



# **IFM IMPEX GLOBAL LIMITED**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. O. P. Yadav  
DIN: 01607006

Managing Director and Chief Financial Officer

Mrs. Ruby Yadav  
DIN: 06941654

Non Executive Director

Mr. S. P. Jain  
DIN: 01607971

Non- Executive Independent Director

Mr. Rakesh Sidhu  
DIN: 06369859

Non- Executive Independent Director

### **AUDITORS**

M/s. Neeraj Ramesh Chandra & Associates.  
Chartered Accountants  
A-64, Golf View Apartments, Saket,  
New Delhi 110017  
Tel No.: 011-26855095

### **REGISTRAR AND SHARE TRANSFER AGENTS**

M/s Skyline Financial Services Private Limited  
1st Floor, D-153A, Okhla Industrial Area, Phase I,  
New Delhi - 110 020  
Tel No. 011 2681 2682, 6473 2681

### **ADVISORS**

Corporate CapitalVentures Private Limited,  
160 (Basement), Vinoba Puri, Lajpat Nagar-II,  
New Delhi-110 024  
Tel No. 011 4170 4066

### **EMAIL ID AND WEBSITE**

For Company & Investor Grievances  
[corp.affairs.ifm@gmail.com](mailto:corp.affairs.ifm@gmail.com)  
For Compliance Officer  
[ifmimpex@gmail.com](mailto:ifmimpex@gmail.com)  
Website: [www.ifmimpex.com](http://www.ifmimpex.com)

### **BANKERS OF THE COMPANY**

Punjab National Bank  
New Sabzi Mandi, Azadpur,  
Delhi – 110033

### **REGISTERED OFFICE**

C-351/9, Majlis Park, Delhi - 110 033,  
Tel No. +91 011 27672349

### **CORPORATE IDENTIFICATION NUMBER:**

L51909DL1986PLC025457

### **INTERNAL AUDITOR**

M/s. Shailesh Aggarwal & Associates  
Chartered Accountants  
J-189, Lower Ground Floor,  
Saket, New Delhi-110017

### **COMPLIANCE OFFICER**

Mr. O.P. Yadav

<b>28<sup>th</sup> Annual General Meeting</b>	
Date	30 <sup>th</sup> September, 2014
Day	Tuesday
Time	09.30 A.M.
Place	Ameer Singh Yadav Auditorium, Near Punjab National Bank, A- Block, Swaroop Nagar, Delhi-110042

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# **IFM IMPEX GLOBAL LIMITED**

## **NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of **IFM IMPEX GLOBAL LIMITED** will be held on Tuesday, the 30<sup>th</sup> September, 2014 at 09.30 A.M. at Chaudhary Ameer Singh Yadav Auditorium, near Punjab National Bank, A- Block, Swaroop Nagar, Delhi-110042 to transact the following business:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the audited Balance Sheet as on 31.03.2014 and Profit & loss account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. O. P. Yadav (DIN 01607006), who retires by rotation and being eligible, offers him-self for reappointment.
3. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Thirty Third AGM and to fix their remuneration and to pass the following resolution thereof.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, Neeraj Ramesh Chandra & Associates, Chartered Accountants FRN 0171559N, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Third AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESSES:**

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

**“RESOLVED THAT** subject to the provisions of sections 2(54), 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members be and is hereby accorded to the appointment of Mr. O. P. Yadav as Managing Director and Chief Financial Officer of the Company without any remuneration for a period of five years from 06<sup>th</sup> August 2014 to 05<sup>th</sup> August 2019 on the terms and conditions as set out in the Agreement dated 07<sup>th</sup> August 2014 entered into by the Company and Mr. O. P. Yadav.

**RESOLVED FURTHER THAT,** Board of Directors of the Company be and is hereby authorised to sign and file the requisite form and returns with the concerned Registrar of Companies and Stock Exchange and to take such other steps as may be necessary in this regard.”

5. 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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Ruby Yadav (DIN: 06941654) who has given her consent to act as director and is not disqualified from being acting as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Ruby Yadav as a candidate for the office of director of the Company, be and is hereby appointed as an Non Executive Promoter Director of the Company.



# **IFM IMPEX GLOBAL LIMITED**

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. S. P. Jain (DIN: 01607971) who has given his consent to act as director and is not disqualified from being acting as the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from the date of Annual General Meeting.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Rakesh Sidhu (DIN: 06369859) who has given his consent to act as director and is not disqualified from being acting as the director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from the date of Annual General Meeting.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
**IFM Impex Global Limited**

Sd/-

**O. P. Yadav**

**Managing Director**

**DIN: 01607006**

Date: 27.08.2014

Place: New Delhi



# **IFM IMPEX GLOBAL LIMITED**

## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment relating to item Nos. 4, 5, 6, 7 and 8 are also annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22<sup>nd</sup> day of September, 2014 to Tuesday, 30<sup>th</sup> day of September, 2014 (both days inclusive).
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
7. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to write their folio number in the attendance slip for attending the meeting.
10. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
12. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Wednesday, 24<sup>th</sup> September, 2014 and will end at 5.00 p.m. on Friday, 26<sup>th</sup> September, 2014. The Company has appointed Mrs. Harpreet Parashar Practicing Company Secretary having membership no. 28820, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.



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14. In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility. Company is pleased to offer its members E-Voting facility for the Annual General Meeting.

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 9.00 a.m. on Wednesday, 24<sup>th</sup> September, 2014 and will end at 5.00 p.m. on Friday, 26<sup>th</sup> September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29<sup>th</sup> August 2014 cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./Client ID in the PAN field.</li> <li>In case the Folio No./Client ID 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. Eg. If your name is Ramesh Kumar with Folio No./Client ID 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of IFM Impex Global Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

4. The Board of Directors of the Company at their meeting held on 06<sup>th</sup> August 2014 has appointed Mr. O. P. Yadav as a Managing Director and Chief Financial Officer for a period of five years from 06<sup>th</sup> August 2014. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to appoint a Managing Director who shall be responsible for taking care of the day to day activities of the Business of the Company. However at present, no remuneration is proposed to be paid to Mr. O. P. Yadav for his term pursuant to such re-appointment as Managing Director of the Company

### **Terms of appointment of Managing Director & Chief Financial Officer**

The appointment of Mr. O. P. Yadav as the Managing Director and Chief Financial Officer shall be subject to the terms and condition of the Agreement entered in to with him by the Company on 07<sup>th</sup> August 2014. Aforesaid agreement is available for inspection of the members at the registered office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday.



# **IFM IMPEX GLOBAL LIMITED**

## **Term & Termination**

The appointment of Mr. O. P. Yadav as the Managing Director and Chief Financial Officer shall be effective for period of five year from 06<sup>th</sup> August 2014 and shall be subject to the approval of shareholders in the general meeting.

The Agreement may be terminated earlier by either party after giving three months notice in writing of such agreement.

## **Duties & Powers**

The Managing Director and Chief Financial Officer shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies or any other executive body or any committee of such a company.

The Managing Director and Chief Financial Officer shall not exceed the powers so delegated by the Board pursuant to clause above.

The Managing Director and Chief Financial Officer undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

## **Remuneration**

- A. **SALARY:** No remuneration shall be payable to Mr. O. P. Yadav during his tenure / term as Managing Director and Chief Financial Officer of the Company
- B. **Benefits, Perquisites, Allowances:** Managing Director and Chief Financial Officer shall not be entitled to any Benefits and perquisites:

### **Variation**

The terms and conditions of the appointment of the Managing Director and Chief Financial Officer / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Managing Director, subject to such approvals as may be required.

## **Confidentiality**

The Managing Director is aware that in the course of his employment he will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

The Managing Director and Chief Financial Officer shall not except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law divulge to any person whatever or otherwise make use of and shall use his best endeavors to prevent the publication or disclosure of any Confidential Information of the Company or any of its suppliers, agents, distributors or customers.

All notes, memoranda, documents and Confidential Information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by the Managing Director and Chief Financial Officer during the course of his employment shall be the property of the Company and shall be surrendered by the Managing Director and Chief Financial Officer to the Company upon the termination of his employment or at the request of the Board at any time during the course of his employment.



# **IFM IMPEX GLOBAL LIMITED**

## **Non - Competition**

The Managing Director and Chief Financial Officer covenants with the Company that he will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

## **Code of Conduct of the Company**

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. The Managing Director and Chief Financial Officer shall during his term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

## **Summary termination of employment**

The employment of the Managing Director and Chief Financial Officer may be terminated by the Company without notice:

- if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director or Chief Financial Officer of any of the stipulations contained in the Agreement;
- in the event the Board expresses its loss of confidence in the Managing Director or Chief Financial Officer.

## **Resignation from directorship**

Upon the termination by whatever means of his employment under the Agreement:

The Managing Director and Chief Financial Officer shall immediately tender his resignation from office as a director of the Company without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation to the Company.

The Managing Director and Chief Financial Officer shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.

## **Agreement co-terminus with directorship**

If and when this Agreement expires or is terminated for any reason whatsoever, Mr. O. P. Yadav shall cease to be the Managing Director and Chief Financial Officer. If at any time, Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and Chief Financial Officer and this Agreement shall forthwith terminate.

## **Notices**

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, its registered office for the time being and in the case of the Managing Director and Chief Financial Officer his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.

## **Disclosure of Interest of Board Members**

Mr. O. P. Yadav and Mrs. Ruby Yadav are interested in the proposed resolution. Mr. O. P. Yadav and Mrs. Ruby Yadav shall be deemed to be interested in the resolution to the extent of his appointment as the Managing Director.





# **IFM IMPEX GLOBAL LIMITED**

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mr. O. P. Yadav as the Managing Director of the Company.

5. Mrs. Ruby Yadav was appointed as an Additional Non Executive Promoter Director by the Board of Directors of the Company in their Meeting held on 06th August 2014 in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the term of office of the said Additional Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Ruby Yadav for the office of Non Executive Promoter Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. The Company has received from Mrs. Ruby Yadav consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers it desirable that the Company should continue to avail the services of Mrs. Ruby Yadav.

In the opinion of the Board of Directors, Mrs. Ruby Yadav the Non Executive Promoter Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the draft letter for the appointment of Mrs. Ruby Yadav as a Non Executive Promoter Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during office hours 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. O. P. Yadav, director and Mrs. Ruby Yadav to whom the resolution relates, is interested or concerned in the resolution.

- 6 & 7. Mr. S. P. Jain and Mr. Rakesh Sidhu are the existing Independent Directors of the Company under Clause 49 of the Listing Agreement. Upon implementation of the Companies Act, 2013, the Board, at its meeting held on 27<sup>th</sup> Day of August, 2014, has formed an opinion that each of them are persons of integrity and posses relevant expertise and experience for being appointed as Independent Directors of the Company. In the opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made there under and that they are each independent of the Management.

They have also, at the said meeting, gives declaration under Section 149(7) of the Companies Act, 2013 stating that they can act as Independent Directors within the meaning of Section 149(6) of the Act. In view of the above position, approval of Members is sought, through Special Resolutions, to formally appoint them as an Independent Directors as per Section 149(1) of the Act for a period of five years from the conclusion of the Company's 28<sup>th</sup> Annual General Meeting to the conclusion of the Company's 33<sup>rd</sup> Annual General Meeting. Brief particulars of Mr. S. P. Jain and Mr. Rakesh Sidhu are forming part of this notice.

The Company and the Independent Directors shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, re-appointment, resignation or removal, separate meetings and evaluation mechanism as provided therein. Their appointment once made at the meeting shall be formalized through a letter of appointment.

Formal letters of appointment shall be issued to each Independent Director upon appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member during normal business hours, and shall also be posted on the Company's website.

No director, key managerial personnel or their relatives, except Mr. S. P. Jain, Mr. Rakesh Sidhu to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 & 7 for the approval of the members.



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8. The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act 2013.

The Companies Act 2013 is now largely in force. With the coming into force of the Companies Act 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

## Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. O. P. Yadav	Mrs. Ruby Yadav	Mr. S. P. Jain	Mr. Rakesh Sidhu
Date of Birth	15.06.1976	01.12.1982	26.01.1955	26.09.1968
Age (Years)	38	31	59	45
Date of Appointment	31.10.1999	06.08.2014	30.06.2007	03.08.2012
Qualification	B. Com	M. A.	B.Com	Mechanical Engineer
Relations with Other Director (Inter-Se)	Husband of Mrs. Ruby Yadav	Wife of Mr. O. P. Yadav	None	None
Expertise in specific functional areas	He has rich experience in import Export Business	She is expert in Management and Administration	He has more than 25 years experience in marketing and Finance Function	He is expert in Technical and mechanical field of agriculture.
Directorship held in Other Companies as on date	2	Nil	Nil	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	2, Member in Audit Committee and Investors Grievance Committee	1, Member in Nomination and Remuneration Committee	3, Chairman in Audit, Investors Grievance Committee and Nomination and Remuneration	3, Member in Audit, Investors Grievance Committee and Nomination and Remuneration
Committee Positions* in other Public Companies	Nil	Nil	Nil	Nil
Number of Shares held	842750	Nil	Nil	Nil

\* Committee positions of only Audit and Shareholders'/Investors' Grievance Committee & remuneration committee included.

By Order of the Board of Directors  
**IFM Impex Global Limited**  
**Sd/-**  
**O. P. Yadav**  
**Managing Director**  
**DIN: 01607006**

Date: 27.08.2014  
Place: New Delhi