



IFM IMPEX GLOBAL LIMITED

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u>	
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
<u>AUDITORS</u> M/s. Neeraj Ramesh Chandra & Associates. Chartered Accountants A-64, Golf View Apartments, Saket, New Delhi 110017 Tel No.: 011-26855095	<u>REGISTRAR AND SHARE TRANSFER AGENTS</u> 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
<u>ADVISORS</u> Corporate CapitalVentures Private Limited, 160 (Basement), Vinoba Puri, Lajpat Nagar-II, New Delhi-110 024 Tel No. 011 4170 4066	<u>EMAIL ID AND WEBSITE</u> For Company & Investor Grievances For Compliance Officer ifmimpex@gmail.com , Website: www.ifmimpex.com
<u>BANKERS OF THE COMPANY</u> Punjab National Bank New Sabzi Mandi, Azadpur, Delhi – 110033	<u>REGISTERED OFFICE</u> C-351/9, Majlis Park, Delhi - 110 033 Tel No. +91 011 27672349
<u>CORPORATE IDENTIFICATION NUMBER:</u> L51909DL1986PLC025457	<u>INTERNAL AUDITOR</u> M/s. Shailesh Aggarwal & Associates Chartered Accountants J-189, Lower Ground Floor, Saket, New Delhi-110017
<u>COMPLIANCE OFFICER</u> Mr. O.P. Yadav	

30TH ANNUAL GENERAL MEETING	
Date	30 th September, 2016
Day	Friday
Time	10:00 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

R.O.: C-351/9, Majlis Park, Delhi - 110 033

CIN: L51909DL1986PLC025457

Tel. No. +91 011 27672349, Email id: ifmimpex@gmail.com, Website: www.ifmimpex.com

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of IFM Impex Global Limited will be held on Friday, 30th September, 2016 at 10:00 a.m. at Chaudhary Ameer Singh Yadav Auditorium, Near Punjab National Bank, A- Block, Swaroop Nagar, Delhi-110042 to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2016, including audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO. 2 – APPOINTMENT OF DIRECTOR

To appoint a director in place of Mr. O. P. Yadav (DIN: 01607006) who retires by rotation and being eligible to offer herself for re-appointment.

ITEM NO. 3 – RE-APPOINTMENT OF AUDITORS

To re-appoint auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Neeraj Ramesh Chandra & Associates, Chartered Accountants FRN 0171559N as Auditors of the Company till the conclusion of 31st Annual General Meeting (AGM), be and is hereby re-appointed to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2017-18 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

ITEM NO. 4 – TO APPROVE ALTERATION IN ARTICLES OF ASSOCIATION OF COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **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) and other applicable rules made thereunder, the Articles of Association of the Company be and are hereby altered/amended/ deleted as the case may be in the following manner:

- i. Proviso of Existing Article No. 2 (z) (dd) be and is hereby amended as follows:



IFM IMPEX GLOBAL LIMITED

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity.

RESOLVED FURTHER THAT, altered copy of Articles of Association of the Company as placed before the meeting be approved and recommended to the Assembly of member for their re-adoption;

RESOLVED FURTHER THAT, the Board of the Directors of the Company, be and is hereby authorized to sign and file all the forms, documents, returns with appropriate authority as may be required to give effect the aforesaid resolution of the Company.”

ITEM NO. 5 – APPROVAL OF CHARGES FOR SERVICE OF DOCUMENTS TO THE MEMBERS

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 provision of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, a documents may be required to serve on any member by the Company under the provision of the Companies Act, 2013 by post or registered post or by speed post or by courier at his address registered with the Depository participant or by electronic means, the consent of members of the Company be and is hereby accorded to charge from such member the fee in advance equivalent to the estimated expenses of delivery of documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of service mentioned above.

RESOLVED FURTHER THAT, the Board of the Directors of the Company, be and is hereby authorized to sign and file all the forms, documents, returns with appropriate authority as may be required to give effect the aforesaid resolution of the Company.”

Regd. Office:
C-351/9, Majlis Park,
Delhi - 110 033

Date: 29.08.2016
Place: New Delhi

By Order of the Board of Directors
IFM Impex Global Limited

Sd/-
O. P. Yadav
Managing Director
DIN: 01607006
C-351/9, Majlis Park,
Adarsh Nagar Delhi 110033



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. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 24th day of September, 2016 to Friday, 30th day of September, 2016 (both days inclusive).**
4. 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.
5. Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.
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. 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.
9. 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.
10. 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 09.00 a.m. on Tuesday, 27th September, 2016 and will



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end at 5.00 p.m. on Thursday, 29th September, 2016. 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 note no. 13.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
12. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
13. 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 providing facility for Voting by electronic means and the business may be transacted through such voting.

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

- (i) The voting period begins on 09:00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date day, Friday, 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 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"> 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 number / Client ID in the PAN field. In case the Folio Number/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/ Client ID 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (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:
 - 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 Corporate.
 - 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.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Regd. Office:
C-351/9, Majlis Park,
Delhi - 110 033

Date: 29.08.2016
Place: New Delhi

By Order of the Board of Directors
IFM Impex Global Limited
Sd/-
O. P. Yadav
Managing Director
DIN: 01607006
C-351/9, Majlis Park,
Adarsh Nagar Delhi 110033



IFM IMPEX GLOBAL LIMITED

Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting (In pursuance of Regulation 36 of SEBI Listing Regulations)

Name of Director	Mr. O. P. Yadav
Date of Birth	15.06.1976
Age (Years)	40
Date of Appointment	31.10.1999
Qualification	B. Com
Terms and condition of Appointment/reappointment	Retiring by rotation and being eligible offer himself for re-appointment
Details of Remuneration	Nil
No. of Meeting attended	All the 7 meeting has been attended
Relations with Other Director (Inter-Se)	Husband of Mrs. Ruby Yadav
Expertise in specific functional areas	He has rich experience in import Export Business
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	2, Member in Audit Committee and Investors Grievance Committee
Number of Shares held	842750

* Committee positions of only Audit and Shareholders'/Investors' Grievance and remuneration and Nomination Committee included.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Management of the Company has noticed that existing Articles of Associates which was adopted by the Company on 30th September 2014 has some typographical error. Article no. 2(z)(dd) of existing Articles of Association of the Company the name of the promoters are inadvertently written as Mr. Rajiv Aggarwal and Mr. Amit Aggarwal which is typographical error. The Board of Directors on being aware about this has decided to take action to rectify the mistake in abovementioned Article.

The altered articles after making required correction is place for the approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board recommends the Special Resolution set out in Item no. 4 of the Notice regarding alteration in Articles of Association of Company, for approval by the Members.

ITEM NO. 5

As per proviso of sub section (2) of section 20 of the Companies Act, 2013, a member of the Company may request for servicing of any document through a particular mode i.e. by post or registered post or by speed post or by courier at his address registered with the Depository participant or by electronic means, for which member shall pay such fees as may be determined by the Company in its annual general meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc. it is therefore proposed that estimated expenses borne by the Company for such dispatch will be paid in advance by the member to the Company.



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Accordingly, the Ordinary Resolution seeking approval of members for servicing of documents is set forth in the item no. 5 of the Notice of Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

Regd. Office:
C-351/9, Majlis Park,
Delhi - 110 033

Date: 29.08.2016
Place: New Delhi

By Order of the Board of Directors
IFM Impex Global Limited

O. P. Yadav
Managing Director
DIN: 01607006
C-351/9, Majlis Park,
Adarsh Nagar Delhi 110033



IFM IMPEX GLOBAL LIMITED

BOARD OF DIRECTORS' REPORT

Dear Stakeholders,

Your Directors take pleasure in presenting the 30th Annual Report on the business and operation of the Company, along with Audited Accounts, for the financial year ended 31st March, 2016.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	2015-16	2014-15
Revenue from Operation	4.38	4.75
Other Income	0.00	0.00
Total Expenses	8.75	8.31
Exception Items	0.00	33.60
Profit/(Loss) before depreciation and Finance cost	(4.16)	(36.91)
Less: Finance Cost & Depreciation	0.21	0.25
Profit/(Loss) before tax	(4.37)	(37.16)
Less: Tax Expenses	0.00	0.00
Profit/(Loss) After Tax	(4.37)	(37.16)

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

Your Directors would like to speak about the past few years of your company's journey, which certainly was not so pleasant as your company has faced some rough patches, and your Directors are aware of the situation, so are taking possible steps to bring the company out of its crises like situation and the same can be seen from the financial results of the current year. The results are not up to the mark but definitely showing the efforts of your Directors, as the losses of your company have come down to a little figure of Rs. **(4.37)** lakh from a massive loss of Rs. **(37.16)** lakh, which is approximately **88.24%** less in comparison to the previous year. Your Directors have full faith in their efforts and are expecting to be successful in the coming years.

ABOUT YOUR COMPANY

IFM Impex Global Limited is a public limited company, listed on India's premiere Stock Exchange BSE Limited and engaged in the business of Exports, Imports, Trading and Distributing of Agriculture produce and Marine products within India and outside India.

DIVIDEND

In view of losses of current and past years, your directors do not recommend any dividend for the financial year ended March 31, 2016. The Board assures you to present a much strong financial statements in coming years.

TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:

		Amount in Rs.	
		F.Y. 2015-16	F.Y. 2014-15
1	Capital Reserve	0.00	0.00
2	Capital Redemption Reserve	0.00	0.00
3	Securities Premium reserve	0.00	0.00
4	Debenture Redemption Reserve	0.00	0.00
5	Revaluation Reserve	0.00	0.00
6	Shares Option Outstanding Account	0.00	0.00
7	Other Reserve	0.00	0.00



IFM IMPEX GLOBAL LIMITED

8	Surplus (Profit & Loss Account)	(16,894,594)	(16,457,372)
	Balance brought forward from previous year	(16,457,372)	(12,741,557)
	Less: Tax on Regular Assessment Paid	0.00	0.00
	Add: Profit/Loss for the period	(437,222)	(3,715,815)
	Total	(16,894,594)	(16,457,372)

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF REPORT

There are no material change and commitment, affecting the financial position of Company which has occurred between the end of financial year of the Company to which the financial statements relate and the date of this report other than those disclosed in the Annual report

CHANGE IN NATURE OF BUSINESS

During the period under review, the Company has not changes its nature of business.

AUDITORS

The Members of the Company had at its 29th Annual General Meeting held on 30th September 2015 approved the appointment of M/s. Neeraj Ramesh Chandra & Associates, Chartered Accountants FRN 0171559N as the Statutory Auditor of the Company, upto the conclusion of 30th Annual General Meeting (AGM) and offer themselves for re-appointment. The said Auditors have furnished the Certificate of their eligibility for re-appointment.

In view of the rule 3(7) of Companies (Audit and Auditors) Rules, 2014, the existing appointment of M/s. Neeraj Ramesh Chandra & Associates, Chartered Accountants FRN 0171559N, covering the period from the conclusion of this ensuing AGM until the conclusion of the next Annual to be held in the financial year 2017-18, is being placed for members' ratification.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from the Auditors to such continued appointment and also a certificate from them to the effect that their appointment, if ratified, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

AUDITORS' REPORT

The Auditors' report on the financial statement for the financial year 2015-16 is self explanatory.

SECRETARIAL AUDITOR

The Board has appointed Yashlok Dubey, Company Secretaries, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2015-16. The Secretarial Audit Report for the financial year ended 31st March, 2016 is annexed herewith and marked as **Annexure I** to this Report.

MATTER OF EMPHASIS OF SECRETARIAL AUDITORS AND MANAGEMENT'S REPLY

Emphasis of Matter

- During the financial year 2015-16, Company has not appointed Company Secretary.

Management's Reply:

The Management of the Company is trying to look after a competent Company Secretary who can take care of all the secretarial works including filing of e-form with the Registrar of Companies.

DIRECTORATE

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association, Mr. O. P. Yadav, Managing Director of the Company, retires by rotation and shown his willingness for Re-appointment.