

Registrar & Share Transfer Agent	Bankers to the company
Satellite Corporate Services Private Limited 106 & 107 Dattani Plaza, Kurla Andheri Road, Kurla (w), Nr Safed Poll East West Ind Estate, Mumbai – 400072, Mumbai, India Tel No. 022-28520461/ 022-28520462 Email: service@satellitecorporate.com	ICICI Bank Limited HDFC Bank Limited Shapath IV Branch, Ahmedabad

Registered Office
612, 6th Floor, Shree Balaji Heights, Kokilaben Vyas Marg, Ellisbridge, Ahmedabad – 380 009, Gujarat, India Tel No.: 079 46019796 Email: compliance@ifinservices.in ; Website: www.ifinservices.in ;



COMMITTEES OF THE COMPANY

1. AUDIT COMMITTEE COMPOSITION

Name of the Director	Designation	Nature of Directorship
Ms. Rutu Sanghvi	Chairman	Independent Director
*Mr. Raghav Jobanputra	Member	Independent Director
Mr. Mayur Parikh	Member	Non-Executive Director

* Mr. Raghav Jobanputra was appointed as an Additional Director in the capacity of Independent Director on March 17, 2023.

2. NOMINATION AND REMUNERATION COMMITTEE COMPOSITION

Name of the Director	Designation	Nature of Directorship
*Mr. Raghav Jobanputra	Chairman	Independent Director
Ms. Rutu Sanghvi	Member	Independent Director
Mr. Mayur Parikh	Member	Non-Executive Director

* Mr. Raghav Jobanputra was appointed as an Additional Director in the capacity of Independent Director on March 17, 2023.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE COMPOSITION

Name of the Director	Designation	Nature of Directorship
Ms. Rutu Sanghvi	Chairman	Independent Director
*Mr. Raghav Jobanputra	Member	Independent Director
Mr. Pradip Sandhir	Member	Managing Director

* Mr. Raghav Jobanputra was appointed as an Additional Director in the capacity of Independent Director on March 17, 2023.

*The composition of Board of Directors of the company, committee and KMP of the company are shown as on the date of this report. For the details of changes in board structure and committee structure please refer board report which forms part of this report.



NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the members of Interactive Financial Services Limited (CIN: L65910GJ1994PLC023393) will be held on Wednesday, 27th day of September, 2023 at 12:30 P.M. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mayur Parikh (DIN: 00005646), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. B. T. Vora & Co., Chartered Accountants (Firm Registration No. 123652W), be and are hereby re-appointed as statutory auditors of the Company for the second term of 5 (Five) consecutive financial year from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Thirty Forth (34th) AGM of the Company to be held in the year 2028 (For Financial Year 2023-2024 to 2027-2028), to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.


RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

Special Business:

4. **APPOINTMENT OF MR. RAGHAV JOBANPUTRA (DIN: 10066298) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE CONSECUTIVE YEARS**

To consider and if, thought fit, to pass with or without modification the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 149, 150, 152, 161 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Raghav Jobanputra (DIN: 10066298) who was appointed as an Additional Director of the Company w.e.f 17th March, 2023 by the Board of Directors of the company based on the recommendation of Nomination and Remuneration Committee in their meeting held on Friday, 17th March, 2023, and who holds office up to the date of this Annual General Meeting and who also meets the criteria for independence



as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) of the Listing Regulations and who have submitted a declaration to that effect and in respect of whom the company has received a notice in writing from a Member under Section 160 of Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of Five consecutive years effective from 17th March, 2023 to 16th March, 2028 on the board of the company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. RATIFICATION OF LOAN GIVEN TO PERSON IN WHOM DIRECTOR OF THE COMPANY IS INTERESTED

To consider and if, thought fit, to pass with or without modification the following resolution as **Special Resolution:**


“RESOLVED THAT pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, upto an aggregate sum of Rs. 1.00 Crores (Rupees One Crores Only) (including the loans already advanced, guarantee already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of the Company be and is hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

6. TO GIVE LOAN, PROVIDE GUARANTEE AND PROVIDE SECURITY IN CONNECTION OF LOAN AVAILED BY VARIOUS GROUP ENTITIES OF THE COMPANY

To consider and if, thought fit, to pass with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, upto an aggregate sum of Rs. 5.00 Crores (Rupees Five Crores



Only) (including the loans already advanced, guarantee already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of the Company be and is hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

7. TO APPROVE AND INCREASE IN THE LIMIT OF MANAGERIAL REMUNERATION PAYABLE TO MR. PRADIP SANDHIR, MANAGING DIRECTOR IN EXCESS OF 5% OF THE NET PROFITS OF THE COMPANY

To consider and if, thought fit, to pass with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT in supersession of earlier resolution passed in this regard, pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Pradip Sandhir (DIN: 06946411), who was appointed as Managing Director of the Company at the Annual General Meeting held on September 27, 2022, in excess of prescribed limit of 5% (Five Percent) of the net profits of the Company computed in accordance with Section 197, 198 and Schedule V of the Act, in any financial year(s) during his tenure as the Managing Director of the Company.


RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Pradip Sandhir shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs. 18.00 Lakhs per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2022 dated December 12, 2022, issued by Ministry of Corporate Affairs read with SEBI Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held



through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ifinservices.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business under Item No. 4 - 7 to be transacted at the Meeting is annexed hereto and forms part of the notice.

The relevant details as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India of the Person seeking appointment as Director under Item No. 2 and 4 of the Notice are also annexed.