

**NOTICE**

Notice is hereby given that the 19th Annual General Meeting of the Company will be held on Friday, 30th September 2011 at 1:30 p.m. at D-74, Regal Building, Connaught Place, New Delhi - 110 001, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Singhal, who retires by rotation and being eligible, offers him self for re-appointment.
3. To appoint M/s GUPTA & DAMODAR, Chartered Accountants, H-108, 2nd Floor, New Asiatic Building Opp. Hotel Marina, Connaught Place, New Delhi- 110001 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

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

Sd/-  
Anjana Gupta  
Director

Place: New Delhi  
Date: 1st September, 2011

**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.**
2. **The members are requested to intimate the change of address immediately to the company.**
3. **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.**
4. **All documents referred to in the accompanying Notice and the Explanatory Statement is open 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. up to the date of the ensuing Annual General Meeting.**
5. **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.**
6. **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.**
7. **The members are requested to bring the copy of the Notice with them.**
8. **Shareholders seeking any information with regard to the accounts are requested to write to the Company at an early 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.**

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

Sd/-  
Anjana Gupta  
Director

Place: New Delhi  
Date: 1st September, 2011

**INFORMATION PURSUANT TO THE LISTING AGREEMENT**

Name and Addresses of the Stock Exchange and Registrar & Share Transfer Agent

1. Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001
2. Registrar and Share Transfer Agents  
Beetal Financial & Computer Services (Pvt) Limited.  
3rd Floor, 99, Madangir,  
(Behind Local Shopping Complex)  
Near Harsukhdas Mandir,  
New Delhi - 11 062

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

**DIRECTOR'S REPORT**

**To,  
The Members of  
IFL PROMOTERS LIMITED,**

Your Directors have pleasure in presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended 31st March 2011.

**PERFORMANCE HIGHLIGHTS:**

The performance of the company has been improved considerably during the year. The brief financial detail is given below.

**FINANCIAL RESULTS:**

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Total Income	14,622,195	6,147,230
Total Expenditure	13,030,053	5,776,435
Profit before Depreciation & Tax	1,592,142	370,795
Less : Provision for Income Tax	491,971	114,577
Profit after Taxation	1,100,171	256,218

**PERFORMANCE PREVIEW:**

Total income for the year was Rs. 146.22 Lacs (Previous Year Rs. 61.47 Lacs). After provision for Depreciation Nil (Previous Year Nil) with income tax liability of Rs. 4.91 Lacs (Previous Year Rs. 1.14 Lacs) but after making adjustments the net profit was Rs. 11.00 Lacs (Previous Year net profit of Rs. 2.56 Lacs). Your company's profit has increased as compared to previous year.

**OPERATION:**

During period under report, performance of your company during the year has been satisfactory. And the directors are quite hopeful to maintain the performance both in terms of turnover and profitability during current year. The directors of your company also assure that they will do all needful acts to achieve the set target.

**DIVIDEND:**

Your Company's Directors do not recommend any dividend to the Shareholders of the Company for the Financial Year 2010-11.

**RISK AND CONCERN:**

As your company into NBFC sector, where interest rate fluctuation is the main risk apart from the defavouring customer risk.

**PARTICULARS OF EMPLOYEES:**

None of the employees of your company were drawing emoluments exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (Particular of Employees) Rules, 1975 during the year.

**DEPOSITS:**

The Company has not accepted or renewed any sort of deposits during the Financial Year 2010-11 under section 58A and 58AA of the Companies Act, 1956.

**DEMATERIALIZATION OF SECURITIES:**

The trading in the shares of your company has been allowed on Demat pursuant to agreement with NSDL and CDSL, Shareholders may avail this facility.

**CORPORATE GOVERNANCE:**

The Board of Directors supports the principles of Corporate Governance. In addition to the basic governance issues. The board lays strong emphasis on transparency, accountability and integrity. Your company strives for excellence with the objective of enhancing the shareholders' value. We ensure the practice of Corporate Governance in your esteemed company. All function is discharged in professionally sound, competent and transparent manner.

A detailed report on the company's efforts at the adopting principles of corporate Governance as prescribed under the clause 49 of the listing agreement is produced as part of the Annual Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

Since the Company has not carried on the Business, which requires the particulars to be set out as prescribed under section 217 (1)(e) of the Companies Act, 1956 read with the companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1998 in the Director's report, the same provision is not applicable.

**FOREIGN EXCHANGE EARNING AND OUTGO:**

The company has not earned any foreign exchange from its business operation during the current year. There is no outgo of foreign exchange during the year 2010-11.

Earning : Nil  
Outgo : Nil

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of sub - section (2AA) of Section 217 of the Companies Act, 1956, your Directors hereby confirm:

- (I) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (II) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as on 31st March, 2010 and of Profit of the company for that period.
- (III) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (IV) That the directors had prepared the annual accounts on a going concern basis.

**DIRECTORS:**

In accordance with the Articles of Association of the Company Mr. Sanjay Singhal retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

**AUDITORS:**

M/s Gupta & Damodar, Chartered Accountants, H-108, 2nd Floor, Connaught Place, New Delhi-110001, being the Statutory Auditors of the company retiring at the ensuing Annual General Meeting and being eligible, offer themselves for re- appointment.

**AUDITORS REPORT:**

The Directors have gone through the Auditors reports and are in agreement with the same.

**REGISTRAR AND TRANSFER AGENTS:**

The work related to shares in Demat and Physical mode is done by Registrar and Transfer Agent of the Company: M/s Beetal Financial & Computer Services (P) Ltd, 3rd Floor, 99, Madangir (Behind Local Shopping Centre), Near Dada Harsukhdas Mandir, New Delhi-110062

**LISTING:**

The Equity Shares of Company are listed with Bombay Stock Exchange Limited (BSE Code - 511682, Scrip ID- IFL PROMOT).

**CASH FLOW STATEMENT:**

As required under clause-32 of the Listing Agreement, a cash flow statement, as prepared in accordance with the Accounting Standard-3 issued by the "Institute of Chartered Accountants of India", is given along with Balance Sheet and Profit and Loss Account.

**CAUTIONARY STATEMENT:**

Statement in this report, particularly those which relate to "Management Discussion and Analysis" describing the Company's objective, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statement depending on the circumstances.

**INTERNAL CONTROL SYSTEM:**

The company has a reasonable control system commensurate with its size and the nature of services provided by the company, which is being reviewed, periodically for more effectiveness. The company has an audit committee, which regularly reviews the internal audit observations and put corrective measures through justified actions.

**HUMAN RESOURCES DEVELOPMENT:**

The Company continues to enjoy cordial and warm relations with the employees and executives at all levels. Special training programs, workshops, seminars, etc. were continued during the year with a focus towards infusion of technical skill and quality consciousness in order to improve productivity, efficiency and quality.

**INDUSTRIAL RELATIONS:**

The industrial relation among all within the organization was cordial. They maintained highest level of discipline, decency for the growth of the organization.

**GENERAL:**

The note forming part of the accounts being self-explanatory, the comments made by the auditors in their report are not required to be dealt separately.

**ACKNOWLEDGEMENT:**

The Directors wish to place on record its appreciation for the continued co-operation extended by various Financial Institutions, Bankers, Govt. Departments and the members. The Directors also express their appreciation to the employees at all levels, for their dedicated services rendered to the Company.

By the order of Board of Director  
**For IFL PROMOTERS LIMITED**

Place: New Delhi  
Date: 1st September, 2011

Sd/-  
Anjana Gupta  
Director

Sd/-  
Shri Kishan Gupta  
Director

**MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRY TRENDS AND DEVELOPMENT:****OPPORTUNITIES & THREATS:**

The big opportunities for financial market are the nullification of the regulations restricting the growth in the financial sector. To maintain such a growth for a long term the inflation has to come down further. The analysis of Indian financial sector shows the growth of the sector was the result of the individual development of the divisions under the sector. But currently vitality in the market is such type which can easily shake the structure of the financial sector in the market.

**SEGMENT - WISE OR PRODUCT WISE PERFORMANCE:**

As per the requirement of the Listing Agreement, companies are required to show their performance as per segment and company is following the same.

**OUTLOOK AND PROSPECTS:**

The Management of the company is very much optimistic about the growth of the organization with the focus on the productivity and the long term projects. Company need large fund for the working capital requirement and expansion but consequently company not in favor of the take loan because of so many reasons i.e. interest rate, long time procedure etc.

**RISK AND CONCERNS:**

Risk taking is an integral part of business and life, but few people know how to manage it properly. The word risk has a slightly negative connotation to it - it implies danger, tension, and possible loss. But risk also has a positive side, the chance of hitting a big win, of getting more on the back side than you invest on the front side. And once the risk of starting up is over, other risks with the potential of even greater opportunity continue to tempt business owners.

Large contracts, new products, partnerships, and expansions into new markets are just a few of the reasons entrepreneurs need to take a serious look at placing the business at risk again.

As your company into NBFC sector, where interest rate fluctuation is the main risk apart from the defavoring customer risk.

**INTERNAL CONTROL SYSTEM AND ITS ADEQUACY :**

It is such type of control system which can be effectively run by boards of directors, management and other personal for the common achievements of the goal. Main focus of the Internal control system is on the effectiveness and efficiency of operation, reliability on financial reporting, compliances with applicable laws and regulation.

Internal Control System finds out the errors and fraud in the business concern. So, the implementation of the Internal Control Systems in business is for proper and efficient working of the staff and inputs to the achievement of the pre determined goals

#### **DISCUSSION ON FINANCIAL PERFORMANCE:**

As per the current statement of affairs of the company, the financial position of the company has not been as per the expectation of the company management.

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION:**

The industrial relation is very cordial and peaceful. The implementation of Corporate Governance in the Company it showing various measures to provides more scope for development of human resource thereby allowing the employee better opportunities to achieve higher performance and efficiency in their respective assignments and employment .

#### **CAUTIONARY STATEMENT:**

Statement in the management discussion and analysis describing the company objective projection and estimates may be forward looking statement with the meaning of applicable securities laws and regulation. Actual result could differ materially from those expressed or implied.

By the order of Board of Director  
**For IFL PROMOTERS LIMITED**

Place: New Delhi  
Date: 1st September, 2011

Sd/-  
Anjana Gupta  
Director

Sd/-  
Shri Kishan Gupta  
Director

## **REPORT ON CORPORATE GOVERNANCE**

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance.

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company policy on Corporate Governance is attainment of the highest levels of transparency, accountability and equity in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

#### **BOARD OF DIRECTORS;**

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of four members and all Directors are Non -Executive; out of them Two are Independent Directors, one is Promoter and one is acting as a Professional Director.

The Board meeting held in every quarter to review the financial results and discuss other issues. Besides of the quarter, board meeting also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting also dispatch with the notice. The members of board also discuss each agenda in the meeting and take discussion after make a proper discussion and getting all members views. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

The composition of Board during the year as follows:

Name of the Director	Designation	Category
CA. Sanjay Singhal	Chairman	Non-Executive & Independent
CA. Shri Kishan Gupta	Director	Non-Executive
Mrs. Anjana Gupta	Director	Non-Executive
Mr. Tilak Raj Anand	Director	Non -Executive & Independent

During the year 9 {Nine} Board Meetings have taken place on 10.04.2010, 28.06.2010, 31.07.2010, 04.09.2010, 15.10.2010, 10.12.2010, 14.02.2011, 12.03.2011 & 31.03.2011. Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
C.A. Sanjay Singhal	Chairman	Non - Executive & Independent	9	Yes
C.A. Shri Kishan Gupta	Director	Non - Executive & Professional	8	Yes
Mrs. Anjana Gupta	Director	Non -Executive & Non-Independent	9	Yes
Mr. Tilak Raj Anand	Director	Non -Executive & Independent	7	No

**COMMITTEE OF DIRECTORS**

**AUDIT COMMITTEE:**

The audit committee constituted as per clause 49 of the listing agreement. The audit committee reviews:

- a) The audit procedure and techniques
- b) With the management external and internal procedures
- c) The adequacy of internal control system.
- d) The company's financial reporting processes and ensures that the financial statements give a true and fair view of the affairs of the company.

It provides assistance to the board of Directors in fulfilling the Board's oversight responsibilities.

**COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:**

As per the provisions of clause 49 of listing agreement, the audit committee met four times during the year 2010-11 to consider and adopt un-audited & audited quarterly Results of the company.

The Composition of audit committee is as follows:

Name of the Director	Designation	Category
C.A. Sanjay Singhal	Chairman	Non-Executive & Independent
C.A. Shri Kishan Gupta	Director	Non-Executive & Professional
Mrs. Anjana Gupta	Director	Non-Executive & Non-Independent
Mr. Tilak Raj Anand	Director	Non -Executive & Independent

During the year Four Audit Committee Meetings was held as per proper advance Notice to the members of Audit Committee Meetings to consider and adopt Quarterly Results of the company. The Four meeting taken place on 29.05.2010, 31.07.2010, 31.10.2010 & 14.02.2011.

Details of attendance of each director at Audit Committee Meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
C.A. Sanjay Singhal	Chairman	Non - Executive & Independent	4	Yes
C.A. Shri Kishan Gupta	Director	Non - Executive & Professional	4	Yes
Mrs. Anjana Gupta	Director	Non -Executive & Non-Independent	4	Yes
Mr. Tilak Raj Anand	Director	Non -Executive & Independent	4	No

**ROLE AND RESPONSIBILITIES**

The role of Audit Committee includes the review of following:

- Financial Reporting Process
- Draft Financial Results (Quarterly & Annual)
- Internal Audit Reports
- Record of related party transaction
- Reviewing the company's financial and risk management policies
- Management discussion and analysis of financial condition and results of operations
- Compliance with stock exchanges and legal requirement concerning financial statements
- Any other power which are specifically delegated by the board from time to time

The role of the Audit Committee includes recommending the appointment and removal of Statutory Auditor, discussion of Audit plan, fixation of Audit fees and also approval for payment of any other services.

**REMUNERATION COMMITTEE:**

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary. Presently the Company not constituted any remuneration committee.

**SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE:**

The Shareholders/ Investors Grievances Committee are constituted for good corporate governance & speedy redressal of investor grievances.

The Composition of Shareholders/ Investors Grievances Committee as follows:

Name of the Director	Designation	Category
CA. Sanjay Singhal	Chairman	Non -Executive & Independent
CA. Shri Kishan Gupta	Member	Non - Executive & Professional
Mrs. Anjana Gupta	Member	Non -Executive & Non-Independent
Mr. Tilak Raj Anand	Member	Non -Executive & Independent

Details of attendance of each member of Shareholders/ Investors Grievances Committee meetings of the company are as follows

Name of the Director	Designation	Category	No. of Meetings Attended
CA. Sanjay Singhal	Chairman	Non-Executive & Independent	5
CA. Shri Kishan Gupta	Member	Non-Executive & Professional	5
Mrs. Anjana Gupta	Member	Non-Executive & Non-Independent	5
Mr. Tilak Raj Anand	Member	Non-Executive & Independent	4

Share Transfers are processed and duly approved by the committee. Investors Grievances are placed before the committee. There were no pending investors complaints at the end of the financial year ended on 31.03.2011.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

**ROLE AND RESPONSIBILITIES**

The role & responsibility of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/ or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the board from time to time.

**SUB-DELEGATION**

- In order to expedite the process of shares transfers, the Board has appointed the "Beetal Computer & Financial Services Private Limited" as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operates subject to the overall supervision of the Shareholders/ Investors Grievances Committee.
- In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by a "Practicing Company Secretary" and a certificate to that effect is issued by them.
- Compliance Officer of the Company  
Mrs. Anjana Gupta  
Director  
New Delhi

**GENERAL BODY MEETING:-**

Year	Date	Venue	Time
2008	30.09.2008	9/9, South Patel Nagar, New Delhi-110008	10.30 A.M.
2009	30.09.2009	D-74, Regal Building, Connaught Place, New Delhi- 110001	01.30 P.M.
2010	30.09.2010	D-74, Regal Building, Connaught Place, New Delhi- 110001	01.30 P.M.

All resolutions proposed for the above said meetings were duly passed by show of hands. Neither any of the resolution was passed nor proposed to be passed through Postal Ballot last year.

**STATUTORY DISCLOSURES:-**

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The company has not been penalized, nor have any strictures been imposed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

**MEANS OF COMMUNICATIONS:-**

The quarterly un-audited financial results are sent to Stock Exchanges where the Company's Shares are listed immediately after the Board Meetings.

- The notice of the AGM along with Annual Report is sent to the shareholders well in advance of the AGM.
- Quarterly results were published in following Newspaper:
- The Financial Express
- Jansatta
- Any website, :No

- Whether it also displays official news releases and Presentation made to institutional investors/analysis : N.A.
- Whether "Management Decision and Analysis Report" is a part of Annual Report : Yes it is a part of Director Report

**DISCLOSURES:**

- The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.
- The details of the Related Party Transactions are placed before & reviewed by the Company's Audit Committee.
- The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/Statutory Authorities on all matters relating to capital markets, during the last three years.
- Pursuant to the provisions of sub-clause V of the revised Clause 49 of the Listing Agreement with the Stock Exchanges, the CFO has issued a certificate to the Board, for the Financial Year ended March 31, 2011.

**RISK MANAGEMENT:**

- The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

**SHAREHOLDER INFORMATION**

- **ANNUAL GENERAL MEETING**
- Date : 30th September, 2011
- Time : 1.30 P.M.
- Venue: D-74, Regal Building, Connaught Place, New Delhi-110 001.

**FINANCIAL CALENDER (Tentative)**

Financial Year- 1st April 2011 to 31st March 2012	
Financial Period	Reporting Date on or before
First Quarter ending 30th June 2011	15th August, 2011
Half Year ending 30th September 2011	15th November, 2011
Third Quarter ending 31st December 2011	15th February, 2012
Quarter & Year ending 31st March 2012	30th May, 2012

**DATE OF BOOK CLOSURE:**

26th September, 2011 to 30th September, 2011 (both days inclusive).

**LISTING ON STOCK EXCHANGE :**

The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001  
**ISIN No. for Demat : INE326D01023**

**STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2010 TO 31.03.2011**

Complaint received during the financial year were duly received and there is no complaint pending at the end of the year.

**DEMATERIALISATION OF SHARES AND LIQUIDITY**

The company shares are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange. To enable shareholders have an easy access to the Demat system, the company has executed agreements with both existing Depositories namely by "National Securities Depository Limited" (NSDL) and "Central Depository Services (India) Limited" (CDSL). The company has appointed "Beetal Financial & Computer Services (P) Ltd.", Registrar for the purpose of electronic connectivity as well as for physical mode of transfer of shares.

**ADDRESS FOR CORRESPONDENCE**

IFL Promoters Limited  
 D-74, Regal Building, Connaught Place, New Delhi- 110001.

**ADDRESS OF THE REGISTRAR**

Beetal Financial & Computer Services (P) Ltd.  
 3rd Floor, 99, Madangir (Behind Local Shopping Centre)  
 Near Dada Harsukhdas Mandir, New Delhi-110062

**DECLARATION**

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

**SECRETARIAL AUDIT**

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital a secretarial audit is carried out by a "Practicing Company Secretary" on quarterly basis.



**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**IFL Promoters Limited**,  
D-74, Regal Building,  
Connaught Place,  
New Delhi- 110001

1. We have examined the compliance of the conditions of Corporate Governance by "**IFL Promoters Limited**" for the year ended 31st March 2011 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.
3. In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor Grievances received during the year ended 31st March 2011, no investor grievances are pending against the company for a period of exceeding one month as per the record maintained by the companies which are presented to Investor Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Gupta & Damodar**  
**Chartered Accountant**  
**FRN : 05393C**

Sd/-  
**(CA Damoder Lal Gupta)**  
**M. No. 051183**  
**Partner**

**Place: New Delhi**

**Dated: 1st September, 2011**

AUDITOR'S REPORT TO THE SHAREHOLDERS  
OF  
**IFL Promoters Limited**

We have audited the attached "Balance Sheet" of "IFL Promoters Limited" as at 31st March, 2011, the Profit and Loss Account and also "Cash Flow Statement" for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 Companies Auditor's Report Order (CARO) issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
3. Further to our comments in the Annexure referred above, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of these books.
  - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
  - d) In our opinion and to the best of our information, the Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 except accounting standard 15, "Accounting for Retirement Benefit in financial statements of employer"
  - e) On the basis of written representation received from the Directors as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2011 from being appointed as a Director under Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.

Subject to the foregoing, in our opinion and to the best of our information

and according to the explanations given to us, the said accounts read with significant accounting policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required, give a true and fair view.

- i) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2011;
- ii) In the case of Profit and Loss Account, of the profit for the year ended on that date; and
- iii) In the case of the Cash Flow Statements of the cash flows for the year ended on that date.

For **Gupta & Damodar**  
**Chartered Accountant**  
**FRN : 05393C**

Sd/-  
**(CA Damoder Lal Gupta)**  
**M. No. 051183**  
**Partner**

**Place: New Delhi**  
**Dated: 1st September, 2011**

**ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 2 of our report of even date on the accounts of "**IFL PROMOTERS LIMITED**" as at 31st March 2011.

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.
- c) During the year, the company has not disposed off any major part of its fixed assets.
- ii) a) As explained to us, physical verification of major items of building materials and stores has been carried out during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- iii) Company has not granted any loans to companies, firms or other parties covered in the register maintained under Sec. 301 of the Companies Act 1956. As the Company has not granted any loan, secured or unsecured to parties covered in the Register maintained under section 301 of the Act. Clause (iii)(b), (iii)(c), (iii)(d), (iii)(f) and (iii)(g) of paragraph 4 of the Companies (Auditor's Report) amendment order 2004 are not applicable to the Company for the Current Year.
- iv ) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
- v) a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of

- vi) During the year the company has not accepted any deposit from public as defined in section 58A and 58AA or any other relevant provisions of the Act and the "Companies (Acceptance of Deposit) Rules", 1975 of India with regard to deposit accepted from Public.
- vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii) The central Govt. has not prescribed maintenance of cost records under section 209(1) of the Companies Act, 1956 for any of the products of the company.
- ix) a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income-tax, sales-tax, custom duty, excise-duty, service-tax, cess and other statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty were outstanding, as at 31.03.2011 for a period of more than six months from the date they became payable.
- x) The accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the company has not obtained term loan from any Bank or any Financial Institution during the year.
- xii) The Company has not made any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly the provision of clause 4(xii) of the Companies (Auditor's Report) order 2003 are not applicable to the company.
- xiii) In our opinion, the company is not a chit fund or a Nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
- xiv) In respect of its dealing in shares debentures and other investment and has maintain proper records of all the transaction and contracts and timely entries have been made. The entire share, debenture and other investment are held by the company in its own name except to extent of the exemption granted under section 49 of the company Act, 1956.

- xv) According to the information and explanation given to us the company has not given any guarantee for loans taken by others from Bank or Financial Institutions.
- xvi) The Company had applied for the purpose for which the loans was obtained and regular in paying installment plus interest due to bank on its term loan.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- xviii) The company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. The price for preference issue has been calculated as per "SEBI (Issue of Capital & Disclosure) Regulation", 2009 and the price is not prejudicial in the interest of the company
- xix) During the period, the company has not issued any debentures to public.
- xx) During the year no funds have been raised from the public.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **Gupta & Damodar**  
**Chartered Accountant**  
**FRN : 05393C**

Sd/-  
**(CA Damoder Lal Gupta)**  
**M. No. 051183**  
**Partner**

**Place: New Delhi**  
**Dated: 1st September, 2011**

**Balance Sheet as at 31st March 2011**

	SCH No.	<b>As At 31/03/2011</b>	As At 31/03/2010
<b>Sources of Funds</b>			
Share Capital	A	45,584,000	30,084,000
Upfront amount received against Convertible Warrant		1,000,000	4,875,000
Reserve & Surplus	B	33,083,050	31,982,879
<b>Loan Fund</b>			
Unsecured Loan		5,242,000	10,066,000
<b>Total</b>		<b>84,909,050</b>	<b>77,007,879</b>
<b>Application of Funds</b>			
Investment	C	21,545,000	19,595,000
Current Assets, Loans & Advances	D	91,331,282	57147473
Less:- Current Liabilities & Provisions	E	28,398,201	187,398
Net Current Assets		62,933,081	56,960,075
Miscellaneous Expenditure		60,685	82,520
Net Deferred Tax Assets		370,284	370,284
Significant accounting Polices & Notes of Accounts	H	<b>84,909,050</b>	<b>77,007,879</b>

As Per Our Report of Even Date

For & on behalf of Board

**For Gupta & Damodar  
Chartered Accountants  
FRN No-05393C**

Sd/-  
**CA Damodar Lal Gupta**  
Partner  
M.No.: 051183

Sd/-  
Anjana Gupta  
Director

Sd/-  
Shri Kishan Gupta  
Director

Place :- New Delhi  
Date:- 1st September, 2011

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2011**

PARTICULARS	YEAR ENDED 31-03-2011 Amount (Rs.)	YEAR ENDED 31-03-2010 Amount (Rs.)
<b>Schedule -A</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
10,000,000 Equity share of Rs. 5/- each	50,000,000	50,000,000
Previous year 5,00,00,00 Equity share of Rs. 10/- each		
<b>Issued, Subscribed &amp; Paid up</b>		
9116800 Equity Share of Rs. 5/- each fully paid paid	45,584,000	30,084,000
30,08,400 Equity Share of Rs. 10/- each fully paid paid	45,584,000	30,084,000
<b>Schedule-B</b>		
<b>Reserves &amp; Surplus(a)</b>		
<u>Profit &amp; Loss Account</u>		
Opening Balance:	24,280,388	24,075,414
Additional during the year	<b>880,137</b>	<b>204,974</b>
Closing Balance (a)	25,160,525	24,280,388
<b>Reserve Fund(b)</b>		
(as per section 45-IC of RBI Act)		
Opening Balance:	7,702,491	7,651,247
Additional during the year	220,034	51,244
Closing Balance (b)	7,922,525	7,702,491
(a)+(b)	33,083,050	31,982,879
<b>Schedule-C</b>		
<b>Investment</b>		
Investment in unquoted shares (at cost)	21,545,000	19,595,000
	21,545,000	19,595,000
<b>Schedule-D</b>		
<b>Current Assets</b>		
Cash At Bank	-	2,184
Cash in Hand		
(as certified by manegment)	58,130	78,128
Total(i)	58,130	80,312

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2011**

PARTICULARS	YEAR ENDED 31-03-2011 Amount (Rs.)	YEAR ENDED 31-03-2010 Amount (Rs.)
<b>Sundry Debtors</b>		
More than Six Month	3,842,357	335,365
Others	6,801,982	6,262,685
Total(ii)	10,644,339	6,598,050
<b>Loans &amp; Advances</b>		
Advance recoverable in cash or in kind or for value to be received	50,533,928	25,754,449
Share Application Money	28,197,800	22,772,800
Tax Credit	1,206,353	1,877,262
TDS	690,732	64,600
Total(iii)	80,628,813	50,469,111
Total (i)+(ii)+(iii)	<b>91,331,282</b>	57,147,473
<b>Schedule-E</b>		
<b>Current Liabilities &amp; Provision</b>		
Sundry Creditors	7,162,900	15,001
Audit fees Payable	31,500	35,000
Bank Overdraft	19,998,804	-
TDS Payable	88,677	2,647
Service Tax Payable	604,176	-
Provision For Income Tax	491,971	114,577
Provision For FBT	20,173	20,173
	<b>28,398,201</b>	187,398
<b>Schedule -G</b>		
Advertisement	41,684	37,785
Auditors Remuneration	37,530	35,000
Annual Fees	99,454	-
Bank Charges	3,219	3,903
AGM Expenses	26,850	-
Business Promotion	67,650	146,120
Cement, Rodi & Sand	1,060,890	984,500
Construction Charges	855,650	845,210
Courier Charges	60,320	12,050
Director Sitting Fees	25,000	-

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2011**

PARTICULARS	YEAR ENDED 31-03-2011 Amount (Rs.)	YEAR ENDED 31-03-2010 Amount (Rs.)
Electricity Exp.	31,660	9,900
Food And Beverage	247,460	65,230
Job Work Exp.	4,754,545	-
Fuel Charges	550,000	142,500
Labour Charges	800,523	352,100
Maintenance Exp.	326,500	421,500
Equipment Hire Charges	347,500	452,100
Other Expenses	121,270	1,006,647
Printing & Stationary	37,590	11,225
Professional Fees	174,615	69,128
Rent	168,000	96,000
ROC	5,000	5,500
Salary Exp.	2,470,360	969,012
Staff Welfare	350,000	40,935
Telephone Exp.	68,680	31,187
Water Exp.	251,270	-
Travelling & Conveyance	25,000	17,070
<b>Total</b>	<b>13,008,220</b>	<b>5,754,602</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST , 2011  
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT**

PARTICULARS	For the Year ended 31-03-11	For the Year ended 31-03-10
<b>Cash Flow from Operating Activities</b>		
Profit before Tax	1,592,142	370,795
Adjustments For:		
Preliminary Expenses Written Off	21,833	21,833
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES (A)</b>	<b>1,613,975</b>	<b>392,628</b>
ADJUSTMENTS FOR :		
Trade and other receivable	(4,046,289)	(4,834,378)
trade Payables	7,720,028	(4,989,198)
Loans & Advances	(30,159,702)	17,293,701
Preliminary Expenses	(51,340)	
<b>(B)</b>	<b>(26,485,963)</b>	<b>7,418,785</b>
<b>NET CASH FROM OPERATING ACTIVITIES(A+B)</b>	<b>(24,871,988)</b>	<b>7,811,413</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Investment	(1,950,000)	(18,595,000)
<b>NET CASH FLOW FROM/(USED) IN INVESTING ACTIVITIES</b>	<b>(1,950,000)</b>	<b>(18,595,000)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Application Money Proceeds Received	(3,875,000)	4,875,000
Increase in Auth capital Exp	15,500,000	-
Movement in Loans Given	(4,824,000)	5,966,000
Proceeds form Issue Of Equity Share at Premium		-
<b>NET CASH FLOW FROM/(USED) IN FINANCE ACTIVITIES</b>	<b>6,801,000</b>	<b>10,841,000</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalent</b>	<b>(20,020,988)</b>	<b>57,413</b>
Cash and Cash equivalents (Opening Bal)	80,312	22,899
Cash and Cash equivalents (Closing Bal)	(19,940,676)	80,312

**Note:**

- a) Cash and Cash equivalents include Cash and Cheques in hand and balance with Schedule Bank and amount tallies with the amount disclosed in Schedule ' H ' to the Balance Sheet.
- b) Previous Year Figures have been regrouped / rearranged wherever considered necessary to make them compare with Current Year's figures.

As per our separate report of even date annexed

**For Gupta & Damodar  
Chartered Accountants  
F. R. No. 05393C**

For and on behalf of Board

sd/-  
**Anjana Gupta**  
Director

**C.A. Damodar Lal Gupta**

Partner  
M. No. 051183  
Palce: New Delhi  
Date: 1st September, 2011

sd/-  
**Shri Kishan Gupta**  
Director

### **Auditor's Certificate**

We have verified the above Cash Flow Statement of IFL PROMOTERS LIMITED. derived from the Audited Financial Statement for the year ended 31<sup>st</sup> March ,2011 and found the same to be drawn in accordance therewith and also with the requirements on Clause 32 of the Listing Agreement with Stock Exchange.

For Gupta & Damodar  
Chartered Accountants  
F R N-005393C

Sd/-  
**CA Damodar Lal Gupta**  
Partner  
M. No.051183

Place: New Delhi  
Date: 1st September, 2011

### **SCHEDULE NO. - H**

#### **ACCOUNTING POLICIES AND NOTES ON ACCOUNTS AS ON 31/03/2010**

##### **1. SIGNIFICANT ACCOUNTING POLICIES**

###### **a) ACCOUNTING CONVENTION**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, as applicable to a going concern in accordance with generally accepted accounting principles in India, mandatory accounting standards prescribed in the "Companies (Accounting Standard) Rules'2006" issued by the Central Government in consultation with the National Advisory Committee on Accounting Standards and in accordance with the relevant provisions of the Companies Act, 1956 to the extent applicable. The financial statements are presented in Indian Rupees rounded off to the nearest rupee.

###### **b) USE OF ESTIMATES**

The preparation of financial statements in confirmation with the Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

###### **c) RECOGNITION OF INCOME**

All the incomes are accounted for on accrual basis. The transactions relating to the dealing in shares carried on with a view to make profits and not to earn dividends are treated as business of shares and routed through the Profit & Loss Account.

###### **d) EXPENSES**

The Company has recognized all administrative and financial expenses on accrual basis of accounting

###### **e) FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currency are recorded in terms of the Accounting Standard 11 (Revised 2003) - "The effects of changes in Foreign Exchange Rates" prescribed under The "Companies (Accounting Standards) Rules, 2006" at the exchange rates prevailing on the dates of the transaction. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the period is recognized in the Profit & Loss Account except for the resultant net exchange gain or loss on account of imported fixed assets, which is adjusted in the carrying amount of the related fixed assets.

Assets and liabilities relating to transactions involving foreign currency are converted at the exchange rates prevailing at the year end. Any loss or gain arising out of

conversion is adjusted to the concerned assets, if the liability is incurred for the purpose of acquisition of fixed assets, and in the Profit & Loss Account, in case of monetary items. However, there is no foreign currency transaction during the year.

**f) INVESTMENTS**

The investments of the company are bifurcated into long term and short term investments. The long term investments are stated at cost and the short term investments are stated at the lower of cost or market value as on 31/03/2011.

**g) BORROWING COSTS**

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**h) PROVISION FOR RETIREMENT BENEFITS**

Provision for gratuity liability and for leave salary in respect of un-availed leave of employees payable on retirement or otherwise outstanding as at the date of the balance sheet is made based on an actuarial valuation made by an independent actuary.

**i) EARNING PER SHARE**

The basic earning per equity shares are computed by dividing the net profit or loss attributable to the equity share holders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for driving basic earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential, unless the results would be anti dilutive.

**j) TAXATION**

Income tax comprises current tax, deferred tax and fringe benefit tax.

**Current Taxes**

Provision for Current tax is recognized in accordance with the provisions of the Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

**Deferred Tax**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each Balance Sheet date.

**k) PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets are not recognized in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economy benefit will arise, the asset and related income are recognized in the period in which change occurs.

**2. NOTES TO THE ACCOUNTS**

**a)** In the opinion of the management current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business. However, the nature of some of the advances paid and the amount shown as share application money paid are not confirmed and the amounts are subject to confirmation, due reconciliation and consequential adjustments arising there from, if any.

**b)** Previous year figures have been regrouped, reworked, rearranged and reclassified wherever necessary to render them comparable with current year figures.

**c) RETIREMENT BENEFITS**

No Provision for gratuity has been made as payment of gratuity act is not applicable.

**d) BORROWING COSTS**

Borrowing Cost Capitalized on Qualifying Assets: Rs. NIL (Previous Year: Rs. NIL).

**e) SEGMENT REPORTING:**

The Company is primarily engaged in one Business Segment (Trading and investments in shares and derivatives) and mainly one Geographical Segment (India) and hence does not qualify to be a reportable segment as envisaged in the Accounting Standard 17 -"Segment Reporting" prescribed under The Companies (Accounting Standards) Rules, 2006.

**f) RELATED PARTY DISCLOSURES**

Related party relations are identified by the management and relied upon by the auditors. Related party relationships/ transactions warranting disclosures under AS-18- "Related Party Disclosures" prescribed under The Companies (Accounting Standards) Rules, 2006 are as under:



S.No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Volume of Transaction	Amount doubtful/w/off
1.	Sanjay Singhal	Director	Sitting Fees	Rs.6,250	- - -
2.	Shri Kishan Gupta	Director	Sitting Fees	Rs.6,250	- - -
3.	Anjana Gupta	Director	Sitting Fees	Rs.6,250	- - -
4.	Tilak Raj Anand	Director	Sitting Fees	Rs.6,250	- - -

**g) EARNING PER SHARE (EPS)**

Pursuant to the Accounting Standard - 20, "Earning per Share", issued by the Institute of Chartered Accountants of India, the value of EPS is calculated as below:

PARTICULARS	AMOUNT (RS.) F.Y. 2010-2011	AMOUNT (RS.) F.Y. 2009-2010
<b>BASIC EARNING PER SHARE :</b>		
Net Profit attributable to Equity Shareholders	1,100,171/-	2,56,218/-
Weighted average number of Equity Shares	30,08,400	30,08,400
Basic Earning Per Share	0.366	0.085
<b>DILUTED EARNING PER SHARE :</b>		
Net Profit attributable to Equity Shareholders	1,100,171/-	2,56,218/-
Weighted average number of Equity Shares (including potential equity shares)	30,08,400	30,08,400
Diluted Earning per share	0.366	0.085

**h) TAXATION****Income Tax**

The company has made a provision of Rs. 4,91,971/- (Rupees four lac nintyone thousand nine hundred and seventy one only) (Previous Year-Rs. 1,14,577/-) towards Income Tax Liabilities of the Company for the year under consideration.

**Deferred Tax**

Pursuant to the Accounting Standards for Taxes on Income AS-22 deferred tax Assets at the end of the year is as follows:

	as at 31/03/2011	as at 31/03/2010
Def. Tax Asset on account of provision for leave encashment, gratuity & bonus		
Net Deferred Tax Assets	370,284	370,284

**i) CONTINGENT LIABILITIES**

Contingent Liabilities not provided for NIL (Previous Year - NIL).

j) Additional information pursuant to the provisions of paragraph 3 and 4 of Part II of Schedule VI of the Companies act 1956 is as follows:-

	31/03/2011	31/03/2010
Auditors Remuneration		
Audit Fees	37,530	35,000
Tax Audit Fees	Nil	Nil
Professional Charges	Nil	Nil
<b>Total</b>	<b>37,530</b>	<b>35,000</b>

k) Statement of Investment held as on	31/03/2011	21,545,000/-
l) Directors Remuneration	31/03/2011	31/03/2010
Sitting Fees	25,000/-	10,000/-
m) CIF value of Imports	NIL	
n) Value of Imported/Indigenous Raw Material, Stores and Components Consumed	NIL	
o) Expenditure in Foreign Currency	NIL	
p) Earnings in Foreign Currency	NIL	
q) Additional information as required under Part II of Schedule VI to the Companies Act 1956 has been annexed herewith.		
r) Disclosure as required in terms of Paragraph 13 of "Non-Banking Financial (Non deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2008" has been annexed herewith.		
s) Schedule A to H form an integral part of accounts.		

**As per our report of even date**

**For Gupta & Damodar  
Chartered Accountants  
FRN. 05393C**

**Sd/-  
(CA Damodar Lal Gupta)  
Partner  
M.No.051183**

**For & on behalf of the Board of Directors**

Place: New Delhi  
Dated: 1st September, 2011

Sd/-  
**Anjana Gupta  
Director**

Sd/-  
**Shri Kishan Gupta  
Director**

**IFL PROMOTERS LIMITED**  
**Regd. Office D-74, Regal Building, Connaught Place, New Delhi-110001**  
**PROXY FORM**

I/We \_\_\_\_\_ of  
being member/members of the above Named Company hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing \_\_\_\_\_ him/  
her \_\_\_\_\_ of \_\_\_\_\_ as  
my/our Proxy to vote for me/us behalf at the 19th Annual General Meeting of the Company to be held  
on Friday, the 30th September, 2011 at 1.30 p.m. at D-74, Regal Building, Connaught Place, New  
Delhi-110001 and at any adjourned meeting thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature \_\_\_\_\_  
Regd. Folio No. \_\_\_\_\_  
DP. Id. No.\* \_\_\_\_\_  
Client Id No.\* \_\_\_\_\_  
No. of Shares \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Note: The form should be signed across the stamp as per specimen signature registered with the  
Company. The proxy form must reach the Registered Office of the Company not less than 48 hours  
before the time fixed for holding the aforesaid meeting.

\_\_\_\_\_ *Tear Here* \_\_\_\_\_

**IFL PROMOTERS LIMITED**  
**Regd. Office D-74, Regal Building, Connaught Place, New Delhi-110001**  
**ATTENDANCE SLIP**

Regd. Folio No. \_\_\_\_\_  
DP. Id. No.\* \_\_\_\_\_  
Client Id No.\* \_\_\_\_\_  
Mr./Ms. \_\_\_\_\_  
Father's/Husband's Name \_\_\_\_\_

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 19th Annual General Meeting of the Company at D-74, Regal  
Building, Connaught Place, New Delhi-110001 on \_\_\_\_\_ the \_\_\_ September, 2011.

Members'/Proxy's Name in BLOCK Letters \_\_\_\_\_ Members'/Proxy's Signature \_\_\_\_\_

- Note:**
- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
  - 2) Member's Signature should be in accordance with the specimen signature registered with the Company.
  - 3) Please bring your copy of the Annual Report for reference at the Meeting.

\* Applicable for investors holding shares in electronic form.