



# IFL ENTERPRISES LIMITED

(Formerly known as IFL Enterprises Private Limited)

**Date: 29.09.2018**

**To  
The Department of Corporate Relations  
BSE Limited  
PJ Towers,  
Dalal Street, Fort,  
Mumbai – 400001**

**Sub: Submission of the Annual Report for the financial year 2017-18**

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Annual Report for the financial year 2017-18, duly adopted by the shareholders in a 9<sup>th</sup> Annual General Meeting of the Company held on September 28, 2018 at 9:00 A.M. at the registered office of the Company.

Further please note that the Annual Report has also been uploaded on the website of the Company at [http://www.iflenterprises.com/IFL Enterprises Annual Report 2018 Final.pdf](http://www.iflenterprises.com/IFL_Enterprises_Annual_Report_2018_Final.pdf)

You are requested to take the same on your records.

Thanking you,  
Yours faithfully

**For IFL Enterprises Limited**

**Sandeep Kumar  
Company Secretary  
M. No.- 34263  
Place: New Delhi**



**IFL ENTERPRISES  
LIMITED**

**ANNUAL REPORT 2018**



**CHAIRMAN'S SPEECH  
AT THE 2018 ANNUAL  
GENERAL MEETING**

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**Welcome to IFL Enterprises Limited 2018  
Annual General Meeting.**

On behalf of the IFL Enterprises Limited, I thank you for joining us today. Your presence is indeed a true testimony to your involvement with, and support for the Company.

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The Indian textiles industry, currently estimated at around US\$ 108 billion, is expected to reach US\$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

The central government is planning to finalise and launch the new textile policy in the next three months. The policy aims to achieve US\$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs

During the Financial Year 2017-18, your company has seen remarkable growth in monetary terms and recorded the revenue of Rs. 11,80,54,086 as compared to previous year's revenue of Rs. 3,23,27,657 resulted in a profit of Rs. 6,84,542 as compared to previous year in which we incurred loss of Rs. (9,27,786).

Though the present industry scenario is challenging, Your Company IFL Enterprises Limited expects to sustain its growth on the back of various initiatives taken in the past and in the coming years. I am optimistic of our prospects when the sector rebounds.

I would like to thank all the stakeholders for their continued support.

With best regards,



Ashok Kumar Bansal  
Chairman

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# *table of* CONTENTS

Corporate Information	01
Notice of Ninth Annual General Meeting	02-12
Proxy Form	13
Attendance Slip	14
Form SH-13	15
Form SH-14	16
Route Map	17
Board's Report	18-26
Board's Report Annexure	
• Secretarial Audit Report (Form MR-3)	27-29
• Extract of Annual Return (Form MGT-9)	30-36
• Nomination & Remuneration Policy	37-40
• Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties (Form AOC-2)	41
Management Discussion & Analysis Report (MDAR)	42-43
Corporate Governance Report	44-56
Auditor's Report	57-62
Balance Sheet	63
Statement of Profit & Loss	64
Cash Flow Statement	65
Notes on Financial Statement	66-73

**IFL ENTERPRISES LIMITED**  
**CIN: L67100DL2009PLC186958**

**Registered Office: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**

**Corporate Information**

<b>Board of Directors</b>	Mr. Ashok Kumar Bansal Mr. Gopal Bansal Mr. Pramod Sharma Ms. Himanshi Kashyap	Chairman & Whole Time Director Non Executive Director Independent Director Independent Director
<b>Audit Committee</b>	Mr. Pramod Sharma Ms. Himanshi Kashyap Mr. Gopal Bansal	Chairman, Independent Director Member, Independent Director Member, Non Executive Director
<b>Nomination &amp; Remuneration Committee</b>	Mr. Pramod Sharma Ms. Himanshi Kashyap Mr. Gopal Bansal	Chairman, Independent Director Member, Independent Director Member, Non Executive Director
<b>Stakeholders Relationship Committee</b>	Ms. Himanshi Kashyap Mr. Pramod Sharma Mr. Ashok Kumar Bansal	Chairperson, Independent Director Member, Independent Director Member, Whole Time Director
<b>CIN</b>	L67100DL2009PLC186958	
<b>Banker/s</b>	Axis Bank Limited D-12, Outer Ring Road, Prashant Vihar, Delhi- 110085 HDFC Bank Limited RG Complex, Plot No. 4, DDA Community Center, Sector-IX, Rohini, Delhi-110085	
<b>Chief Financial Officer</b>	Ms. Dimple Mangal	
<b>Company Secretary &amp; Compliance Officer</b>	Mr. Sandeep Kumar	
<b>Registered Office</b>	D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	
<b>Statutory Auditor</b>	M/s V.N. Purohit & Co. (Chartered Accountants) 214, New Delhi House, 2 <sup>nd</sup> Floor, 27, Barakhamba Road, New Delhi-110001 E-mail Id: <a href="mailto:vnpdelhi@vnpaudit.com">vnpdelhi@vnpaudit.com</a>	
<b>Secretarial Auditor</b>	Ms. Rachna Bhasin (Practicing Company Secretary)	
<b>Registrar and Share Transfer Agent</b>	Skyline Financial Services Private Limited D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020 E-mail Id: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>	
<b>E-mail Id &amp; Website</b>	<a href="mailto:iflenterprises@rediffmail.com">iflenterprises@rediffmail.com</a> & <a href="http://www.iflenterprises.com">www.iflenterprises.com</a>	

**Date: 04.09.2018**

**Dear Member**

You are cordially invited to attend the **9<sup>th</sup> Annual General Meeting** of the members of **IFL Enterprises Limited** (“the Company”) to be held on **Friday, 28<sup>th</sup> September, 2018 at 09:00 a.m.** at the registered office of the Company.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith, As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for E-voting are enclosed herewith.

**Sandeep Kumar**  
**(Company Secretary)**

***Enclosures:***

- 1. Notice of the Ninth Annual General Meeting*
- 2. Proxy Form*
- 3. Attendance Slip*
- 4. Instructions for E-voting*

## NOTICE

**NOTICE** is hereby given that the **Ninth Annual General Meeting** of **IFL Enterprises Limited** will be held on **Friday 28<sup>th</sup> September, 2018** at **09:00 a.m.** at the registered office of the company at **D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085** to transact the following business:

### Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors (‘the Board’) and the Auditors thereon.
2. **Re-Appointment of Mr. Gopal Bansal as Director, whose office liable to retire by rotation**

To re-appoint Mr. Gopal Bansal, Director (DIN:01246420), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### Special Business :

3. **Appointment of Mr. Ashok Kumar Bansal as the Whole Time Director**

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

**“RESOLVED THAT** in terms of the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder including Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in pursuant to the recommendation of the Nomination and Remuneration Committee & the Board of Directors at their respective meetings held on February 2, 2018, approval of members be and is hereby accorded to appoint Mr. Ashok Kumar Bansal (DIN: 07069510) as the Whole-Time Director of the Company, for period of 5 years with effect from Feb 02, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

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

4. **Regularization of Mr. Manoj Kumar as an Independent Director of the Company**

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

**“RESOLVED THAT,** Pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modifications or re-enactment(s) thereof, for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Manoj Kumar, who was appointed as an Additional Independent Director of the Company by Board of Directors in their meeting held on 04<sup>th</sup> Sep, 2018 on the recommendation of Nomination and Remuneration Committee and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Manoj Kumar as a candidature for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of Five Years commencing from 28<sup>th</sup> Sep, 2018 to 27<sup>th</sup> Sep 2023 (both days inclusive) and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT,** any director of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolution”.

**By Order of the Board  
For IFL Enterprises Limited**

**Place: New Delhi  
Date: 04.09.2018**

**Sd/-  
Sandeep Kumar  
Company Secretary**



**Notes:**

1. The Statement is annexed with the Notice in respect of Special Business (Item No. 3 and 4), as required under Section 102(1) of the Companies Act, 2013.

2. **Proxy/Authorized Representative**

- i. A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and such proxy need not be a member of the company. The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the Annual General Meeting (“AGM”). Proxy Form is enclosed with the Notice. Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) 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 proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

- ii. Corporate Members intending to send their Authorized Representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- iii. Members/Proxies/Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- iv. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- v. Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

3. **Book Closure**

Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of AGM.

3. **Cut-off Date**

- i. This Notice is being sent to all the members whose name appears as on 31<sup>st</sup> August, 2018 in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent** of the Company.
- ii. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **21<sup>st</sup> September, 2018** (the “**Cut-off Date**”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. **Communication to Members**

- i. The Notice of the AGM along with the Attendance Slip and Proxy Form, and a Copy of Annual Report are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same and also to the Auditors and Directors of the Company. For members who have not registered their email addresses, physical copies of the abridged Annual Report along with aforesaid documents are being sent by the permitted mode.
- ii. Abridged and full version of the Annual Report and notice of AGM will also be available on the website of the Company i.e. the web link of the above is <http://www.iflenterprises.com/#testimonialand> and at the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- iii. All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their Shareholding will be open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- iv. In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on E-mail Id “[iflenterprises@rediffmail.com](mailto:iflenterprises@rediffmail.com)”, at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- v. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/serve notice(s)/document(s)/Annual Report(s) etc, to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

6. **Voting By Members**

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- i. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (“**Remote E-voting**”) in the manner provided below during the e-voting period as mentioned below in Para 6(A)(I).

- ii. At the venue of AGM, voting shall be done through ballot papers (“**Ballot Paper**”) and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- iii. A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

**(A) Voting Through Electronic Means**

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing Remote E-voting facility to all its Members.

**(I) The instructions for shareholders voting electronically are as under:**

The voting period begins on **25th September, 2018 at 10:00 a.m. and ends on 27th September, 2018 at 05:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 21<sup>st</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders / Members
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <**IFL Enterprises Limited**> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a 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.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login 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.
  - 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.
  - 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).
- xix. **User ID and Password for the members who became Members after dispatch of AGM notice:** Persons who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of **21<sup>st</sup> September, 2018**, may obtain their user ID and password for e-voting from the Company’s Registrar and Share Transfer Agent or CDSL.

## (II) Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM i.e. **Friday, 28<sup>th</sup> September, 2018**. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers.

The Ballot Paper/s will be issued to the Shareholders/Proxy holders/Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (3) against “FOR” or “AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

### 7. Scrutinizer

- i. Mrs. Rachna Bhasin, Company Secretary in practice (Membership No. 23539) having consented to act as a scrutinizer has been appointed as scrutinizer (“**Scrutinizer**”) for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than forty eight hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

### 8. Declaration of Results

Based on the Scrutinizer’s Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations. The results declared along with the Scrutinizer’s Report, will be posted on the website of the Company at <http://www.iflenterprises.com/#testimonial> and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.
10. ***As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company***
11. The Members are requested to inform of any change in their addresses, , name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services immediately to immediately to:
  - (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
  - (ii) Depository Participants in case of shares held in Electronic Form

### 12. Nomination

Members holding shares in physical form and desirous of making/changing a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 and SH-14, as applicable for this purpose to the Company’s Registrar & Transfer Agents (RTA), M/s Skyline Financial Services Private Limited. (Enclosed with this Notice)

### 13. Dematerialization

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company’s RTA.

14. ***With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.***

15. **Additional Information**

Additional Information of Directors seeking re-appointment/appointment at the ensuing AGM, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.

16. **Other Information**

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

**Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 3**

Consequent to the re-designation of Mr. Gopal Bansal, the Board of Directors of the Company (“Board”) at its meeting held on February 02, 2018, on recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Ashok Kumar Bansal (Director Identification Number: 07069510), for a period of 5 years with effect from February 02, 2018, on such terms and conditions including remuneration (for a period of 3 years), as recommended by the Nomination and Remuneration Committee and approved by the Board.

Further, Mr. Ashok Kumar Bansal has also provided:-

- a) his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and
- b) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Ashok Kumar Bansal as a Wholetime Director in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment and remuneration payable to Mr. Ashok Kumar Bansal are as under:

- 1. Period of Appointment:** From 02nd Feb, 2018 to 01st Feb, 2023 (both days inclusive)
- 2. Nature of Duties:** The WTD 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 of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- 3. Remuneration for the period of 3 years i.e. from Feb 02, 2018:**
  - (a) Salary: Rs. 20,000 /- per month (inclusive of all perquisites) with such increments as may be decided by the Board, based on merit and taking into account the Company’s performance for the year till Feb 01, 2021;
  - (b) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-Time Director, aforesaid salary and perquisites subject to the limits stipulated under Schedule V as read with Section 196 and 197 of the Companies Act, 2013, are payable.
- 4. Other Terms of Appointment:**
  - a) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board of Directors.
  - b) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
  - c) In the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
  - d) The Whole-time Director shall adhere to the Company’s Code of Conduct.

Details of Mr. Ashok Kumar Bansal are provided in “Annexure” to the Notice pursuant to the provisions of:

- (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ashok Kumar Bansal under Section 190 of the Act.

Mr. Ashok Kumar Bansal is interested in the resolution set out at Item No. 3 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

#### **Item No. 4**

The Board of Directors, at its meeting held on 04<sup>th</sup> September, 2018, appointed Mr. Manoj Kumar as an Additional Independent Director of the Company with effect from 04<sup>th</sup> September, 2018, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Manoj Kumar will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from him for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Manoj Kumar, consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013 and declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Manoj Kumar as an Independent Director of the Company for a period up to five years i.e. from September 28, 2018 to September 27, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Manoj Kumar, the Independent Director proposed to be appointed, fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment Mr. Manoj Kumar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Details of Mr. Manoj Kumar is provided in the "Annexure" to the Notice pursuant to the provisions of:

- (i) the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and
- (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in item No. 4 for the approval of members.

#### **STATEMENT OF GENERAL INFORMATION AS PER PART II OF SECTION II OF SCHEDULE V:**

<b>Nature of Industry</b>	Comm.Trading& Distribution	
<b>Expected date of commencement of commercial production</b>	Not Applicable	
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus</b>	Not Applicable	
<b>Financial performance based on given indicators</b>	Financial Year 2017-18	Financial Year 2016-17
<b>Total Income (in Rs.)</b>	121,067,030	35,456,028
<b>Profit after tax (in Rs.)</b>	684,542	(927,786)
<b>Foreign Investments or collaborations</b>	Not Applicable	

**By Order of the Board  
For IFL Enterprises Limited**

**Place: New Delhi  
Date: 04.09.2018**

**Sd/-  
Sandeep Kumar  
Company Secretary**



**Annexure to the Notice**

Additional Information of Director seeking appointment/re-appointment at the Ninth Annual General Meeting pursuant to Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Name of the Director</b>	Mr. Ashok Kumar Bansal	Mr. Gopal Bansal	Mr. Manoj Kumar
<b>Date of Birth</b>	03/05/1968	13.09.1975	15.06.1990
<b>Qualifications</b>	Bachelor of Commerce	Fellow Chartered Accountant	Bachelor of Science from University of Rajasthan
<b>Remuneration last drawn (In Rupees)</b>	-	30,000	-
<b>Nature of his expertise in specific functional areas</b>	Finance, Accountancy & Business Management	Financing, Investment, Management Consultancy, Taxation, etc.	Production and business management
<b>Brief Profile</b>	He is a commerce graduate. He has over 10 years of experience in business management and finance. Prior of taking his current position, he was associated with the company as non-executive director and assisted company in the process of listing.	He is a commerce graduate and a fellow member of ICAI. He has vast experience of 14 years in the field of finance, taxation, portfolio management, finance product design, business takeovers, corporate laws etc.	He is a science graduate from University of Rajasthan. He has more than four years of experience in the field of technical operations, production and business management. He has worked as Assistant Sales Manager (Production) for 4 years in a Pvt Ltd Co.
<b>Name of other Public Companies in which the person holds the Directorships</b>	Nil	India Finsec Limited IFL Housing Finance Limited	AKM Lace And Embrotex Limited
<b>Name of the Public Companies in which the person holds the Memberships of committees of the Board</b>	Nil	India Finsec Limited IFL Housing Finance Limited	AKM Lace And Embrotex Limited
<b>Shareholding in the Company (Equity)</b>	-	-	-
<b>Relationship with other Directors/Manager/Key Managerial Personnel</b>	Uncle	Nephew	No Relationship
<b>Number of Board Meetings attended during the FY 2017-2018</b>	8 (Total board meeting held during the year: 08)	8 (Total board meeting held during the year: 08)	-



**IFL ENTERPRISES LIMITED**  
**CIN: L67100DL2009PLC186958**

**Registered Office: D-16, IstFloor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**  
**E-mail [iflenterprises@rediffmail.com](mailto:iflenterprises@rediffmail.com) Website- [www.iflenterprises.com](http://www.iflenterprises.com) Contact No. 01147096097**

**PROXY FORM**  
**Form No. MGT-11**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN: L67100DL2009PLC186958**

**Name of the Company: IFL Enterprises Limited**

**Registered Office: D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**

<b>Name of the member(s):</b> <b>Registered Address :</b> <b>Email ID:</b> <b>Folio No./Client ID :</b> <b>DP ID :</b>
--

I/ We being the member(s) holding \_\_\_\_\_ shares of the above named Company hereby appoint:

1. Name: \_\_\_\_\_ A  
 Address: \_\_\_\_\_  
 E-mail Id \_\_\_\_\_  
 Signature: \_\_\_\_\_ Or failing him
  
2. Name: \_\_\_\_\_ A  
 Address: \_\_\_\_\_  
 E-mail Id \_\_\_\_\_  
 Signature: \_\_\_\_\_ Or failing him
  
3. Name: \_\_\_\_\_ A  
 Address: \_\_\_\_\_  
 E-mail Id \_\_\_\_\_  
 Signature: \_\_\_\_\_ Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the Company, to be held on Friday, 28<sup>th</sup> September, 2018 at 09:00 a.m. at D-16, Ist Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	To consider and adopt the audited financial statements for the year ended on March 31, 2018 and the reports of the Board of Directors ("the Board") and the Auditors thereon.
2.	To appoint a Director in place of Mr. Gopal Bansal, Director (DIN:01246420), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
<b>Special Business</b>	
3.	Appointment of Mr. Ashok Kumar Bansal as the Whole Time Director.
4.	Regularization of Mr. Manoj Kumar as Independent Director of the Company.

Signed this..... Day of.....2018

Signature of the shareholder .....

Signature of the Proxy holder(s) (1) ..... (2)..... (3).....

Affix Re. 1/- Revenue Stamp
--------------------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**IFL ENTERPRISES LIMITED**  
**CIN: L67100DL2009PLC186958**

**Registered Office: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**  
**E-mail [ld-iflenterprises@rediffmail.com](mailto:ld-iflenterprises@rediffmail.com) Website- [www.iflenterprises.com](http://www.iflenterprises.com) Contact No. 01147096097**

**ATTENDANCE SLIP**

Full name and address of the Shareholder/Proxy Holder (in block letters)	
Joint Holder 1(in block letters)	
Joint Holder 2(in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
I hereby certify that I am a member/proxy for the member of the Company.	
<b>Signature of Shareholder/Proxy</b>	

I/we hereby record my presence at the Ninth Annual General Meeting of the shareholders of **IFL Enterprises Limited** held on Friday, 28<sup>th</sup> September, 2018 at 09:00 a.m. at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

**Note:** Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

\*Applicable for shareholders holding shares in electronic form.

**ELECTRONIC VOTING PARTICULARS**

<b>E VOTING SEQUENCE NUMBER (EVSN)</b>	<b>USER ID</b>	<b>PASSWORD</b>

**Note:** Please read the instructions printed under the Notes to the Notice of Ninth Annual General Meeting dated 04<sup>th</sup> September, 2018 for the e-voting process. The E-voting period starts from 25<sup>th</sup> September, 2018 at 10:00 a.m., and will end on 27<sup>th</sup> September, 2018 at 5:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

**IFL ENTERPRISES LIMITED**  
**CIN: L67100DL2009PLC186958**

**Registered Office: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**  
**E-mail [ld-iflenterprises@rediffmail.com](mailto:ld-iflenterprises@rediffmail.com) Website- [www.iflenterprises.com](http://www.iflenterprises.com) Contact No. 01147096097**

**Nomination Form**  
**(Form No. SH-13)**

*[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]*

To  
**IFL Enterprises Limited**  
**CIN: L67100DL2009PLC186958**  
**Regd. Office: -D-16, I Floor, Above ICICI Bank,**  
**Prashant Vihar, Sector-14, Rohini, New Delhi-110085**

I/We .....the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

**(2) PARTICULARS OF THE NOMINEE/S: —**

- (a) Name: \_\_\_\_\_
- (b) Date of Birth: \_\_\_\_\_
- (c) Father's/Mother's/Spouse's \_\_\_\_\_
- (d) Occupation: \_\_\_\_\_
- (e) Nationality: \_\_\_\_\_
- (f) Address: \_\_\_\_\_
- (g) E-mail Id: \_\_\_\_\_
- (h) Relationship with the security holder: \_\_\_\_\_

**(3) IN CASE NOMINEE IS A MINOR—**

- (a) Date of Birth: \_\_\_\_\_
- (b) Date of attaining maturity: \_\_\_\_\_
- (c) Name of Guardian: \_\_\_\_\_
- (d) Address of Guardian: \_\_\_\_\_

**Name:**  
**Address:**  
**Name of the Security Holder (s)**  
**Signature**

**Witness with name and address**

**IFL ENTERPRISES LIMITED**  
**CIN: L67100DL2009PLC186958**

**Registered Office: D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085**  
**E-mail [ld-iflenterprises@rediffmail.com](mailto:ld-iflenterprises@rediffmail.com) Website- [www.iflenterprises.com](http://www.iflenterprises.com) Contact No. 01147096097**

**Cancellation or Variation of Nomination**  
**(Form No. SH-14)**

*[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]*

To  
**IFL Enterprises Limited**  
**CIN: L67100DL2009PLC186958**  
**Regd. Office:- D-16, I Floor, Above ICICI Bank,**  
**Prashant Vihar, Sector-14, Rohini, New Delhi-110085**

I/ We hereby cancel the nomination(s) made by me/us in favour of .....(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of .....as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/ varied)**

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.

**(2) PARTICULARS OF THE NEW NOMINEE: —**

- (a) Name: \_\_\_\_\_
- (b) Date of Birth: \_\_\_\_\_
- (c) Father's/Mother's/Spouse's \_\_\_\_\_
- (d) Occupation: \_\_\_\_\_
- (e) Nationality: \_\_\_\_\_
- (f) Address: \_\_\_\_\_
- (g) E-mail Id: \_\_\_\_\_
- (h) Relationship with the security holder: \_\_\_\_\_

**(3) IN CASE NOMINEE IS A MINOR—**

- (a) Date of Birth: \_\_\_\_\_
- (b) Date of attaining maturity: \_\_\_\_\_
- (c) Name of Guardian: \_\_\_\_\_
- (d) Address of Guardian: \_\_\_\_\_

**Signature**  
**Name of the Security Holder (s)**  
**Witness with name and address**

**Route Map**

**Registered Office:** IFL Enterprises Limited  
D-16, First Floor, Above ICICI Bank,  
Prashant Vihar, Sector-14, Rohini,  
New Delhi-110085



## BOARD'S REPORT

**To,  
The Members,**

Your Directors have pleasure in presenting the **Ninth Annual Report** of your Company with the Audited Financial Statements alongwith Auditor's Report for the year ended **31<sup>st</sup> March, 2018**.

### **1. BUSINESS OVERVIEW**

During the year, the Company has diversified its business activities along with its main object. Your Company has obtained Direct Selling Agency (DSA) of PNB Housing Finance, Tata Capital Housing Finance Limited and IDFC.

### **STATEMENT OF AFFAIRS**

The Company's Performance during its Ninth years of Operations is summarized below:

### **FINANCIAL PERFORMANCE**

*(In Rs.)*

<b>Particulars</b>	<b>Period ended 31.03.2018</b>	<b>Period ended 31.03.2017</b>
Revenue from Operations	118,054,086	32,327,657
Other Income	3,012,944	3,128,371
Expenses for the period	120,028,240	36,798,700
Profit/(Loss) before tax from continuing operations	1,038,790	(1,342,672)
Current Income Tax for the period	214,486	128,638
Deferred Tax	139,761	(543,524)
<b>Profit/(Loss) for the period</b>	<b>684,542</b>	<b>(927,786)</b>

### **2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of the Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis Report (MDAR) is set out in the Annual Report.

### **3. DIVIDEND**

The Board of Directors of the Company has decided not to recommend any dividend for the financial year under consideration due to operational losses.

### **4. TRANSFER TO GENERAL RESERVES**

The Company has not transferred any sum to the General Reserves Account during the reporting period.

### **5. BUSINESS RESPONSIBILITY REPORT**

As per Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, top five hundred (500) listed entities based on market capitalization shall contain the Business Responsibility Report in their Annual Report. As the Company does not fall under top 500 listed Companies based on market capitalization, therefore, this regulation is not applicable to the Company.

### **6. CHANGES IN THE NATURE OF BUSINESS**

There has been no change in the nature of business during the year under review by the Company.

### **7. MATERIAL CHANGES AND COMMITMENTS**

There is no material change which may affect the financial position of the Company between the financial year and up to the date of this report.

## **8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-2018. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

## **9. PUBLIC DEPOSITS**

During the year under review, the company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

## **10. AUDITORS**

### **a) STATUTORY AUDITOR**

M/s V. N. Purohit & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office for a period of 5 years i.e. until the conclusion of the Annual General Meeting of the Company to be held in the year 2020.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s V. N. Purohit & Co., Chartered Accountants, at the forthcoming AGM.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

#### ***Auditor's Report***

The Auditor's Report for financial year ended 2018, does not contain any qualification, reservation or adverse remarks. All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year. The Auditor's report is enclosed with the financial statements in this Auditor's Report.

### **b) SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. RachnaBhasin (CP No.: 12952, ACS: 23539), Practicing Company Secretaries, to undertake the secretarial audit of the Company for the Financial Year 2017-2018.

#### ***Secretarial Audit Report***

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018 does not contain any qualification, reservation or adverse remark. A copy of the Secretarial Audit Report (Form MR-3) as provided by the Company Secretary in Practice has been annexed to the Report. **(Annexure-I)**

### **c) INTERNAL AUDITOR**

Pursuant to provisions of Section 138, read with the rules made there under, the Board has appointed Mr. Sandeep Kumaras an Internal Auditor of the Company for the financial year 2017-2018, to check the internal controls and the functioning of the activities of the Company and also recommends ways of improvement. He has provided an Internal Audit Report of the Company for the financial year ended March 31, 2018. The Internal audit is carried out quarterly

basis and the report is placed in the Audit Committee Meeting and Board Meeting for their consideration and direction.

**d) COST AUDITORS**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

**11. SHARE CAPITAL**

The paid up equity share capital as on March 31, 2018 was Rs. 3,00,21,720/-. During the year under review:

**A. Issue of equity shares with differential rights**

The Company has not issued any equity shares with differential rights so no disclosure is required as per Rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014.

**B. Issue of sweat equity shares**

The Company has not issued sweat equity shares, so no disclosure is required as per Rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

**C. Issue of employee stock options**

The Company has not issued employee stock options, so no disclosure is required as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

**D. Provision of money by company for purchase of its own share by employees or by trustee for the benefit of employees**

The Company has not made any provision for purchase of its own share of employees or by the trustee for the benefit of employees so no disclosure is required as per Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

**E. Issue of shares on preferential basis**

The Company has not issued any share on preferential basis during the year.

**12. LISTING FEES**

The Company has paid the Annual Listing Fees to the BSE SME for the financial year 2018-19.

**13. EXTRACT OF THE ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in **Form No.MGT – 9** as '**Annexure-II**' has been enclosed with the Board's Report.

**14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

**A. Conservation of energy**

The company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, regarding conservation of energy are not applicable.



## B. Technology absorption

The company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, regarding technology absorption are not applicable.

## C. Foreign exchange earnings and outgo

There has been no expenditure and/or earning in foreign exchange.

## 15. POLICIES

During the year, the Board of Directors of the Company has approved and adopted the following policies:

- Policy on Preservation of Documents and Archives Management as per Regulation 9 and 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy for Disclosure of events/ information and Determination of materiality as per Regulation 30(4)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy on Materiality of Related Party Transactions as per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy for determining material subsidiary as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Above Policies are available on the website of the Company i.e. <http://www.iflenterprises.com/#>

## 16. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED

During the financial year 2017-18, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in the future.

## 17. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to provisions of Section 135 of the Companies Act, 2013, every company having a Net Worth of Rupees Five Hundred Crore (Rs.500 Crore) or more; or Turnover of Rupees One Thousand Crore (Rs.1000 Crore) or more; or Net Profit is Rupees Five Crore (Rs.5 Crore) or more during any financial year, is required to constitute a Corporate Social Responsibility Committee ("CSR Committee") of the Board. But this provision is not applicable to your company; as during in any previous financial year (including 2017-2018) company has not reached this limit.

## 18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013. As of the date of the report, your company has the following Directors on its Board:

S. No.	Name of Director	Designation	DIN	Date of Appointment
1	Mr. Ashok Kumar Bansal	Whole Time Director	07069510	10.08.2016
2	Mr. Gopal Bansal	Director	01246420	01.03.2016
3	Mr. Pramod Sharma	Independent Director	07539741	17.12.2016
4	Ms. HimanshiKashyap	Independent Director	07681277	17.12.2016

### A. Directors

During the year, following changes took place on the Board:

S. No.	Name of Director	Appointment Date	Designation	Date of appointment at current designation	Resignation Date
1.	Mr. Ashok Kumar Bansal	10 <sup>th</sup> August, 2016	Whole Time Director	2 <sup>nd</sup> February, 2018	-
2.	Ms. HimanshiKashyap	17 <sup>th</sup> December,	Non-Executive,	29 <sup>th</sup> September,	-

		2016.	Independent Director	2017	
3.	Mr. Pramod Sharma	17 <sup>th</sup> December, 2016.	Non-Executive, Independent Director	29 <sup>th</sup> September, 2017	-
4.	Mr. Gopal Bansal	11 <sup>th</sup> July, 2016	Non Executive Director	2 <sup>nd</sup> February, 2018	-
5.	Mr. Mukesh Sharma	30 <sup>th</sup> September, 2016	Executive Director	29 <sup>th</sup> September, 2017	10 <sup>th</sup> January, 2018

#### **B. Chief Financial Officer**

There is no appointment, resignation or any other changes in the position of the Chief Financial Officer of the Company.

#### **C. Company Secretary & Compliance Officer & Internal Auditor**

There is no appointment, resignation or any other changes in the position of the Company Secretary and Compliance Officer of the Company.

### **19. REMUNERATION OF KEY MANAGERIAL PERSONNEL**

- Mr. Gopal Bansal (Director) the Key Managerial Personnel of the Company, has been paid Gross monthly remuneration of Rs.30, 000/- (Rupees Thirty Thousand Only) till January 2018.
- Ms. Dimple Mangal,(CFO), the Key Managerial Personnel of the Company, be paid Gross monthly remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of her performance and policy of the Company.
- Mr. Sandeep Kumar (Company Secretary), the Key Managerial Personnel of the company be paid Gross monthly remuneration of Rs. 12,000/- (Rupees Twelve Thousand Only) subject to the increment as decided by the Board of Directors of the Company from time to time on the basis of his performance and policy of the Company.

### **20. DECLARATION BY THE INDEPENDENT DIRECTOR**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Listing Regulations.

### **21. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out an annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process. The Board of Directors reviewed all the laws applicable to the company, prepared by the company and taking steps to rectify instances of non-compliances.

### **22. NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors duly met **8 (Eight)** times during the year, in respect of which notices were given and the proceedings were recorded and signed. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The details of Board meetings and the attendance of Directors in such meetings are given in the Corporate Governance Report forming part of this Annual Report.

## **23. COMMITTEES AND THEIR MEETINGS**

### **A. Audit Committee**

The Board of Directors of the Company has constituted its Audit Committee by a Board Resolution dated 17<sup>th</sup> December, 2016.

The Committee comprises of:

- Mr. Pramod Sharma (Chairman & Independent Director),
- Ms. Himanshi Kashyap (Member, Independent Director),
- Mr. Gopal Bansal (Member, Director) and
- Mr. Sandeep Kumar (Secretary of the Audit Committee).

The terms of reference of the Audit Committee inter alia include overseeing the financial reporting process, reviewing the financial statements and recommending the appointment of Auditors. All the recommendations made by Audit Committee were accepted.

During the year 4 (Four) Audit Committee Meetings were held.

### **B. Nomination and Remuneration Committee**

The Board of Directors of the Company has re-constituted its Nomination & Remuneration Committee by a Board Resolution dated Feb 02, 2018.

The Company has a Nomination & Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee's scope of work includes nominate the directors as per their qualifications, experience and positive attributes, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation etc.

The Committee comprises of:

- Mr. Pramod Sharma (Chairman & Independent Director),
- Ms. Himanshi Kashyap (Member, Independent Director) and
- Mr. Gopal Bansal (Member, Non Executive Director).

During the year 2 (Two) Nomination and Remuneration Meetings were held.

#### ***Nomination and Remuneration Policy***

The details of Nomination and Remuneration Policy are covered in the Corporate Governance Report. It is hereby affirmed that the remuneration paid is as per Remuneration Policy of the Company. The Nomination & Remuneration Policy is attached to this report as an ***Annexure III***.

### **C. Stakeholders Relationship Committee**

The Board of Directors of the Company has re-constituted its Stakeholder Relationship Committee by a Board Resolution dated Jan 10, 2018.

The Committee comprises of:

- Ms. Himanshi Kashyap (Chairperson & Independent Director),
- Mr. Pramod Sharma (Member, Independent Director) and
- Mr. Ashok Kumar Bansal (Member, Whole Time Director).

The Company has a Stakeholder Relationship Committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices /annual reports, etc.

During the year 4 (Four) Stakeholders Relationship Committee Meetings were held.

#### ***Details of establishment of Vigil Mechanism/Whistle Blower Policy for Directors and Employees***

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. The company believes in honesty, integrity, ethics, transparency and good conduct in its professional environment and provides such kind of environment to its employees and directors and always encourages its team to follow such standards in their activities. The directors, employees and other team members are free to report on the issues which require genuine concern. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically.

This policy is explained in the corporate governance report and also posted on the website at [www.iflenterprises.com](http://www.iflenterprises.com) under Corporate Governance section.

#### **24. DETAILS OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES**

The Company does not have any Subsidiary/ Joint Venture/ Associate Companies.

#### **25. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company has no subsidiaries, Joint Venture Companies so there is no requirement of description of the performance of Subsidiaries and Joint Venture Companies.

#### **26. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS**

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statement and same is provided in this Annual Report.

#### **27. PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES**

The Company has entered into contracts and arrangements with related parties and complied with the provisions of section 188 of the Companies Act, 2013. Details of Such Contracts and Arrangements are enclosed as **Annexure-IV** in **Form AOC-2**.

#### **28. CORPORATE GOVERNANCE CERTIFICATE**

The Company believes that the essence of Corporate Governance lies in the phrase “Your Company”. The Chairman and Directors are “Your” fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes “Your” long term value. Besides, adhering to the prescribed Corporate Governance practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest. The Corporate Governance Report is a part of this Annual report.

A certificate from Secretarial Auditors of the company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also attached to this Annual Report.

#### **29. HUMAN RESOURCES**

The Management has a healthy relationship with the officers and the Employee.

#### **30. PARTICULARS OF EMPLOYEES**

None of the employees of the Company were in receipt of remuneration in excess of limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are mentioned below:

#### **(A) Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, Ratio of remuneration of Directors to the Median Remuneration of employees.

Name of the Director/ and KMP	Designation	Remuneration (Rs.) 2017-2018	Increase (%)	Ratio of Director's Remuneration to Median remuneration excluding Managing Director*	Ratio of Director's Remuneration to Median remuneration including Managing Director*
Mr. Gopal Bansal	Director	3,00,000/-	Nil	1.36	1.15
Mr. Sandeep Kumar	Company Secretary	1,41,000/-	9.09%	0.64	0.54
Ms. Dimple Mangal	Chief Financial Officer	3,42,000	NA	1.55	1.32
Mr. Ashok Kumar Bansal	Whole Time Director	-	-	-	-
Mr. Pramod Sharma	Independent Director	-	-	-	-
Ms. Himanshi Kashyap	Independent Director	-	-	-	-

2. The median remuneration of employees (MRE) excluding Managing Director is Rs. 2,20,000 and Rs. 2,57,870 for the financial year 2017-2018 and financial year 2016-17 respectively. The decrease in MRE excluding Managing Director in F.Y. 2017-18 as compared to 2016-17 is 14.68%.
3. The median remuneration of employees (MRE) including Managing Director is Rs. 2,60,000 and Rs. 2,75,740 for the financial year 2017-2018 and financial year 2016-17 respectively. The decrease in MRE including Managing Director in F.Y. 2017-18 as compared to 2016-17 is 5.71%.
4. Number of permanent employees on the rolls of the Company: 3 (Three) (As at 31st March, 2018).
5. Affirmation Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel is as per the remuneration policy of the Company.

*\*Mr. Gopal Bansal received remuneration till Jan 2018 in the capacity of Managing Director. Thereafter, designation of Mr. Gopal Bansal has been changed to Non-Executive Director w.e.f 02.02.2018.*

### 31. SEXUAL HARASSMENT

During the financial year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 32. RISK MANAGEMENT

Risk Management is the systematic process of understanding, measuring, controlling and communicating organization's risk exposures while achieving its objectives. Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business. The Company's risk management strategy is to identify, assess and mitigate any significant risks. We have established processes and guidelines, along with a strong overview and monitoring framework at the Board and Senior Management levels.

### 33. PREVENTION OF INSIDER TRADING

The Company has a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

**34. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER –SE**

None of the Directors are related to each other.

**35. SECRETARIAL STANDARDS**

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) whenever it has applicable. Your Company will comply with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as and when they are made mandatory.

**36. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website [www.iflenterprises.com](http://www.iflenterprises.com). The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

**37. CAUTIONARY NOTE**

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

**38. DIRECTOR'S RESPONSIBILITY STATEMENT**

In accordance with Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of the company informed the members that:

- (A) In the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (B) 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 and of the profit and loss of the company for that period;
- (C) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (D) The directors had prepared the annual accounts on a going concern basis; and
- (E) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**39. ACKNOWLEDGEMENT**

The Board expresses its sincere gratitude to the shareholders, bankers and clients for their continued support. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of all the staff and employees of the Company.

**By the Order of the Board  
For IFL Enterprises Limited**

Date: 26.05.2018

**Ashok Kumar Bansal  
(Whole Time Director)  
DIN-07069510**

**Gopal Bansal  
(Director)  
DIN-01246420**



**SECRETARIAL AUDIT REPORT**

**(Form No. MR-3)**

**For the financial year ended 31.03.2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
**The Members,**  
**IFL Enterprises Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IFL Enterprises Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **IFL Enterprises Limited** (“the Company”) for the financial year ended on 31/03/2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;-**NOT APPLICABLE**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;-**NOT APPLICABLE**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -**NOT APPLICABLE**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -**NOT APPLICABLE**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;-**NOT APPLICABLE**
- (vi) Income Tax, Act 1961.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Listing Agreements [“Listing Regulations” as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and no dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 26/05/2018**  
**Place: New Delhi**

**RachnaBhasin**  
**(Company Secretary in Practice)**  
**ACS No.- 23539**  
**C P No.- 12952**

*Enclosed: Annexure A to the Secretarial Audit Report*



**ANNEXURE A' TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**IFL Enterprises Limited**  
D-16, I Floor, Above ICICI Bank,  
Prashant Vihar, Sector-14, Rohini,  
New Delhi-110085

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**RachnaBhasin**  
**(Company Secretary in Practice)**

**Date: 26.05.2018**

**ACS No.- 23539**

**Place: New Delhi**

**CP No.- 12952**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

i	<b>CIN</b>	L67100DL2009PLC186958
ii	<b>Registration Date</b>	23/01/2009
iii	<b>Name of the Company</b>	IFL Enterprises Limited
iv	<b>Category/Sub-Category of the Company</b>	Company Limited by shares/ Indian Non-Government Company
v	<b>Address of the Registered office and Contact details</b>	D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, Delhi-110085
vi	<b>Whether listed company</b>	Yes (BSE SME)
vii	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Skyline Financial Services Limited D-153 A, 1 <sup>st</sup> Floor, Phase-I, Okhla Industrial Area, New Delhi-110020 Contact No. 011-64732681 to 88 E-mail Id: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl.No	Name and Description of main products/services	NIC Code of the Product/	% to Total turnover of the company
1	Fabrics	47820	99.38

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of The Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
1.	India Finsec Limited D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi -110085	L65923DL1994PLC060827	Holding	29.64	2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<i>1) Indian</i>									
a) Individual/HUF	81,250	0	81,250	2.71	81,250	0	81,250	2.71	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	8,89,891	0	8,89,891	29.64	8,89,891	0	8,89,891	29.64	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>9,71,141</b>	<b>0</b>	<b>9,71,141</b>	<b>32.35</b>	<b>9,71,141</b>	<b>0</b>	<b>9,71,141</b>	<b>32.35</b>	<b>0</b>
<i>2) Foreign</i>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0



c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter(A)=(A)(1)+(A)(2)</b>	<b>9,71,141</b>	<b>0</b>	<b>9,71,141</b>	<b>32.35</b>	<b>9,71,141</b>	<b>0</b>	<b>9,71,141</b>	<b>32.35</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>4. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	7,96,006	0	7,96,006	26.51	4,08,000	0	4,08,000	13.59	(12.92)
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	5,51,619	0	5,51,619	18.37	4,23,625	0	4,23,625	14.11	(4.26)
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakh	6,25,062	22,344	6,47,406	21.57	10,99,062	22,344	11,21,406	37.35	15.79
c) Others(Specify)	36,000	0	36,000	1.20	78,000	0	78,000	2.60	1.40
<b>Sub-total(B)(2)</b>	<b>20,08,687</b>	<b>22,344</b>	<b>20,31,031</b>	<b>67.65</b>	<b>20,08,687</b>	<b>22,344</b>	<b>20,31,031</b>	<b>67.65</b>	<b>0</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>20,08,687</b>	<b>22,344</b>	<b>20,31,031</b>	<b>67.65</b>	<b>20,08,687</b>	<b>22,344</b>	<b>20,31,031</b>	<b>67.65</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total(A+B+C)</b>	<b>29,79,828</b>	<b>22,344</b>	<b>30,02,172</b>	<b>100</b>	<b>29,79,828</b>	<b>22,344</b>	<b>30,02,172</b>	<b>100</b>	<b>0</b>

**ii. Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the	% of Shares Pledged /	No. of Shares	% of total Shares of the	% of Shares Pledged / encumbered	
1.	Mukesh Sharma	81,250	2.71	0	81,250	2.71	0	0
2.	India Finsec limited	8,89,891	29.64	0	8,89,891	29.64	0	0
	<b>Total</b>	<b>9,71,141</b>	<b>32.35</b>	<b>0</b>	<b>9,71,141</b>	<b>32.35</b>	<b>0</b>	<b>0</b>

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2017)	Date	Reason	Increase/Decrease in Promoters Shareholding during	Cumulative Shareholding during the year

				the year		(31.03.2018)	
		No. of shares	% of total shares of the company	% of total shares of the company	% of total shares of the company	% of total shares of the company	% of total shares of the company
1.	Mukesh Sharma	81,250	2.71	-	-	81,250	2.71
2.	India Finsec Limited	8,89,891	29.64	-	-	8,89,891	29.64

iv. Shareholding pattern of top ten Shareholders (other than Directors, Promoters, and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2017)		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31.03.2018)	
		No. of shares at the beginning (01-04-2017/ end of the year (31-03-2018))	% of total shares of the company				No. of shares	% of total shares of the company
1.	MSB E-TRADE SECURITIES LIMITED	162000	5.40	05.05.2017	6000	Purchase	168000	5.60
				12.05.2017	12000	Purchase	180000	6.00
				19.05.2017	30000	Purchase	210000	6.99
				26.05.2017	12000	Purchase	222000	7.39
				02.06.2017	6000	Purchase	228000	7.59
				01.09.2017	12000	Sale	216000	7.19
				15.09.2017	6000	Purchase	222000	7.39
				29.09.2017	12000	Purchase	234000	7.79
				06.10.2017	120000	Purchase	354000	11.79
				12.01.2018	30000	Sale	324000	10.79
		19.01.2018	324000	Sale	0	0.00		
		0	0.00					
2.	SHRI PARASRAM HOLDINGS PVT. LTD.	36000	1.20	19.05.2017	30000	Sale	6000	0.20
				26.05.2017	6000	Purchase	12000	0.40
				04.08.2017	108000	Purchase	120000	4.00
				31.10.2017	18000	Sale	102000	3.40
				17.11.2017	6000	Purchase	108000	3.60
		108000	3.60					
3.	TIA ENTERPRISES PVT. LTD.	96000	3.20	-	-	-	-	-
				-	-	-	-	-
		96000	3.20					
4.	JAGTARNI TRADERS PRIVATE LIMITED	72000	2.40	17.11.2017	72000	Sale	0	0
				-	-	-	-	-
		0	0.00					
5.	GEET INFRACON PRIVATE LIMITED	48000	1.60	18.08.2017	12000	Purchase	60000	2.00
				31.10.2017	6000	Purchase	66000	2.20
				05.01.2018	6000	Purchase	72000	2.40
		72000	2.40					
6.	RED CHILLI INFOTECH PRIVATE LIMITED	84000	2.80	-	-	-	-	-
				-	-	-	-	-
		84000	2.80					
7.	TAXUS ENTERPRISES PRIVATE LIMITED	96000	3.20					
				12.01.2018	96000	Sale	0	0
		0	0.00					
8.	SRK TRADELINKS	126000	4.20	14.04.2017	12000	Purchase	138000	4.60

	PRIVATE LIMITED			28.04.2017	6000	Sale	132000	4.40
				12.05.2017	36000	Purchase	168000	5.60
				26.05.2017	6000	Purchase	174000	5.80
				02.06.2017	18000	Purchase	192000	6.40
				09.06.2017	6000	Purchase	198000	6.60
				23.06.2017	24000	Purchase	222000	7.39
				14.07.2017	6000	Purchase	228000	7.59
				11.08.2017	78000	Sale	150000	5.00
				06.10.2017	120000	Sale	30000	1.00
				19.01.2018	6000	Sale	24000	0.80
				25.01.2018	12000	Sale	12000	0.40
		12000	0.40					
9.	RITU JINDAL	0	0.00	17.11.2017	48000	Purchase	48000	1.60
				05.01.2018	6000	Purchase	54000	1.80
				26.01.2018	18000	Purchase	72000	2.40
		72000	2.40					
10.	SUSHIL KUMAR GUPTA	60000	2.00					
		60000	2.00	-	-	-	-	-
11.	RINKU GOYAL	53625	1.79					
		53625	1.79	-	-	-	-	-
12.	SANDEEP GAUR	81250	2.71					
		81250	2.71	-	-	-	-	-
13.	SUNIL KUMAR	90000	3.00					
		90000	3.00	-	-	-	-	-
14.	SUSHIL KUMAR SHARMA	48750	1.62	19.01.2018	6000	Purchase	54750	1.82
				25.01.2018	48750	Sale	6000	0.20
				26.01.2018	42750	Purchase	48750	1.62
				02.02.2018	6000	Purchase	54750	1.82
		54750	1.82					
15.	USHA SHARMA	0	0.00	31.10.2017	12000	Purchase	12000	0.40
				19.01.2018	276000	Purchase	288000	9.59
		288000	9.59					

#### IV. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Ashok Kumar Bansal (Whole Time Director)				
	<b>At the beginning of the year</b>	-	-	-	-
	<b>Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):</b>	-	-	-	-
	<b>At the End of the year</b>	-	-	-	-
2.	Mr. Gopal Bansal (Whole Time Director)				
	<b>Shareholding at the beginning of the year (01.04.2017)</b>				
	<b>Cumulative Shareholding during the year (31.03.2018)</b>				
	<b>At the beginning of the year</b>	-	-	-	-

	Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
Sl. No 3.	Mr. Pramod Sharma (Independent Director)	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
Sl. No 4.	Ms. Himanshi Kashyap (Independent Director)	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
Sl. No 5.	Ms. Dimple Mangal (Chief Financial Officer)	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
Sl. No 6.	Mr. Sandeep Kumar (Company Secretary)	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the Year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				

(i) Principal Amount	NIL
(ii) Interest due but not paid	
(iii) Interest accrued but not due	
Total(i+ii+iii)	
Change in Indebtedness during the financial year	
- Addition	
- Reduction	
Net Change	
Indebtedness at the end of the financial year	
(i) Principal Amount	
(ii) Interest due but not paid	
(iii) Interest accrued but not due	
Total (i+ii+iii)	

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Ashok Kumar Bansal (Whole Time Director)		
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0		11,000
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961			0
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0		0
2.	Stock Option	0		0
3.	Sweat Equity	0		0
4.	Commission			
	- as % of profit	0		0
	- others, specify...	0		0
5.	Others, please specify	11,000		11,000
6.	Total(A)	11,000		11,000
7.	Ceiling as per the Act	10 % of the Net Profit		

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Pramod Sharma	Ms. Himanshi Kashyap	Mr. Mukesh Sharma	Mr. Gopal Bansal	
	Independent Directors					
	• Fee for attending board/committee meetings	19,000	19,000	0	0	38,000
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	0	0
	<b>Total(1)</b>	<b>19,000</b>	<b>19,000</b>	<b>0</b>	<b>0</b>	<b>38,000</b>
	Other Non-Executive Directors					
	• Fee for attending board committee meetings	0	0	7,000	12,000	19,000
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	3,00,000*	3,00,000
	<b>Total(2)</b>	<b>0</b>	<b>0</b>	<b>7,000</b>	<b>3,12,000</b>	<b>3,19,000</b>
	<b>Total(B)=(1+2)</b>	<b>19,000</b>	<b>19,000</b>	<b>7,000</b>	<b>3,12,000</b>	<b>3,19,000</b>

\*Gopal Bansal received remuneration til Jan 2018. Thereafter, designation of Mr. Gopal Bansal has been changed to Non-Executive Director w.e.f 02.02.2018.

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Sandeep Kumar (Company Secretary)	Ms. Dimple Mangal (CFO)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,41,000 0 0	3,42,000 0 0	4,83,000
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify...	0 0	0 0	0 0
5.	Others, please specify	0	0	0
	<b>Total</b>	<b>1,41,000</b>	<b>3,42,000</b>	<b>4,83,000</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made. If any (give details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

By the Order of the Board  
For IFL Enterprises Limited

Date: 26.05.2018  
Place: Delhi

Ashok Kumar Bansal  
(Whole Time Director)  
DIN-07069510

Gopal Bansal  
(Director)  
DIN-01246420



### Nomination and Remuneration Policy

Our Policy is on the appointment and remuneration of directors, Key Managerial Personnel and other senior management team for providing equitable remuneration to the directors and to recommend the qualified directors to the Board. The nomination and remuneration policy is provided herewith, pursuant to Section 178 (4) of the Companies Act, 2013. The Policy is also available on the website of the company.

#### **Objectives**

This policy is framed with the following objectives:

- ◇ The remuneration of the Whole Time Directors/Executive Directors is fixed by the Remuneration Committee as constituted. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.
- ◇ To specify remuneration packages for Whole-time Directors, including pension rights and compensation payments.
- ◇ The Non-Executive Directors are not paid any remuneration. They are only entitled to sitting fees for attending Board and Committee Meetings.
- ◇ To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- ◇ The policy also addresses the following items:
  - Committee member qualifications;
  - Committee member appointment and removal;
  - Committee structure and operations; and
  - Committee's reporting to the Board.
- ◇ To formulate the criteria for evaluation of performance of all the Directors on the Board;

#### **Constitution of Nomination and Remuneration Committee**

The Board has constituted the "Nomination and Remuneration Committee" by the Board Resolution dated December 17, 2016. This is in line with the requirements under the Companies Act, 2013 and SEBI (Listing Obligations and Requirements) Regulations, 2015.

The Committee currently comprises of:-

Name	Designation in Committee	Nature of Directorship
Mr. Pramod Sharma	Chairman	Non-Executive Independent Director
Ms. Himanshi Kashyap	Member	Non-Executive Independent Director
Mr. Gopal Bansal	Member	Non-Executive Director

The Board re-constituted the Committee by appointing Mr. Gopal bansal as a new member of the Committee in place of Mr. Ashok Kumar Bansal w.e.f. Feb 02, 2018. The Board has the authority to reconstitute the Committee from time to time.

#### **Role and Powers of the Committee**

The Nomination & Remuneration Committee has been constituted to recommend/review remuneration of Directors and key managerial personnel based on their performance and defined assessment criteria.

The remuneration policy of our Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The role and power of Nomination and Remuneration Committee shall include, but shall not be restricted to the following:

- ◇ Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate

- decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- ◇ Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;
  - ◇ Make recommendations to the Board on appropriate criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every director on the Board of the Company.
  - ◇ Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.
  - ◇ To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time/Executive Directors, including all elements of remuneration package (i.e. Salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
  - ◇ To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Deputy Managing/Whole-time/ Executive Directors, including pension rights and any compensation payment;
  - ◇ To implement, supervise and administer any share or stock option scheme of the Company;
  - ◇ To attend any other responsibility as may be entrusted by the Board within the terms of reference.

### **Policy for appointment, term, removal and retirement of Managerial Personnel, Director, KMP and Senior management**

#### *Appointment criteria and qualifications*

- ◇ The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his /her appointment.
- ◇ A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- ◇ The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director/ Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- ◇ A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
- ◇ In case of Independent director shall ensure that he/she possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

#### *Term/ Tenure*

##### ◇ **Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of the term.

##### ◇ **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on the passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director

shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

#### *Removal*

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, the removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

#### *Retirement*

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

### **Policy relating to Remuneration of Directors, Managerial personnel, KMP and Senior Management**

- ◇ The remuneration/compensation/commission, etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- ◇ The remuneration and commission, if any, to be paid to the Directors, Managing Director and senior management shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
- ◇ Increments to the existing remuneration / compensation, structure may be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders in the case of Managing Director.
- ◇ Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### *Remuneration to Directors, KMPs and other employees*

The policy on remuneration for KMPs and other employees is as below:-

- ◇ The Remuneration/Compensation/Profit linked Incentive, etc. to Directors, Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration/Compensation/Profit Linked Incentive, etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- ◇ The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- ◇ Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.  
The break-up of the pay scale and quantum of perquisites, including, employer's contribution to P.F, pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- ◇ If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
- ◇ If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess

of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

- ◇ Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel, KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

#### **Remuneration to Non –Executive/Independent Directors**

- ◇ No monthly remuneration to be paid to Non-Executive/ Independent Director.
- ◇ The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

#### **Monitoring, Evaluation and Removal**

- ◇ *Evaluation*

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on a yearly basis.

- ◇ *Removal*

The Committee may recommend, to the Board with reasons recorded in writing, the removal of a Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

- ◇ *Minutes of Committee Meeting*

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

#### **Policy Review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules made there under.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the committee. Any change or modification on the policy as recommended by the committee would be given for the approval of the Board of Directors.

#### **Disclosure**

The details of this Policy and the evaluation criteria as applicable, shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

**Form No. AOC-2**
**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship	<b>NIL</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis**

Name of related party and nature of relationship	Nature of contracts/arrangements /transactions	Duration of contract	Salient Terms	Date of Approval by the Board	Amount (in INR)
Mr. Gopal Bansal (Director)*	Remuneration	Five Years	As per Appointment Letter and Board Resolution dated July 11, 2016	July 11, 2016	3,00,000/-
Mr. Sandeep Kumar (Company Secretary, Key Managerial Personnel)	Remuneration	-	As per Appointment Letter and Board Resolution dated August 10, 2016	August 10, 2016	74,000/-
Sunita Bansal (Relative of Key Managerial Personnel)	Rent	Eleven Months	As per Rent Agreement	February 21, 2017	60,000/-
Gopal Bansal HUF (Enterprise in which Key Managerial Personnel and Relatives are having significant influence)	Rent	Eleven Months	As per Rent Agreement	February 21, 2017	60,000/-

\*Gopal Bansal received remuneration til Jan 2018. Thereafter, designation of Mr. Gopal Bansal has been changed to Non-Executive Director w.e.f 02.02.2018.

**By the Order of the Board  
For IFL Enterprises Limited**

Date: 26.05.2018  
Place: Delhi

Ashok Kumar Bansal  
(Whole Time Director)  
DIN-07069510

Gopal Bansal  
(Director)  
DIN-01246420

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overview

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2018.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The main business of the Company is trading in textile products primarily fabrics. We act as an intermediary between buyer and seller buying goods on cash basis and providing credit to cash-strapped businessmen in this field. Also, IFL Enterprises Limited is an associate company of India Finsec Limited and represents other business activities of the group. The various business segments that we operate in are as follows:

Textile Trading	<ul style="list-style-type: none"> <li>• Cotton Fabric</li> <li>• Grey Cloth</li> <li>• Cotton Twil</li> <li>• Other Fabric Material</li> </ul>
Direct Selling Agency	<ul style="list-style-type: none"> <li>• Term Loan</li> <li>• Bank Working Capital</li> <li>• Unsecured Short Term Loans</li> <li>• NBFC Funding</li> <li>• Loan against property and other hyothecation</li> </ul>
Corporate Advisory	<ul style="list-style-type: none"> <li>• Restructuring</li> <li>• Tax Advisory</li> <li>• Succession Planning</li> </ul>

### Industry Structure & Development

*Textile Business:* The textile industry in India traditionally, after agriculture, is the only industry that has generated huge employment for both skilled and unskilled labour in textiles. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. India is the second largest exporter after China of textiles and apparel products having 6% share in the global trade. However, the market pickup to improve export performance is still to happen. Our focus remains on value added products and new product development to cater to the niche segment of the market.

*Service Offering Business:* We have obtained Direct Selling Agency of PNB Housing Finance, Tata Capital Housing Finance Limited and IDFC Bank. Due to these DSAs and our strong network amongst the debt finance market; we mentor and help small and medium enterprises to raise banking and institutional finance.

### Opportunities and Threats

*Textile Business:* Positive steps taken by the Central Government for the textile industry, from allocation of funds to give extra rebate to exporters (mainly on made-ups) and various other benefits, are expected to improve investment in this sector and provide more business opportunities in the near future. With increasing capacities of man-made fibres as compared to cotton, the preferred shift of the consumer to use products of man-made fibres i.e. viscose, polyester, polyamide, acrylic, etc. and its blends, is expected.

We believe that the principal factors affecting competition in our business include client relationships reputation, the abilities of employees, market focus and the liquidity on the Balance Sheet.

*Service Offering Business:* We face competition from various other financial intermediaries operating in this segment. Further, we also face competition from sales teams of Banks and FIs who could approach clients directly.



We believe that relations are of key importance and hence our focus on delegating debt syndication services to small and Medium Enterprises that will enable us to generate future revenue and also open up possibilities for new business through cross references. This will enhance our ability to effectively compete with our competitors and create niche for us in the market.

### **Risk and Concerns**

*Textile Business:* Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. The Board of Director of the Company oversees the risk management Process.

*Service Offering Business:* As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect debt syndication industry in India. India's gross domestic product, or GDP has been and will continue to be of importance in determining our operating results and future growth.

### **Outlook**

The outlook for industry and the Company in the near term can be viewed with cautious optimism. The Indian government has come up with a number of export promotion policies for the textiles sector.

The trend in India is also shifting towards use of man-made fibre products. In order to satisfy the taste of customers in future, we have developed innovative products with man-made fibre and its blends which have been appreciated and approved by the customers. We are also initiating the launch of own brand for home textile products in USA in time to come. With the above and focus on cost optimization, we expect the outlook to be satisfactory.

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

### **Adequacy of Internal Control System**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

### **Human Resources Development/Industrial Relations**

Human resources are valuable assets for any organization. The employees of the Company have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights. The Company is giving emphasis to upgrade the skills of its human resources and continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees of the Company.

### **Cautionary Statement**

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

**By Order of the Board  
For IFL Enterprises Limited**

**Date: 26.05.2018  
Place: Delhi**

**Ashok Kumar Bansal  
(Whole Time Director)  
DIN-07069510**

**Gopal Bansal  
(Director)  
DIN-01246420**

## CORPORATE GOVERNANCE REPORT (CGR)

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is about ensuring transparency, disclosure and reporting that conforms fully to the existing laws of the country and to promote ethical conduct of business throughout organization. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholder value without compromising on compliance of with the laws and regulations.

Your Company is committed to sound principles of Corporate Governance with respect to all its procedures, policies and practices. Under good Corporate Governance we are committed to ensure that all functions of the Company are discharged in a professionally sound, accountable and competent manner.

The Board of Directors fully supports corporate governance practices and actively participates in overseeing risks and strategic management. The organization views Corporate Governance in its widest sense almost like a trusteeship, a progressive philosophy and ideology ingrained in the corporate culture. The governance processes and systems of your Company have strengthened over a period of time resulting in constant improvisation of sustainable and profitable growth.

The Company has complied with the requirements of the new listing Regulation SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and listed below is the status with regard to the same.

### **2. BOARD OF DIRECTORS**

The Board of Directors ("Board") is at the core of our corporate governance practice and ensures that the Management serves and protects the long-term interest of all our Stakeholders. The Board has a fiduciary relationship in ensuring that the right of Stakeholders are protected. The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. The Board's role, functions, responsibilities and accountabilities are well defined. It provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

The Board of **IFL Enterprises Limited** is comprised of four directors consisting of two Independent Directors (Non-Executive) and one is Whole Time Director and one is a Non-Executive Director.

Details of Composition of the Board, Category, Attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), a number of other Directorships as on **March 31, 2018** are given below:

- **Composition and Category of Directors:**

Name	Designation	Category	No. of other Directorships	Attendance at Board Meetings	Attendance at previous AGM
Mr. Ashok Kumar Bansal	Whole Time Director	Executive Director	One	Yes	Yes
Mr. Gopal Bansal	Director	Non-Executive Director	Three	Yes	Yes
Mr. Pramod Sharma	Independent Director	Non-Executive Director	Nil	Yes	Yes
Ms. Himanshi Kashyap	Independent Director	Non-Executive Director	Nil	Yes	Yes



- **Meetings of the Board of Directors**

The Board of Directors met Eight (8) times, i.e. 30.05.2017, 04.09.2017, 11.10.2017, 13.11.2017, 10.01.2018, 27.01.2018, 02.02.2018 and 29.03.2018 during the financial year 2017-2018 respectively. Following are the details of the directors who have attended meetings during the year:

Name	Designation	Category	Board Meetings during the period & Attendance at Board Meetings (2017-2018)	
			Held	Attended
Mr. Ashok Kumar Bansal	Whole Time Director	Executive Director	8	8
Mr. Mukesh Sharma*	Director	Executive Director	8	4
Mr. Gopal Bansal	Director	Non-Executive Director	8	8
Mr. Pramod Sharma	Independent Director	Non-Executive Director	8	8
Ms. Himanshi Kashyap	Independent Director	Non-Executive Director	8	8

\*Mr. Mukesh Sharma has resigned w.e.f 10.01.2018

- **Disclosure of relationship between director inter-se:** None of the Directors are related to each other.

- **Detail of number of shares and convertible instruments, if any, held by Non-Executive Directors:**

Name of Non-Executive Director	Number of Shares
Mr. Pramod Sharma (Non-Executive Independent Director)	Nil
Ms. Himanshi Kashyap (Non-Executive Independent Director)	Nil
Mr. Gopal Bansal (Non-Executive Director)	Nil
<b>Total</b>	<b>Nil</b>

- **Web Link where details of Familiarization Programs imparted to Independent Directors is disclosed:**

The Company has conducted a familiarization program for its Independent Directors during the year. The detail of such familiarization program is available on the weblink i.e. [www.iflenterprises.com](http://www.iflenterprises.com)

- **Internal Control**

The Company has a formal system of internal control testing, which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/ regulatory compliances.

- **Information supplied to the Board**

The Board members are given agenda papers, along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- ✓ Half Yearly results of the Company
- ✓ Minutes of the Audit Committee and other Committee of the Board of Director
- ✓ Details of Agreements entered into by the Company
- ✓ Particulars of non-compliance of any statutory or Listing requirement
- ✓ Information on recruitment or remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.

- **Minutes of the Board Meeting**

The minutes of the proceedings of every Board and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

- **Code of Ethics**

The Company has prescribed a code of ethics for its Directors and Senior Management Personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2017-2018 is annexed to this report as required under “**Listing Regulations**” of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

### 3. **BOARD COMMITTEES**

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted three committees viz. **Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee.**

- **AUDIT COMMITTEE**

**Terms of Reference:**

The terms of reference and the role of the Audit Committee are as per guidelines set out in Part C of Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee meets periodically and mandatorily reviews the following:

The Role of Audit Committee together with its powers shall be as under:

1. Overseeing the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payment to the statutory auditors for any other services rendered by the statutory auditors;
4. Approving initial or any subsequent modification of transactions of the company with related parties;
5. Scrutinizing inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to; matters required to be included in the Director’s Responsibility Statement to be included in the
  - Board’s report in terms of clause (c) of sub-section 134 of the Companies Act,2013; changes, if any, in accounting policies and practices along with reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by Management; significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the audit report
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
10. Reviewing, with the management, the statement of the uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of the proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussing with the internal auditors any significant findings and follow up there on;

14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
15. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
17. Reviewing the functioning of the Whistle Blower Mechanism, in case the same is exist;
18. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor.

#### **Composition of Audit Committee**

Details of the composition of the Audit Committee and attendance of the members at the meetings are given below:

#### **Meetings of the Audit Committee and Attendance of the Members during 2017-2018**

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Pramod Sharma	Chairman, (Independent Director)	Four	Four
Ms. Himanshi Kashyap	Member (Independent Director)	Four	Four
Mr. Gopal Bansal	Member (Non-Executive Director)	Four	Four

The Company Secretary is the Secretary of the Committee. The Chief Financial Officer, Statutory Auditors and Internal Auditors are invited to attend the meetings.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. During the year all the directors, senior management personnel and other employees complied the vigil mechanism and none of the complaints are received against any directors and employees for any fraudulent dealings. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically. The Company has established a Vigil (Whistle Blower) mechanism that provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

- **NOMINATION & REMUNERATION COMMITTEE**

#### **Terms of Reference**

The Nomination & Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled to any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors, including pension rights and compensation payments.

The Committee also approves the Nomination & Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

The terms of reference of Nomination & Remuneration Committee are as follows:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
3. Formulate criteria for evaluation of performance of independent directors and the board of directors;
4. Frame a policy on diversity of board of directors; i.e. for Managing Directors & KMPs and other employees of the Company.
5. Review and decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. Recommend and decide the sitting fees for the Non-Executive Directors of the Company.

#### Composition of Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company has constituted with three (3) directors.

#### Meetings of the Nomination & Remuneration Committee and Attendance of the Members during 2017-2018

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Mr. Pramod Sharma	Chairman (Independent Director)	Two	Two
Ms. Himanshi Kashyap	Member (Independent Director)	Two	Two
Mr. Gopal Bansal	Member (Non-Executive Director)	Two	Nil

#### (a) Details of Remuneration of all the Directors (2017-2018)

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager					Total Amount (Rs.)
		Mr. Gopal Bansal (Director)*	Mr. Mukesh Sharma*	Mr. Ashok Kumar Bansal (Whole Time Director)	Mr. Pramod Sharma (Non-Executive, Independent Director)	Ms. Himanshi Kashyap (Non-Executive, Independent Director)	
1.	Gross Salary						
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961,	3,00,000	0	0	0	0	3,00,000
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0	0
	c) Profits in lieu of						

	salary undersection 17(3)Income-taxAct,1961	0	0	0	0	0	0
2.	Stock Option	0	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0 0	0 0	0 0	0 0	0 0	0 0
5.	Others, please specify	0	0	0	0	0	0
6.	<b>Total (A)</b>	<b>3,00,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3,00,000</b>

\*Designation of Mr. Gopal Bansal has been changed from Managing Director to Non- Executive Director w.e.f. Feb 02, 2018.  
 Mr. Mukesh Sharma has resigned from the directorship w.e.f. Jan 10, 2018

**(b) Details of Sitting Fees paid to Non-Executive Directors during the financial year 2017-2018**

Name of the Director	Board Meeting (Rs)	Audit Committee Meeting (Rs)	Nomination & Remuneration Committee Meeting (Rs)	Stakeholders' Relationship Committee Meeting (Rs)	Total (Rs.)
Mr. Ashok Kumar Bansal*	8,000	0	2,000	1,000	11,000
Mr. Gopal Bansal*	8,000	4,000	0	0	12,000
Mr. Pramod Sharma	8,000	4,000	2,000	4,000	18,000
Ms. Himanshi Kashyap	8,000	4,000	2,000	4,000	18,000

There were no pecuniary relationships or transactions of the non-executive director's vis-à-vis the company during the Financial Year ended March 31, 2018.

\* Designation of Mr. Gopal Bansal has been changed from Managing Director to Non- Executive Director w.e.f. Feb 02, 2018.  
 Designation of Mr. Ashok Kumar Bansal has been changed from Non-Executive Director to Whole-Time Director w.e.f. Feb 02, 2018.

**Criteria for Performance Evaluation by Nomination Committee**

The Nomination & Remuneration Committee formulated a **Performance Evaluation Policy** for evaluation of performance of the Directors, Key Managerial Personnel and other employees of the Company. This policy aims at establishing a procedure for conducting periodical evaluation of directors' performance and formulating the criteria for determining qualification, positive attributes and independence of each and every director of the Company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the Company.

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Company has Stakeholders Relationship Committee that met regularly to approve share transfers, transmissions, issue of duplicate share certificates, rematerialisation of shares and all other issues pertaining to shares and also to redress investor grievances like non-receipt of dividend warrants, non-receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents.

**Composition of Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of the Company has been constituted with Three (3) Directors. The Committee is reconstituted on Jan 10, 2018.

**Meetings of the Stakeholders Relationship Committee and Attendance of the Members during 2017-2018**

Name of Member	Designation	Committee Meetings during the period & Attendance at Committee Meetings	
		Held	Attended
Ms. Himanshi Kashyap	Chairperson (Independent Director)	Four	Four
Mr. Pramod Sharma	Member (Independent Director)	Four	Four
Mr. Mukesh* Sharma	Member (Whole Time Director)	Four	Three
Mr. Ashok Kumar Bansal*	Member (Whole Time Director)	Four	One

\*Mr. Mukesh Sharma has resigned from the directorship w.e.f. Jan 10, 2018

Designation of Mr. Ashok Kumar Bansal has been changed from Non-Executive Director to Whole-Time Director w.e.f. Feb 02, 2018.

#### Compliance Officer

Name	Designation
Mr. Sandeep Kumar	Company Secretary & Compliance Officer

#### Pending Investors' Complaints

No investor complaints are pending as on the date of the Board's Report. The Company does not have any pending share transfers as on the date of the Board's Report. The details of number of complaints during the financial year 2017-2018 are mentioned below:

S. No.	Nature of Queries/ Complaints	Pending as on 01.04.2017	Received during the year	Redressed during the year	Pending as on 31.03.2018
1	Transfer/ Transmission of Duplicate Share Certificate	Nil	Nil	Nil	Nil
2	Non-receipt of Dividend	Nil	Nil	Nil	Nil
3	Dematerialization/Rematerialization of Shares	Nil	Nil	Nil	Nil

#### MEETING OF INDEPENDENT DIRECTOR

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations, a meeting of the Independent Directors of the Company was held. The Independent Directors of the Company had met during the year on **March 30, 2018** to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of the flow of information between the company management and the Board.

#### 4. GENERAL BODY MEETINGS

##### • ANNUAL GENERAL MEETINGS

Details of location, date and time of the Annual General Meetings held during the last three years are given below:

Day	Date	Time	Venue	Whether any Special Resolution passed at the Annual General Meeting (Yes/ No)
Wednesday	September 30, 2015	01:00 pm	G-10/66, Sector-15, Rohini, New Delhi-110085	No
Friday	September 30, 2016	01:00 pm	D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085	Yes
Friday	September 29, 2017	11:00 am	D-16, I Floor, Above ICICI Bank, Prashant Vihar, Sector-	No



- **EXTRAORDINARY GENERAL MEETINGS**

No Extraordinary General Meetings held during the financial year 2017-18.

- **POSTAL BALLOT**

During the year 2017-18, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has not passed any Special Resolutions by postal ballot.

No Special Resolutions are proposed to be conducted through postal ballot in the ensuing Annual General Meeting.

5. **COMPLIANCE UNDER NON-COMPLIANCE REQUIREMENTS**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company complied with all mandatory requirements and has adopted non-mandatory requirements as per details given below:

- The Board:** The Company does not have Non-Executive Chairman.
- Shareholder's Right:** As the Company is listed on the BSE SME Platform, the Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable on the Company for publishing its half yearly results in the newspaper. It displayed results and other necessary documents on the website of the Company and are sent to the Stock Exchange, where the shares of the Company are listed.
- Modified opinion in Audit Report:** The auditors have provided an unmodified report on financial statements. The Company continues to adopt best practices in order to ensure financial statements with an unmodified audit opinion.
- Reporting of Internal Auditor:** The Internal Auditors of the Company report to the Audit Committee.

6. **DISCLOSURES**

- No transaction of material nature has been entered into by the company with directors or management and their relatives, etc. that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- The Company is in compliance with all the mandatory requirements of Corporate Governance and has fulfilled the non- mandatory requirements;
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risk through means of a properly defined framework.
- The Company has well framed Vigil Mechanism/ Whistle Blower Policy and we affirmed that no personnel have been denied access to the Audit Committee.
- The Company has adopted a Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.
- The CEO and CFO have been given a certificate as contemplated in Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement. This certificate is annexed to this Report.
- The requirements of the Audit and other Committees as contemplated in Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with as per the report set above in respect of the same.
- The Policy for determining 'material' subsidiaries, is available on the website of the Company and its web link is [www.iflenterprises.com](http://www.iflenterprises.com)
- The Policy on dealing with related party transactions is available on the website of the Company and its web link is [www.iflenterprises.com](http://www.iflenterprises.com)
- Disclosure of commodity price risks and commodity hedging activities.

7. **MEANS OF COMMUNICATION**

The Company is listed on the BSE SME platform so the requirement of publishing financial results within time specified, i.e. 48 hours as required by the Regulation 47(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to us. No targeted presentations were made during the year under review.

8. **MATERIALLY RELATED PARTY DISCLOSURES**

Detailed information on materially significant related party transactions are enclosed in Form-AOC-2 to the Board's Report.



9. **GENERAL SHAREHOLDER INFORMATION**

- (a) **Annual General Meeting Schedule:**  
 Date : September 28, 2018 (Friday)  
 Time : 09:00 a.m.  
 Venue : D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085
- (b) **Date of Book Closure** : From September 22, 2018 to September 28, 2018
- (c) **Financial Year** : April 1, 2017 to March 31, 2018
- (d) **Dividend Payment Date** : Not Applicable
- (e) **Name and Address of the Stock Exchange at which the Company's securities are listed** : BSE SME Platform (BSE SME)  
 Address: 25th Floor, PJ Towers, Dalal Street Fort, Mumbai-400001
- (f) **Payment of Annual Listing Fee to Stock Exchange** : Yes, the Annual Listing Fee has been paid to the BSE Limited for the financial year 2017-2018
- (g) **Stock Code** : BSE SME-540377
- (h) **Registrar to an issue and share transfer agents** : M/s Skyline Financial Services Private Limited  
 D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020  
 Contact No-011-64732681 to 88  
 Email Id- [admin@skylinerta.com](mailto:admin@skylinerta.com)
- (i) **Address for Correspondence** : D-16, First Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085  
 Contact No. 011-45805612  
 Email- [iflenterprises@rediffmail.com](mailto:iflenterprises@rediffmail.com)
- (j) **ISIN** : INE714U01016
- (k) **Share Transfer System** : The Company has delegated the authority to approve shares received for transfer in physical form to **M/s Skyline Financial Services Private Limited**
- (l) **Dematerialization of shares and liquidity** : The company has an agreement with M/s Skyline Financial Services Private Limited for dematerialization of shares
- (m) **Outstanding GDR or ADR or warrants or any convertible instruments, conversion date and likely impact on equity** : Nil
- (n) **Plant Locations** : We have only one office i.e. Registered Office in New Delhi
- (o) **Corporate Secretarial/Investors' Assistance Department** : Secretarial Department headed by Mr. Sandeep Kumar, Company Secretary of the Company

<b>(p) Distribution of Shareholding as on March 31, 2018</b>				
<b>Share or Debenture holding Nominal Value(Rs.)</b>	<b>Number of Shareholders</b>	<b>% to Total Numbers</b>	<b>Share or Debenture holding Amount(Rs.)</b>	<b>% to Total Amount</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Up To 5,000	0	0	0	0
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	0	0	0	0
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	59	60.82	3540000	11.79
1,00,000 and Above	38	39.18	26481720	88.21
<b>Total</b>	<b>97</b>	<b>100</b>	<b>30021720</b>	<b>100</b>

**(q) Market Price Data**

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr 17	14.00	15.00	13.25	13.25	84,000	14	11,98,140	78,000	92.86	1.75	-0.75
May 17	13.20	13.20	10.00	10.00	1,32,000	19	15,08,160	1,32,000	100.00	3.20	-3.20
Jun 17	10.00	10.00	10.00	10.00	36,000	5	3,60,000	30,000	83.33	0.00	0.00
Jul 17	10.00	10.05	10.00	10.05	1,44,000	9	14,45,100	1,38,000	95.83	0.05	0.05
Aug 17	10.00	10.95	10.00	10.95	60,000	9	6,13,200	36,000	60.00	0.95	0.95
Sep 17	10.00	10.00	10.00	10.00	18,000	3	1,80,000	18,000	100.00	0.00	0.00
Oct 17	10.00	10.05	10.00	10.05	1,44,000	6	14,40,900	1,38,000	95.83	0.05	0.05
Nov 17	10.05	10.05	10.00	10.05	96,000	14	9,64,200	90,000	93.75	0.05	0.00
Dec 17	10.00	10.05	10.00	10.05	12,000	2	1,20,300	6,000	50.00	0.05	0.05
Jan 18	10.00	10.95	9.10	9.10	5,10,000	27	54,27,120	5,04,000	98.82	1.85	-0.90
Feb 18	9.01	10.75	9.01	10.75	24,000	3	2,36,820	24,000	100.00	1.74	1.74
Mar 18	9.05	10.40	9.05	10.40	12,000	2	1,16,700	12,000	100.00	1.35	1.35

**By the Order of the Board  
For IFL Enterprises Limited**

Date: 26.05.2018

**Ashok Kumar Bansal  
(Whole Time Director)  
DIN-07069510**

**Gopal Bansal  
(Director)  
DIN-01246420**

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To  
The Members of  
**IFL Enterprises Limited**  
New Delhi

I have examined the compliance of conditions of Corporate Governance by **IFL Enterprises Limited** for the year ended on March 31, 2018, as per the relevant provisions of Regulation 15(2) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 of the said Company.

The compliance of conditions of Corporate Governance is the responsibility of Management. My examination was limited to procedures and implementation thereof, adopted by the company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

I state that no investor grievances are made against the company as per the records maintained by the Investors Grievance Committee.

I 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.

Date: 26/05/2018  
Place: New Delhi

**RachnaBhasin**  
Company Secretary in Practice  
ACS No.- 23539  
C P No.- 12952

.....  
**CHAIRMAN'S DECLARATION ON CODE OF CONDUCT**

To,  
  
The Members of  
**IFL Enterprises Limited**  
New Delhi

I Ashok Kumar Bansal, Chairman of the Company declare that all Board Members and Senior Management of the company have affirmed compliance of code of conduct.

By Order of the Board  
For IFL Enterprises Limited

Place: New Delhi  
Date: 26.05.2018

**Ashok Kumar Bansal**  
(Chairman & Whole Time Director)  
DIN-07069510

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To,  
The Board of Directors  
**IFL Enterprises Limited**  
New Delhi

Dear Members of the Board

We, Dimple Mangal, Chief Financial Officer and Ashok Kumar Bansal, Whole Time Director of **IFL Enterprises Limited**, to the best of my knowledge and belief hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2018 and that to the best of my knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in the internal control over financial reporting during the year under reference;
  - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By the Order of the Board  
For IFL Enterprises Limited**

**Place: New Delhi  
Date: 26.05.2018**

**Ashok Kumar Bansal  
Whole Time Director  
DIN-07069510**

**Dimple Mangal  
Chief Financial Officer  
PAN- CWUPM3346R**

## INDEPENDENT AUDITOR'S REPORT

To  
The Shareholders of  
**IFL ENTERPRISES LIMITED**  
(FORMERLY KNOWN AS SARTHAK SUPPLIERS PRIVATE LIMITED)

### Report on Financial Statements

We have audited the accompanying financial statements of **IFL ENTERPRISES LIMITED (FORMERLY KNOWN AS SARTHAK SUPPLIERS PRIVATE LIMITED)**, which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the **state of affairs** of the company as at 31<sup>st</sup> March 2018;
- ii. In case of Statement of Profit and Loss, of the **loss** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact, if any of the pending litigations in its financial statements;
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.

Signed for the purpose of identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Regn. No. 304040E

Sd/-  
**O. P. Pareek**  
Partner  
Membership No. 014238

New Delhi, the 26<sup>th</sup> day of May 2018

### ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **IFL ENTERPRISES LIMITED (FORMERLY KNOWN AS SARTHAK SUPPLIERS PRIVATE LIMITED)**(the Company) for the year ended on 31<sup>st</sup> March 2018.

- (i) (a) As per information and explanation given to us, the Company is maintaining proper records showing full disclosures of the fixed assets;  
  
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;  
  
(c) According to information and explanation given to us, the company does not hold any immovable property during the period dealt with by this report;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;
- (iii) According to information and explanations given to us, the Company has not granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and hence provisions of this sub-clause are not applicable;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of Section 185 and section 186 of the Companies Act, 2013;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;  
  
(b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute;
- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default of repayment does not arise;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub-clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and does not require to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Regn. No. 304040E

**O.P. Pareek**  
Partner  
Membership No. 014238

New Delhi, the 26<sup>th</sup> day of May 2018



## **ANNEXURE- B TO THE AUDITOR'S REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of **IFL ENTERPRISES LIMITED (FORMERLY KNOWN AS SARTHAK SUPPLIERS PRIVATE LIMITED)**(the Company) as on 31<sup>st</sup> March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

### **FOR V.N. PUROHIT & CO.**

**Chartered Accountants**

Firm Regn. No. 304040E

### **O.P. Pareek**

Partner

Membership No. 014238

New Delhi, the 26<sup>th</sup> day of May 2018

**IFL ENTERPRISES LIMITED**  
**CIN:-L67100DL2009PLC186958**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018**

Particulars	Notes	[Amount in Rupees]	
		As at	As at
		31st March 2018	31st March 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	30,021,720	30,021,720
Reserves and Surplus	4	32,261,733	31,577,191
<b>Current liabilities</b>			
Trade payables	5	-	58,839
Other current liabilities	6	741,782	861,372
Short-term provisions	7	65,565	-
<b>Total</b>		<b>63,090,800</b>	<b>62,519,122</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	8	2,184,160	999,421
Non-Current Investments	9	49,850	6,387,483
Deferred tax assets	10	380,795	520,556
Long-term loan and advances	11	325,200	325,200
<b>Current Assets</b>			
Inventories	12	22,982,027	7,408,838
Trade Receivables	13	8,539,803	16,562,627
Cash and Cash Equivalents	14	2,193,561	20,086,182
Short-term loan and advances	15	25,665,046	10,094,474
Other Current Assets	16	770,358	134,341
<b>Total</b>		<b>63,090,800</b>	<b>62,519,122</b>

Summary of significant accounting policies 2

See accompanying notes are an integral part of the financial statements

**IN TERMS OF OUR REPORT ATTACHED**  
 For V.N. PUROHIT & CO.  
 Chartered Accountants  
 Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
**IFL ENTERPRISES LIMITED**

Sd/-  
**O.P.Pareek**  
 Partner  
 Membership No. 014238  
 New Delhi, the 26th day of May 2018

Sd/-  
**Gopal Bansal**  
 Managing Director  
 DIN-01246420

Sd/-  
**Sandeep Kumar**  
 Company Secretary  
 M. No. 34263

Sd/-  
**Ashok Kumar Bansal**  
 Whole Time Director  
 DIN-07069510

Sd/-  
**Dimple Mangal**  
 CFO  
 PAN-CWUPM3346P

**IFL ENTERPRISES LIMITED**  
**CIN:-L67100DL2009PLC186958**
**STATEMENT OF TRADING & PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2018**

Particulars	Notes	Amount [in Rupees]	
		From 1st April 2017 to 31st March 2018	From 1st April 2016 to 31st March 2017
<b>A. CONTINUING OPERATIONS INCOME</b>			
Revenue from operations	17	118,054,086	32,327,657
Other Income	18	3,012,944	3,128,371
<b>Total Revenue</b>		<b>121,067,030</b>	<b>35,456,028</b>
<b>EXPENDITURE:</b>			
Purchases of stock in trade	19	130,057,793	35,276,156
Direct Expenses		50,825	-
Changes in inventories	20	(15,573,189)	(6,928,838)
Employee Benefit expenses	21	1,814,761	2,413,429
Finance Costs	22	2,535	2,078,186
Depreciation	8	488,955	281,799
Other Administrative expenses	23	3,186,560	3,677,969
<b>Total Expenses</b>		<b>120,028,240</b>	<b>36,798,700</b>
<b>Profit/(loss) before tax provision</b>		<b>1,038,790</b>	<b>(1,342,672)</b>
<b>Tax expenses</b>			
Current Tax		214,486	128,638
Deferred tax		139,761	(543,524)
<b>Total Tax Expenses</b>		<b>354,247</b>	<b>(414,886)</b>
<b>Net profit transfer to appropriation</b>		<b>684,542</b>	<b>(927,786)</b>
<b>Earning per share (EPS)</b>			
[ Nominal value of share Rs. 10 ]			
Basic		0.23	(0.31)
Diluted		0.23	(0.31)

Summary of significant accounting policies 2

See accompanying notes are an integral part of the financial statements

**IN TERMS OF OUR REPORT ATTACHED**  
 For V.N. PUROHIT & CO.  
 Chartered Accountants  
 Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
**IFL ENTERPRISES LIMITED**

Sd/-  
 Gopal Bansal  
 Director  
 DIN-01246420

Sd/-  
 Ashok Kumar Bansal  
 Whole Time Director  
 DIN-07069510

Sd/-  
 O.P.Pareek  
 Partner  
 Membership No. 014238  
 New Delhi, the 26th day of May 2018

Sd/-  
 Sandeep Kumar  
 Company Secretary  
 M. No. 34263

Sd/-  
 Dimple Mangal  
 CFO  
 PAN-CWUPM3346P

**IFL ENTERPRISES LIMITED**  
**CIN:-L67100DL2009PLC186958**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018**

		For the year ended 31st March 2018	For the year ended 31st March 2017
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
	Net profit before tax and after extra-ordinary items as per profit & loss account	1,038,790	(1,342,672)
	<b>Adjustments for items not included:</b>		
	Profit on Sale of Investments	(413,945)	109,491
	Depreciation and Amortisation Expense	488,955	281,799
	Operating Profit before working capital changes	1,113,800	(951,382)
	<b>Adjustment for Working capital:</b>		
	(Increase)/ decrease in Short term loans and advances	(15,745,046)	(4,920,000)
	(Increase)/ decrease in Long term loans and advances	-	(325,200)
	(Increase)/ decrease in Trade receivables	8,022,824	(15,642,680)
	(Increase)/ decrease in inventories	(15,573,189)	(6,928,838)
	(Increase)/ decrease in Other Current Assets	(636,017)	(134,341)
	Increase/ (decrease) in Trade Payables	(58,839)	58,839
	Increase/ (decrease) in Other current liabilities	(119,590)	319,816
	<b>Cash generated from operations</b>	(22,996,057)	(28,633,277)
	Direct Taxes Paid	25,553	(605,436)
	<b>Net cash flow from operating activities (A)</b>	<b>(22,970,504)</b>	<b>(29,238,713)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Sale/(Purchase) of fixed assets	(1,259,750)	(791,927)
	Sale/(Purchase) of investments	6,337,633	15,658,017
	<b>Net cash flow from investing activities (B)</b>	<b>5,077,883</b>	<b>14,756,599</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Proceeds from issue of Share Capital	-	16,260,000
	Proceeds from Security Premium	-	16,260,000
	<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>32,520,000</b>
	<b>Net cash flow during the year (A + B + C)</b>	(17,892,621)	18,037,886
	Add: Opening cash and cash equivalents	20,086,182	2,048,296
	<b>Closing cash and cash equivalents</b>	<b>2,193,561</b>	<b>20,086,182</b>
	<b>Components of cash and cash equivalents</b>		
	Cash in hand	9,431	577,948
	Deposit with banks in current accounts	2,184,130	19,508,234
	<b>Total cash and cash equivalents (Refer Note 14)</b>	<b>2,193,561</b>	<b>20,086,182</b>

**IN TERMS OF OUR REPORT ATTACHED**  
**For V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
**IFL ENTERPRISES LIMITED**

Sd/-  
**Gopal Bansal**  
Director  
DIN-01246420

Sd/-  
**Ashok Kumar Bansal**  
Whole Time Director  
DIN-07069510

Sd/-  
**O.P.Pareek**  
Partner  
Membership No. 014238  
New Delhi, the 26th day of May 2018

Sd/-  
**Sandeep Kumar**  
Company Secretary  
M. No. 34263

Sd/-  
**Dimple Mangal**  
CFO  
PAN: CWUPM3346P

**IFL ENTERPRISES LIMITED**  
**CIN:-L67100DL2009PLC186958**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**

**1. Basis of preparation**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

The financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

**2. Summary of significant accounting policies**

**a. Changes in accounting policy**

Accounting policies unless specifically stated to be otherwise are consistent and are in accordance with generally accepted accounting principles.

**b. Revenue recognition**

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

**c. Fixed assets:**

Fixed Assets are shown at Historical cost as reduced by accumulated depreciation thereon. Cost of fixed Assets includes cost of purchase and/or construction as increased by necessary expenditure incurred to make them ready for use in the business.

**d. Inventories**

Inventories including investments in shares of other companies held for sale in the ordinary course of business. Valuation of them has been made at cost or market value, whichever is lower.

**e. Depreciation**

The company is charging depreciation on Fixed Assets as per Written down Value method over estimated useful lives of the assets considering the guidelines of Part C of Schedule II to the Companies Act, 2013.

**f. Investments**

Investments including current and non- current are stated at cost. Provision for diminution in the value of investments is made only if such a decline is of permanent nature.

**g. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**h. Taxes on income**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

### i. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3. Share Capital	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
<b>Authorised shares</b> 31,00,000 (31 March 2017: 31,00,000) Equity Shares of Rs.10 (31 March 2017: Re. 10) each	31,000,000	31,000,000
<b>Issued, subscribed and fully paid- up shares</b> 30,02,172 (31 March 2017: 11,00,938) Equity Shares of Rs.10 (31 March 2017: Re. 10) each fully paid up	30,021,720	30,021,720
<b>Total issued, subscribed and fully paid- up share capital</b>	<b>30,021,720</b>	<b>30,021,720</b>

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period				
	As at 31st March 2018		As at 31st March 2017	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	3,002,172	30,021,720	1,100,938	11,009,380
Consolidation of Share Capital				
Issue of Equity Shares during the period: -				
By way of Bonus Issue	-	-	275,234	2,752,340
By way of Initial Public offer	-	-	1,626,000	16,260,000
<b>Outstanding at the end of the period</b>	<b>3,002,172</b>	<b>30,021,720</b>	<b>3,002,172</b>	<b>30,021,720</b>

#### b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

c. 2,75,234 Equity Shares were allotted as Bonus Shares during the financial year ended on 31st March 2017 by capitalisation of Securities Premium account.

d. 16,26,000 Equity Shares (Face Value Rs.10/- each) were during the year ended on 31st March 2017 under Initial Public Offer (IPO) at a premium of Rs.10 per share.

e. Details of shareholders holding more than 5% shares in the company				
	As at 31st March 2018		As at 31st March 2017	
	Nos.	% holding	Nos.	% holding
India Finsec Limited	889,891	29.64%	-	-
Usha Sharma	288,000	9.59%	-	-
MSB E Trade Securities Limited	-	-	1,62,000	5.40%
Sandeep Gour	81,250	2.71%	65,000	5.9%

4. Reserves and Surplus	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
<u>Securities premium account</u>		
Opening balance	31,202,980	17,69,5320
Add: Premium on share capital	-	16,260,000
Less: Utilized for Bonus Issue	-	<u>2,75,2340</u>
Closing balance	31,202,980	31,20,2980
<u>Surplus/ (deficit) in statement of profit &amp; loss</u>		
Balance as per last financial statements	374,211	13,04,728
Add: Profit/ (loss) for the year	-	(9,27,786)
Add: Income Tax adjustment for earlier years	-	<u>(2,731)</u>
Net Surplus/ (deficit) in statement of profit and loss	3,74,211	3,74,211
	<b>3,15,77,191</b>	<b>3,15,77,191</b>



5.	<b>Trade Payables</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Creditors for Goods	-	58,839
		-	<b>58,839</b>

6.	<b>Other current liabilities</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Audit fee payable	31,500	20,000
	Director Remuneration Payable	23,000	30,000
	Salary Payable	71,819	1,62,115
	Commision Payable	5,81,193	-
	Rent Payable	-	30,000
	Expenses Payable	-	59,437
	GST/Service Tax Payable	-	408
	TDS Payable	34,270	217,912
		<b>7,41,782</b>	<b>8,61,372</b>

7.	<b>Short-term provisions</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Income Tax Provision (Net of Advance Tax)	65,565	-
		<b>65,565</b>	<b>-</b>

8.	Fixed Assets								[Amount in Rupees]
Tangible assets	Life	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		Balance as at 1 April, 2017	Additions / Deletion	Balance as at 31 March, 2018	Balance as at 1 April, 2017	Depreciation during the year	Balance as at 31 March, 2018	W.D.V. as on 31.03.18	W.D.V. as on 31.03.2017
(i) Tangible Assets									
(a) Computers	3	3,09,677	-	3,09,677	2,37,144	47,092	2,84,236	25,441	72,533
(b) Furniture & Fixtures	10	4,83,030	16,73,694	21,56,724	1,11,610	3,37,213	4,48,823	17,07,901	3,71,420
(c) Generators	15	5,57,438	-	5,57,438	54,733	90,990	1,45,723	4,11,715	5,02,705
(d) Scooty	10	62,730	-	62,730	9,967	13,660	23,627	39,103	52,763
<b>Total</b>		<b>14,12,875</b>	<b>16,73,694</b>	<b>30,86,569</b>	<b>4,13,454</b>	<b>4,88,955</b>	<b>9,02,409</b>	<b>21,84,160</b>	<b>9,99,421</b>
<b>Previous year</b>		<b>5,11,457</b>	<b>9,01,418</b>	<b>14,12,875</b>	<b>1,31,655</b>	<b>2,81,799</b>	<b>4,13,454</b>	<b>9,99,421</b>	<b>3,79,802</b>



9.	<b>Non-Current Investments</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<b>Quoted Equity Shares</b> 3,520 (31 March 2017: 2,63,288) Equity Shares of Rs.10/- each fully paid in M/s Stellar Capital Services Limited	-	35,200
	<b>Investment in Bonds and Debentures</b> 5,898 (31 March 2017: NIL) of Rs.1,000/ each in 9.30% DHFL Bond-ISIN-INE202B07HV0	-	6,302,433
		-	2,090,300
		-	17,322,320
	<b>Unquoted Equity Shares</b> 4,985 (31 March 2016: NIL) Equity Shares of Rs.10/- each fully paid in M/s La Mancha Enterprises Private Limited	49,850	49,850
		<b>49,850</b>	<b>63,87,483</b>
10.	<b>Deferred tax assets (net)</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Tax effect of timing difference between WDV of Fixed Assets under The Companies Act with The Income Tax Act.	54,257	(1,905)
	Tax effect of timing difference between expenses allowable under section 35D of The Income Tax Act and The Companies Act.	3,26,538	522,461
		<b>3,80,795</b>	<b>5,20,556</b>
11.	<b>Long-term loan and advances</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Unsecured, considered good</u> Security Deposit with BSE	325,200	325,200
		<b>325,200</b>	<b>325,200</b>
12.	<b>Inventories</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Stock of Traded Goods</u> Fabrics	2,29,82,027	7,408,838.07
		<b>2,29,82,027</b>	<b>7,408,838.07</b>
13.	<b>Trade Receivables</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Unsecured and considered good</u> Outstanding for a period exceeding 6 months	38,51,818	8,122,442
	<u>Other Receivables</u>	46,87,985	8,440,185
		<b>85,39,803</b>	<b>16,562,627</b>
14.	<b>Cash and cash equivalents</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Cash in hand (as certified)	9,431	577,948
	Balances with banks (in current accounts)	21,84,130	19,508,234
		<b>21,93,561</b>	<b>20,086,182</b>

15.	<b>Short-term loan and advances</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Unsecured, considered good</u>		
	Loan and Advances recoverable in cash or kind or value to be received	67,45,046	3,500,000
	Advance for purchase of capital asset	1,89,20,000	6,420,000
	Advance Income tax (net of provisions)	-	174,474
		<b>2,56,65,046</b>	<b>10,094,474</b>
16.	<b>Other Current Assets</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	GST Receivable	7,68,058	-
	Advance service tax	-	1,21,691
	Prepaid expenses	2300	12,650
		<b>7,70,358</b>	<b>134,341</b>
17.	<b>Revenue from operations</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Sale of Products</u>		
	Fabrics	11,73,22,086	29,382,657
	Shares & Securities	-	540,000
	<u>Rendering of Service</u>		
	Professional Service	7,32,000	2,405,000
		<b>11,80,54,086</b>	<b>32,327,657</b>
18.	<b>Other Income</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Discount Received	1,400	-
	Interest Income	7,19,551	3,53,276
	Profit from sale of Investment	4,13,945	1,09,491
	Brokerage Income	18,78,048	26,65,604
		<b>30,12,944</b>	<b>31,28,371</b>
19.	<b>Purchases of stock in trade</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	<u>Purchase of products</u>		
	Fabrics	13,00,57,793	35,276,156
		<b>13,00,57,793</b>	<b>35,276,156</b>
20.	<b>Changes in inventories</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Inventories at the beginning of the year	74,08,838	480,000
	Less : Inventories at the end of the year	2,29,82,027	7,408,838
		<b>(1,55,73,189)</b>	<b>(6,928,838)</b>
21.	<b>Employee benefit expenses</b>	<b>As at 31st March 2018 (Rupees)</b>	<b>As at 31st March 2017 (Rupees)</b>
	Director Remuneration	3,68,000	360,000
	Salaries and wages	14,16,200	2,023,010
	Staff welfare expenses	30,561	30,419
		<b>18,14,761</b>	<b>2,413,429</b>

22. Finance Costs	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
Interest on borrowings	-	2,071,577
Bank Charges	2,535	6,609
	<b>2,535</b>	<b>2,078,186</b>

23. Other administrative expenses	As at 31st March 2018 (Rupees)	As at 31st March 2017 (Rupees)
Auditors remuneration	40,250	71,683
Advertisement Expenses	1,802	99,355
Commission Charges	7,21,545	31,000
Conveyance expenses	31,148	36,656
Electricity Expenses	4,880	10,201
Filing fees	49,392	41,400
Loss from Derivatives	5,79,686	1,09,280
Printing and Stationery	29,284	185,166
Professional charges	13,39,353	517,783
Postage & Telegram	22,598	32,797
Rent	2,40,000	230,000
Repair & Maintenance	75,829	-
Telephone Expenses	33,613	20,503
Website Expenses	2,500	12,000
Dmat Expenses	-	2,763
Donation	-	11,000
Expenses for Initial Public Offer	-	21,13,515
Loading & Unloading Charges	-	3,716
Software Expenses	-	72,360
Tour & Travelling Expenses	-	68,291
Trademark Expenses	-	8,500
Other Expenses	14,680	-
	<b>31,86,560</b>	<b>3,677,969</b>

24. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

25. Provisions of Accounting Standard (AS) – 17 on ‘Segment Reporting’ are not been applicable to the Company.

26. Necessary disclosures as per requirements of Accounting Standard (AS)- 18 on ‘Related Party Disclosure’ are made as under: -

**Related Parties Covered:-**

(i)	Holding/ Subsidiary/ Associates	M/s India Finsec Limited (Holding Company)
(ii)	Key Management Personnel	Mr. Gopal Bansal (Director) Mr. Ashok Kumar Bansal (Whole Time Director) Ms. Dimple Mangal (CFO) Mr. Sandeep Kumar (Company Secretary)
(iii)	Relatives of Key Management Personnel	Mrs. Sunita Bansal

(iv)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s Gopal Bansal (HUF)
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**Transaction with Related Parties: -**

	Transaction with	Nature of Transaction	31/03/2018 (Rs.)	31/03/2017 (Rs.)
(i)	<b>Key Management Personnel:</b>			
	Mr. Gopal Bansal	Remuneration	3,00,000	3,60,000
		Sitting Fees	12,000	-
	Mr. Sandeep Kumar	Remuneration	1,41,000	74,000
	Mr. Ashok Kumar Bansal	Sitting fees	11,000	-
(ii)	<b><u>Relatives of Key Management Personnel :-</u></b>			
	Mrs. Sunita Bansal	Rent Paid	60,000	60,000

27. Balance shown under head Sundry Debtors, Creditors, Loans and Advances are subject to confirmation.

28. <b>Particulars</b>	<b>31/03/2018 (Rs.)</b>	<b>31/03/2017 (Rs.)</b>
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

29. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.

30. <b>Particulars</b>	<b>31/03/2018 (Rs.)</b>	<b>31/03/2017 (Rs.)</b>
Contingent Liability not provided for	Nil	Nil

31. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.

32. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

33. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

34. The financial statements were approved for issue by the Board of Directors on 26<sup>th</sup> May, 2018.

35. Figures have been rounded off to the nearest rupees.

36. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

**IN TERMS OF OUR REPORT ATTACHED**  
**For V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

**For and on behalf of the Board of Directors of**  
**IFL ENTERPRISES LIMITED**

Sd/-  
O.P. Pareek  
Partner  
Membership No. 014238  
New Delhi, the 26th day of May 2018

Sd/-  
Gopal Bansal  
Director  
DIN-01246420

Sd/-  
Sandeep Kumar  
Company Secretary  
M. No. 34263

Sd/-  
Ashok Kumar Bansal  
Whole Time Director  
DIN-07069510

Sd/-  
Dimple Mangal  
CFO  
PAN- CWUPM3346P