
IFL
PROMOTERS
LIMITED

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Always Respected

ANNUAL
REPORT
2011-12

BOARD OF DIRECTORS

TILAK RAJ ANAND	DIRECTOR
SHRI KISHAN GUPTA	DIRECTOR
ANJANA GUPTA	DIRECTOR
SANJAY SINGHAL	DIRECTOR
SIDHANT GUPTA	DIRECTOR (APPOINTED AS ADDITIONAL DIRECTOR ON 04.09.2012)
PANKAJ SINGLA	DIRECTOR (APPOINTED AS ADDITIONAL DIRECTOR ON 04.09.2012)

STATUTORY AUDITORS

JITENDRA KUMAR & ASSOCIATES
CHARTERED ACCOUNTANT
FRN : 016917N
FF-79, ANSAL FORTUNE ARCADE,
SECTOR - 18, NOIDA, UTTAR PRADESH

REGISTRAR AND SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES (PVT) LIMITED
3RD FLOOR, 99, MADANGIR,
(BEHIND LOCAL SHOPPING COMPLEX)
NEAR HARSUKHDAS MANDIR,
NEW DELHI - 11 062

REGISTERED OFFICE

D-161, IIND FLOOR,
SURAJMAL VIHAR,
DELHI - 110 092

NOTICE

Notice is hereby given that the **20th Annual General Meeting** of the Company will be held on **Saturday, 29th September 2012 at 11:30 a.m.** at **D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Tilak Raj Anand, Director, who is liable to retire by rotation and being eligible, offers him for re-appointment.
3. To appoint a Statutory Auditors of the company from this Annual General Meeting until the conclusion of the next Annual General Meeting in place of **M/s J. Kumar & Associates, Chartered Accountants**, FF-79, Ansal Fortune Arcade, Sector – 18, Noida, Uttar Pradesh, who is retiring at this Annual General Meeting and authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

1. APPOINTMENT/REGULARISATION OF Mr. PANKAJ SINGHLA

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

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Pankaj Singhla, who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on 04th September, 2012 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a proposal that Additional Director be and is hereby appointed/regularize as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation."

2. APPOINTMENT/REGULARISATION OF Mr. SIDHANT GUPTA

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

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Sidhant Gupta, who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on 04th September, 2012 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a proposal that Additional Director be and is hereby appointed/regularize as a

Director of the Company whose period of office will be liable to determination by retirement of directors by rotation."

3. INCREASE IN SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the section 97 of Companies Act, 1956, & other applicable provision, if any, the Authorised Share Capital of the Company be increased from Rs. 5,00,00,000/- (Rs. Five Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 5/- (Rs. Five) to Rs. 9,60,00,000/- (Rs. Nine Core Sixty Lacs Only) divided into 1,92,00,000 (One Crore Ninety Two Lakhs) Equity Shares of Rs. 5/- (Rs. Five) by addition of further 92,00,000 (Ninety Two Lacs) Equity Shares of Rs. 05/- each which shall ranking pari-passu, in all respects, with the existing shares in the Company.

"FURTHER RESOLVED THAT the words and figures in clause V of the Memorandum of Association of the Company, be altered by substituting the following new clause, in place of the present clause thereof:

"The share capital of the company is Rs. 9,60,00,000/- (Rupees Nine Crore Sixty Lacs Only) divided into 1,92,00,000 (One Crore Ninety Two Lakhs) equity shares of Rs. 05/- (Rupees Five) Each."

Directors of the Company may be interested or concerned in the proposed resolution to the extent of their shareholding.

4. PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS

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

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the **"Memorandum of Association"** and **"Articles of Association"** of the Company and the **"Listing Agreement"** entered into with the **"Stock Exchange"** where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the **"Securities and Exchange Board of India" ("SEBI")** including the **"SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997"** and **Chapter VII of SEBI (Issue of Capital and Disclosure Regulation) Guidelines, 2009** (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the **"Board of Directors"** of the Company (hereinafter referred to as the **"Board"** which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is

hereby accorded and Board is hereby authorized to issue, offer and allot 1,00,00,000 (One Crore Only) Convertible Warrants of the Company of face value of Rs. 5/- (Rupees Five Only) each for cash, on such further terms and conditions as may be finalized by the Board of Directors to following persons/The Investors :

Sr. No.	Name of the Investors (Strategic Investors)	No of Convertible Warrants
1	Shakuntla Gupta	500000
2	Rita Gupta	500000
3	Sanjay Gupta	500000
4	Sanjay Gupta HUF	500000
5	Kapil Singhal	500000
6	Pawan Kumar Garg	500000
7	Anshu Garg	500000
8	ISR Electronics Private Limited	500000
9	PKG Marketing Private Limited	500000
10	Brij Bhushan Singhal	900000
11	Neeraj Singhal	950000
12	Ritu Singhal	950000
13	Uma Singhal	700000
14	Neeraj Singhal (HUF)	500000
15	Bharatpuria Finance and Investments Limited	1500000
	TOTAL	10000000

“FURTHER RESOLVED THAT the amount to be paid on the time of allotment of Convertible Warrants shall be at least 25% of the exercise price and the rights attached to them and other terms and conditions of the Convertible Warrants as may be decided in accordance with **Regulation 77(2) of Chapter VII of SEBI (Issue of Capital and Disclosure Regulation) Guidelines, 2009** and other provisions of the applicable laws by the Board of Directors;

“FURTHER RESOLVED THAT the relevant date for the purpose of calculating the exercise price for the equity shares on conversion of Convertible Warrants under **Chapter VII of SEBI (Issue of Capital and Disclosure Regulation) Guidelines, 2009** will be the date 30 days prior to the date on which the holders of 1,00,00,000 (One Crore) Convertible Warrants entitled to apply for the equity shares;

“FURTHER RESOLVED THAT the Equity Shares which shall be allotted on conversion of Convertible Warrants shall rank pari-passu in all respects with the existing Equity Shares of the Company;

“FURTHER RESOLVED THAT the Equity Shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under **Chapter VII of SEBI (Issue of Capital and Disclosure Regulation) Guidelines, 2009**. Convertible Warrants which shall be allotted pursuant to the special resolution shall be kept under Lock-in for One Year from the date of Allotment;

“FURTHER RESOLVED THAT Equity Shares being allotted to the Investors group shall be locked in for a period of 1 (One) year from the date of allotment or up to such extended period as per the provisions of **Chapter VII of SEBI (Issue of Capital and Disclosure Regulation) Guidelines, 2009** for Issue of Shares on Preferential basis, as amended;

“FURTHER RESOLVED THAT for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity Shares of the Company, as in the absolute discretion, deem fit and proper.

Directors of the Company may be interested or concerned in the proposed resolution to the extent of their shareholding.

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

**Sd/-
Anjana Gupta
Director
(00059090)
Place: New Delhi
Date: 04.09.2012**

NOTES:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. **CORPORATE MEMBERS** intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. The members are requested to intimate the change of address immediately to the company.
4. Members /Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall.
5. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 10:30 a.m. and 2:30 p.m. up to the date of the ensuing Annual General Meeting.
6. The register of members and share transfer books of the company will remain closed from 24th September 2012 to 29th September, 2012 (Both days inclusive).
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
9. The members are requested to bring the copy of the Notice with them.
10. Shareholders seeking any information with regard to the accounts are requested to write to the Company at an early date but not later than 48 hours before the scheduled time of holding the Annual General Meeting so as to enable the Management to keep the information ready.
11. Relevant Date for the allotment of convertible warrants is 30th August 2012.

For and on behalf of the Board

**Sd/-
Anjana Gupta
Director
(00059090)
Place: New Delhi
Date: 04.09.2012**

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 1

Mr. Pankaj Singhla was appointed as an Additional Director of the Company with effect from 04th September, 2012, his term as an Additional Director expires on the date of this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. A notice under section 257 of the Act with a deposit of Rs. 500/- which will be refunded if the appointment is confirmed has been received from a member signifying his intention to propose the name of Mr. Pankaj Singhla for the appointment as Director of the Company. Mr. Pankaj Singhla has filled with Company his consent to act as a Director.

Mr. Pankaj Singla is a Director in M/s KSJ Investment Co. Pvt. Ltd. He is an Under-graduate and having rich experience in Distributorship of major Electronic and Electrical Companies in North India as Vice President.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors of the Company are concerned or interested in the Resolution except Mr. Pankaj Singhla.

ITEM NO 2

Mr. Sidhant Gupta was appointed as an Additional Director of the Company with effect from 04th September, 2012, his term as an Additional Director expires on the date of this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. A notice under section 257 of the Act with a deposit of Rs. 500/- which will be refunded if the appointment is confirmed has been received from a member signifying his intention to propose the name of Mr. Sidhant Gupta for the appointment as Director of the Company. Mr. Sidhant Gupta has filled with Company his consent to act as a Director.

Mr. Sidhant Gupta aged 21 years pursuing B.B.A. (Aviation) and happens to a Commercial Pilot also. He started his professional journey in 2010 with "Sanco Industries Ltd.", a Public Ltd. Company involved in the manufacturing of PVC Compound, PVC Conduit Pipes and PVC Insulated Wires & Cables as an Executive Director where he responsible for activities related to "Technical Advice and Research & Development". Further, as Executive Director of the company now actively involved in the activities related to "Remuneration Committee" and affairs of the company and is playing a key role in the growth of the company with the inputs in strategic planning and business development.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors of the Company are concerned or interested in the Resolution except Mr. Sidhant Gupta.

ITEM NO. 3

The Company is in process of implementation of expansion and entering into infra related sector which requiring considerable funds. So the Board of Directors of the company recommends to increase the Existing Authorised Share Capital of Company is Rs. 5,00,00,000/- (Rupees Five Crore) Divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 05/- (Rupees Five) Each to Rs. 9,60,00,000/- (Rs. Nine Crore Sixty Lacs Only) divided into 1,92,00,000 (One Crore Ninety Two Lacs) Equity Shares of Rs. 05/- (Rupees Five) Each.

For this expansion and entering into infra related sector company require creation of further 92,00,000 (Ninety Two Lacs) Equity Shares of Rs. 05/- (Rupees Five each) these shares shall rank pari-passu with the existing shares of the Company. After this clause V of Memorandum of Association shall be substituted by new Clause V, which shall be read as under;

“The Authorized Share Capital of the Company is Rs. 9,60,00,000/- (Rupees Nine Crore Sixty Lacs Only) divided into 1,92,00,000 Equity Shares of Rs. 05/- (Rupees Five Only) each.”

The Directors of the company recommend this resolution for approval of Shareholders in General Meeting.

A Copy of the Memorandum & Article of Association of the Company is available for inspection on all working during the business hours at the registered office of the Company.

ITEM NO. 4

The Company has an ambitious growth plan and expects significant growth in it's infra and real estates business sector. For this there is a need to infuse huge funds through the Investors. In this endeavor, the company is in favour of issuing Equity Shares to the Investor. The amount so received will be utilized towards expansion plan of it's infra and real estates business sector.

The proposal is subject to the approval of the Members of the Company and other statutory approvals, if any. Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Guidelines, 2009, and other applicable provisions, if any in terms of the provisions of the Companies Act, 1956, and the aforesaid SEBI Guidelines and Regulations, the relevant disclosures/details are given below:

The company reserves the right to forfeit the amount paid at the time of allotment of Convertible Warrants in case the warrant holder does not exercise or fails to exercise the option to take Equity Shares on conversion of Convertible warrants.

a. Objects and purpose of the Preferential Issue

The Company is in process of expansion plan of the business sector and for long term sustainability, the company wants to create a strong presence in the market and for this purpose company need huge funds and entire issue will be spent in the expansion of the business.

Instrument and Numbers: The Company is proposing to issue 1,00,00,000 (One Crore) Convertible Warrants at the face value of Rs. 05/- (Rs. Five) each.

b. Intention of Promoters/Directors/Key Management Persons to subscribe

Director of the company Mr. Sidhant Gupta intend to subscribe to the present preferential issue of Equity Shares through their relatives i.e. Sanjay Gupta, Shakuntala Gupta, Rita Gupta & Sanjay Gupta (HUF) to better control over the company.

c. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No of Shares Held	% of Share Holding	No of Shares Held	% of Share Holding
A	Promoters Holding				
1	Indian				
	Individual	Nil	Nil	Nil	Nil
	Body Corporate	12500	0.14%	12500	0.07%
	Sub – Total (A)	12500	0.14%	12500	0.07%
B	Public Shareholding :				
1	Institution:				
	Financial Institution/Banks	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
2	Non-Institutions:				
	Bodies Corporates	2842238	31.18%	5342238	27.95%
	Indian Public	5952800	65.29%	12452800	65.14%
	Clearing Members	100	0.00%	100	0.00%
	NRI	5522	0.06%	5522	0.03%
	HUF	303640	3.33%	1303640	6.82%
	Sub – Total (B)	9104300	99.86%	19104300	99.93%
	GRAND TOTAL	9116800	100%	19116800	100%

d. Proposed time of Allotment

The allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid resolution through the special resolutions or within such further period as may be prescribed or allowed by the SEBI, stock exchange(s) or other concerned authorities.

e. Identity of the proposed allottees and the percentage of Post preferential issue capital

Sr. No	Name of Allottees	Category	Pre Issue		No. of Warrants	Post Issue	
			No of Shares Held	% of Share Holding		No of Shares Held	% of Share Holding
1	Shakuntla Gupta	Individual	-	-	500000	500000	2.62
2	Rita Gupta	Individual	-	-	500000	500000	2.62
3	Sanjay Gupta	Individual	-	-	500000	500000	2.62

4	Sanjay Gupta (HUF)	(HUF)	-	-	500000	500000	2.62
5	Kapil Singhal	Individual	-	-	500000	500000	2.62
6	Pawan Kumar Garg	Individual	-	-	500000	500000	2.62
7	Anshu Garg	Individual	-	-	500000	500000	2.62
8	ISR Electronics Private Limited	Body Corporate	-	-	500000	500000	2.62
9	PKG Marketing Private Limited	Body Corporate	-	-	500000	500000	2.62
10	Brij Bhushan Singhal	Individual	-	-	900000	900000	4.71
11	Neeraj Singhal	Individual	-	-	950000	950000	4.97
12	Ritu Singhal	Individual	-	-	950000	950000	4.97
13	Uma Singhal	Individual	-	-	700000	700000	3.66
14	Neeraj Singhal (HUF)	(HUF)	-	-	500000	500000	2.62
15	Bharatpuria Finance and Investments Limited	Body Corporate	-	-	1500000	1500000	7.85
TOTAL					10000000		52.31%

f. Change in Control of Management

The issue of Convertible warrants and conversion consequently into Equity Shares will not result in change of Management and control of the company.

g. Relevant Date:

Relevant Date for the allotment of convertible warrants is 30th August 2012.

h. Issue Price:

The 1,00,00,000 (One Crore) Convertible Warrants are now issued at **Rs.6.63/-** and the pricing of the issuing Equity Shares is determined as per SEBI (ICDR) Regulations 2009, which at present is as follows. Higher of the

i) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date; August 30th, 2012 (**Rs. 5.46**)

OR

ii) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date; August 30th, 2012 (**Rs. 6.63**)

OR

iii) **Face Value (Rs. 05)**

Payment: In terms of the provisions of the SEBI (ICDR) Guidelines 2009, 25% payment shall be done by the Investors at the time of allotment of Convertible Warrants and rest 75% shall be payable at the time of Conversion.

Pre-issue holding of the proposed Allottees:

The proposed Allottee does not hold any shares in the Company as on date and also had not sold any shares of the Company during the six months period prior to the relevant date.

Post-issue holding of the proposed Allottees:

The post-issue holding of the proposed allottees will be as per SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009.

i. Certification of Statutory Auditor

The Statutory Auditors of the Company has certified that the present preferential issue of Convertible Warrants, on the above terms and conditions, is in accordance with the requirements contained in the SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009, as amended up to date.

The Board recommends the resolution passed through the Special Resolution for adoption by the members. None of the Directors of the Company is interested or concerned in the proposed resolution.

INFORMATION PURSUANT TO THE LISTING AGREEMENT

Name and Addresses of the Stock Exchange, where the Company's shares are listed and Registrar and Share Transfer Agents.

1. Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

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

2. Registrar and Share Transfer Agents

Beetal Financial & Computer Services Private Limited

3rd Floor, 99, Madangir,
(Behind Local Shopping Complex)
Near Harsukhdas Mandir,
New Delhi – 11 062

3. DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT ANNUAL GENERAL MEETING

3.1 Details of Seeking Re-appointment at Annual General Meeting

Particulars	
Name	Mr. Tilak Raj Anand
Director Identification Number	00037644
Date of Appointment	18/02/2008
Expertise	Mr. Tilak Raj Anand is an independent director of the company having 45 years of vast and rich experience in the field of administration, asset acquisition, retail customer, and debt financing.

3.2 Details of Seeking Regularizations at Annual General Meeting.

Particulars	
Name	Mr. Pankaj Singhla
Director Identification Number	05286825
Date of Appointment	04/09/2012 (Appointed as Additional Director)
Expertise	Mr. Pankaj Singla is a Director in M/s KSJ Investment Co. Pvt. Ltd. He is an Under-graduate and having rich experience in Distributorship of major Electronic and Electrical Companies in North India as Vice President.

3.3 Details of Seeking Re-appointment at Annual General Meeting.

Particulars	
Name	Mr. Sidhant Gupta
Director Identification Number	02676750
Date of Appointment	04/09/2012 (Appointed as Additional Director)
Expertise	He is a Commercial Pilot and Pursuing B.B.A. (Aviation). He started his professional journey in 2010 with "Sanco Industries Ltd.", a Public Ltd. Company involved in the manufacturing of PVC Compound, PVC Conduit Pipes and PVC Insulated Wires & Cables as an Executive Director where he responsible for activities related to "Technical Advice and Research & Development".

DIRECTOR'S REPORT

To,
The Members of
IFL PROMOTERS LIMITED,
D-161, IInd Floor,
Suraj Mal Vihar, Delhi - 110 092

This is the immense pleasure of Board of Directors in presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended 31st March 2012.

PERFORMANCE HIGHLIGHTS:

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

Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Total Income	9,248,220	14,622,195
Total Expenditure	9,732,981	13,030,053
Profit before Depreciation & Tax	(616,783)	1,592,142
Less : Provision for Income Tax & Deferred Tax	13,444	491,971
Profit/(Loss) after Taxation	(630,227)	1,100,171

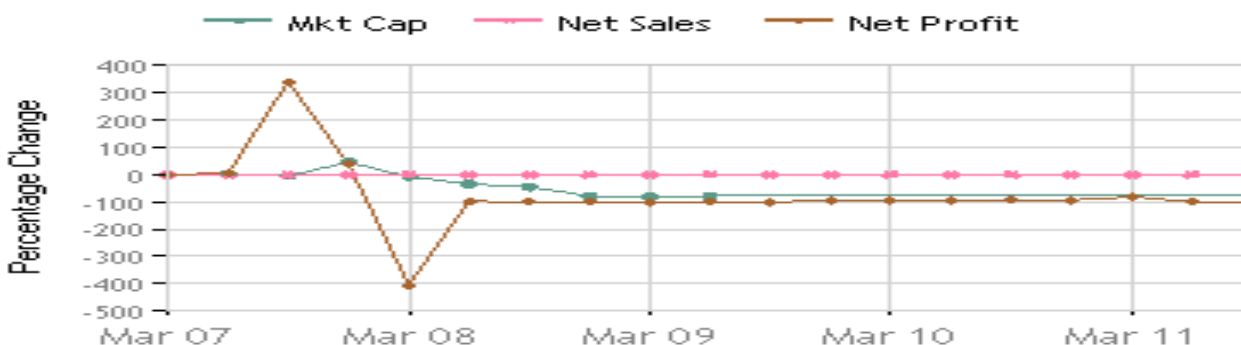
OPERATING RESULTS AND PROFITS:

Total income for the year was Rs. 92.48 Lacs (Previous Year Rs. 146.22 Lacs). After provision for Depreciation 0.12 Lacs (Previous Year Nil) with income tax liability of Rs. 0.13 Lacs (Previous Year Rs. 4.91 Lacs) but after making adjustment the net Loss was Rs. 6.30 Lacs (against previous Year net profit of Rs. 11.00 Lacs). Your company has suffered loss in the current year as compare to the profit in the previous year.

COMPANY PERFORMANCE:

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

PERFORMANCE CHART:



DIVIDEND:

Your Company's Directors do not recommend any dividend to the Shareholders of the Company for the Financial Year 2011-12.

RISK PROFILING:

The company is in the business of NBFC and Board are keen interested in the growth of company. The Board has deliberately discussed the matter of improving its internal policies and external opportunities so that involved risk can mitigate and desired growth goals can achieve.

PARTICULARS OF EMPLOYEES:

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

FIXED DEPOSITS:

The Company has not accepted or renewed any sort of deposits during the Financial Year 2011-12 under section 58A and 58AA of the Companies Act, 1956.

DEMATERIALIZATION OF SECURITIES:

The company is already in the agreement with the depositories i.e. NSDL & CDSL for the Dematerialization of shares of company. As all of the shareholders are known the fact that trading in the shares of company has been allowed on Demat pursuant to agreement with NSDL and CDSL, so Shareholders may avail this facility.

CORPORATE GOVERNANCE:

The Board always support and appreciates the principles of Corporate Governance. The board lays strong emphasis on transparency, accountability and integrity with the objective of enhancing the shareholders' value. We ensure the practice of Corporate Governance in your esteemed company.

A separate section of the Corporate Governance is forming part of the Director Report and certificate from the Statutory Auditors confirming compliance under clause 49 of the listing agreement as entered into with Stock Exchange also a part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

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

FOREIGN EXCHANGE EARNING AND OUTGO:

The company has not earned any foreign exchange from its business operation during the current year. There is no outgo of foreign exchange during the year 2011-12.

Earning : Nil
Outgo : Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (I) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (II) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as on 31st March, 2012 and of Profit of the company for that period.
- (III) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (IV) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

In accordance with the Articles of Association of the Company Mr. Tilak Raj Anand, who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

COMPLIANCE CERTIFICATE :

The Company has taken a compliance certificate form a Practicing Company Secretary. The Board has gone through the same and are in the opinion of the fairness of the Certificate.

AUDITORS:

M/s J. Kumar & Associates, Chartered Accountants, FF-79, Ansal Fortune Arcade, Sector – 18, Noida, being the Statutory Auditors of the company has resigned from the post of Statutory Auditor of the company and his resignation will take effect from 29th September 2012 & hence the Board proposes **M/s G.S. Goel & Co., Chartered Accountants**, 20/18, Shakti Nagar, Delhi-110007, as Statutory Auditors of the company from this Annual General Meeting until the conclusion of the next Annual General Meeting.

AUDITORS REPORT:

The Directors have gone through the Auditors reports which are made and prepare by the CA Jitendra Kumar, having membership No: 073856 and FRN: 016917N, are in agreement with the applicable accounting standard and policies. The Board has notice the below mentioned Auditors remarks;

1. a) According to the information and explanation given to us, the Company has granted unsecured interest free loan to one party covered in the register maintained under section 301 of the Companies Act 1956. The amount of loan given during the year was 70,000/-

(b) In our opinion except the rate of interest (interest free), other conditions of loans granted by the company are prima facie not prejudicial to the interest of the company.

(c) There is no stipulation regarding repayment of principal.
2. According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities' undisputed statutory dues, including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at 31.03.2012 for a period of more than six months from the date they became payable except Service tax of Rs.3,41,829 & TDS of Rs. 88,677/-.
- 3 In our opinion the Company is dealing in shares, securities, debentures and other investments and has not maintained proper records of all the transactions and timely entries have not been made. Hence, it is not possible for us to decide whether entire shares, debentures and other investments are held by the company in its own name except to the extent of the exemption granted U/S 49 of the Companies Act, 1956.

DIRECTOR'S COMMENT ON AUDITOR'S REPORT

Boards of Directors of the Company have gone through with the adverse remark given by Statutory Auditor's of the Company and comment as follow:

- a) According to the Auditor's rate of interest and loan given to the parties has not been prejudicial to the interest of the company. Board of Directors of the Company given interest free loan on short-term and company has been taken necessary steps to recover the said loans.
- b) As the Company fail to pay statutory dues of Service Tax amounting of Rs. 3,41,829/- (excluding interest and penalty) and TDS amounting of Rs. 88,677/- (excluding interest and penalty) due to lack of cash inflow and board of director notify the same and will pay this liabilities along with all the penalty and interest in future course of business.
- c) Board of Directors of the Company be and is hereby declare that all the investment which have been made and sold during the year in companies own name as required u/s 49 of the Companies Act, 1956.

REGISTRAR AND TRANSFER AGENTS:

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

LISTING OF SHARES AT STOCK EXCHANGE:

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

CASH FLOW STATEMENT:

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

CAUTIONARY STATEMENT:

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

INTERNAL CONTROL SYSTEM:

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

HUMAN RESOURCES DEVELOPMENT:

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

INDUSTRIAL RELATIONS:

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

GENERAL:

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

ACKNOWLEDGEMENT:

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

By the order of Board of Director
For IFL PROMOTERS LIMITED

Sd/-	Sd/-
Anjana Gupta	Shri Kishan Gupta
Director	Director
00059090	00043857

Place: New Delhi
Date: 04.09.2012

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

As it is known to all that Indian economy is performing well despite the Euro-zone crises which shake almost all the European countries and others countries last year. Indian Economy which Remain un-touch from this is also recovering from bad phase of recession which hit almost all over the world. In Indian Economy Non Banking Financial Companies are like the backbone in the fast emerging economy as they mobilize funds via taking deposits from who have excess and provides to the needy corporates, institutions etc. The area in which there has been relief is the decline in inflation rate from the near double digit rates seen in the past two years.

SEGMENT – WISE OR PRODUCT WISE PERFORMANCE:

As per the requirement of listing agreement Companies required to represent the segment wise financial data whenever they are required to do so. Presently company is working in two segment and so data are present as per Segment wise reporting.

RISK AND CONCERNS:

Every business is inherent with the risk and the profit is outcome of the risk taken in business. The opening up and expansion of the economy, rising income levels of all the groups of the people and changing behavior of the investors and consumers have led to an increase in flow of funds. This represents a tremendous opportunity for your Company in investment and working.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The internal control system of company is well commensurate with the policies and functions of the company. The company has very warm and cordial relations with the employee of the company and if any mis-conducting is found at any place or any level this taken as very urgent and resolved as soon as possible. Company has taken all the adequate measure to keep the business spirit high and meet the standard of calm and healthy atmosphere.

DISCUSSION ON FINANCIAL PERFORMANCE:

As per the current statement of affairs of the company, the financial position of the company has not been as per the expectation of the company management. Company has suffered loss in the current year which is very concerning point for the management.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION:

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

CAUTIONARY STATEMENT:

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

For IFL PROMOTERS LIMITED

Sd/-	Sd/-
Anjana Gupta	Shri Kishan Gupta
Director	Director
(00059090)	(00043857)

REPORT ON CORPORATE GOVERNANCE

A good Corporate Governance is desired goal of company and for this company has laid down strong principals and transparent policies. The company strongly believes in the fair, ethical and transparent governance practices. Good corporate governance by company is for the “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders”.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

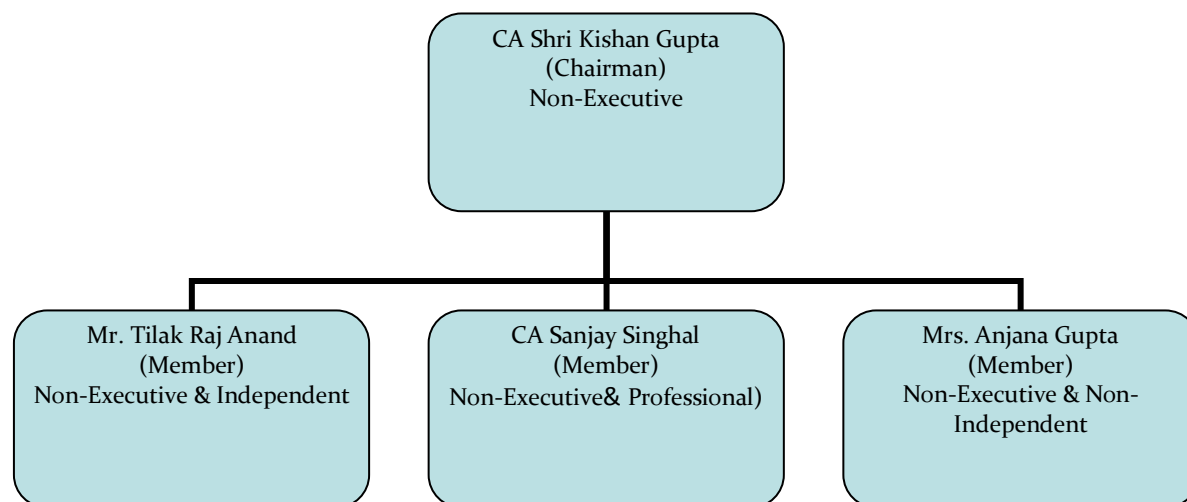
As the company scrip is listed in the Bombay Stock Exchange so it is mandatory for the company to attain the objectives and requirements set out in the “Listing Agreement” entered into with the Stock Exchange. In the present scenario it’s not just the demand of the Listing Agreement eventually it the core requirement of the corporates to adopt the same for the transparency and beneficial interest of the shareholders. The Company policy on Corporate Governance is attainment of the highest levels of transparency, accountability and equity in all facets of its operations. The company is in full compliances of “Corporate Governance” under clause 49 of Listing Agreement, sections of Companies Act, 1956, rules and regulations of Stock Exchange(s) and Securities and Exchange Board of India.

BOARD OF DIRECTORS:

The Board of your company is perfectly maintaining the combinations of balance of independent and non-executive directors. As on date of this report, the board of directors of the company consists of four members and all Directors are Non -Executive; out of them Two are Independent Directors, one is Promoter and one is acting as a Professional Director.

The Board of Directors of the company meets in every quarter and also when the situation arises to discuss and transact the business as per agenda. The Directors of the company are informed in advance by giving a notice and the agenda of board meeting. The members of board also discuss each agenda in the meeting and take discussion after make a proper discussion and getting all members views. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

The composition of Board during the year as follows:



COMMITTEE OF DIRECTORS

**CORPORATE ETHICS
COMMITTEES**

Mrs. Anjana Gupta
CA Shri Kishan Gupta
CA Sanjay Singhal
Mr. Tilak Raj Anand

AUDIT COMMITTEE

CA Shri Kishan Gupta
CA Sanjay Singhal
Mrs. Anjana Gupta
Mr. Tilak Raj Anand

**INVESTORS/GRIEV-ANCES
COMMITTEES**

Mrs. Anjana Gupta
CA Shri Kishan Gupta
CA Sanjay Singhal
Mr. Tilak Raj Anand

During the year Board meets 9 {Nine} times at the place as per agenda for Board Meetings which took place on 20.04.2011, 30.05.2011, 01.07.2011, 11.08.2011, 01.09.2011, 15.11.2011, 31.12.2011, 14.02.2012 & 31.03.2012. Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
CA. Shri Kishan Gupta	Chairman	Non - Executive & Professional	8	Yes
CA. Sanjay Singhal	Member	Non – Executive & Independent	6	No
Mrs. Anjana Gupta	Member	Non –Executive & Non-Independent	8	Yes
Mr. Tilak Raj Anand	Member	Non –Executive & Independent	7	Yes

COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

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

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

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

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:

As per the provisions of clause 49 of listing agreement, the audit committee met four times during the year 2011-12 to consider and adopt un-audited & audited quarterly Results of the company.

The Composition of audit committee is as follows:

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

During the year Four Audit Committee Meetings was held as per proper advance Notice to the members of Audit Committee Meetings to consider and adopt Quarterly Results of the company. The Four meeting took place on 30.05.2011, 11.08.2011, 15.11.2011 & 14.02.2012.

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

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
CA. Shri KishanGupta	Chairman	Non – Executive & Professional	4	Yes
CA. Sanjay Singhal	Member	Non – Executive &Independent	1	No
Mrs. Anjana Gupta	Member	Non –Executive & Non-Independent	4	Yes
Mr. Tilak Raj Anand	Member	Non –Executive & Independent	3	Yes

ROLE AND RESPONSIBILITIES

The role of Audit Committee includes the review of following:

- Financial Reporting Process
- Draft Financial Results (Quarterly & Annual)
- Internal Audit Reports

- Record of related party transaction
- Reviewing the company's financial and risk management policies
- Management discussion and analysis of financial condition and results of operations
- Compliance with stock exchanges and legal requirement concerning financial statements
- Any other power which are specifically delegated by the board from time to time

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

REMUNERATION COMMITTEE:

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

SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE:

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

The Composition of Shareholders/ Investors Grievances Committee as follows:

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

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

Name of the Director	Designation	Category	No. of Meetings Attended
CA. Shri Kishan Gupta	Chairman	Non - Executive & Professional	2
CA. Sanjay Singhal	Member	Non -Executive & Independent	-
Mrs. Anjana Gupta	Member	Non -Executive & Non-Independent	2
Mr. Tilak Raj Anand	Member	Non -Executive & Independent	2

Share Transfers are processed and duly approved by the committee. Investors Grievances are placed before the committee. There were no pending investors complaints at the end of the financial year ended on 31.03.2012.

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

ROLE AND RESPONSIBILITIES

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

- To monitor the process of expeditious transfer of shares or debentures.

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

SUB-DELEGATION

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

COMPLIANCE OFFICER OF THE COMPANY

Mrs. Anjana Gupta
Director
New Delhi

GENERAL BODY MEETING:-

Year	Date of AGMs	Venue	Time
2009	30.09.2009	D-74, Regal Building, Connaught Place, New Delhi- 110001	01.30 P.M.
2010	30.09.2010	D-74, Regal Building, Connaught Place, New Delhi- 110001	01.30 P.M.
2011	30.09.2011	D-74, Regal Building, Connaught Place, New Delhi- 110001	01.30 P.M.

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

STATUTORY DISCLOSURES:-

- No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

- ii) The company has not been penalized, nor have any restriction(s) been imposed by the Stock Exchange, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.
- iii) Currently company has viable and active Whistle Blower Policy & in case any discrepancy is found in the working of the company it is come to notice of the management on very born stage.

MEANS OF COMMUNICATIONS:-

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

Particulars	Status
The notice of the AGM along with Annual Report is sent to the shareholders well in advance of the AGM.	Yes
Quarterly results were published in following Newspaper	<ul style="list-style-type: none"> • The Financial Express • Jansatta
Any website,	<ul style="list-style-type: none"> • www.iflpromoters.com
Whether it also displays official news releases and Presentation made to institutional investors/analysis	Yes
Whether “Management Decision and Analysis Report” is a part of Annual Report	Yes it is a part of Annual Report

DISCLOSURES:

- The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.
- The details of the Related Party Transactions are placed before & reviewed by the Company’s Audit Committee.
- The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/Statutory Authorities on all matters relating to capital markets, during the last three years.
- Pursuant to the provisions of sub-clause V of the revised Clause 49 of the Listing Agreement with the Stock Exchanges, the Statutory Auditors has issued a certificate to the Board, for the Financial Year ended March 31, 2012.

RISK MANAGEMENT:

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

SHAREHOLDER INFORMATION

- **ANNUAL GENERAL MEETING**
- Date : 29th September, 2012
- Time : 11.30 a.m.
- Venue : D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092.

FINANCIAL CALENDER

Financial Year- 1st April 2012 to 31st March 2013

Financial Period	Reporting Date
First Quarter ending 30 th June 2012	By Third week of August 2012
Half Year ending 30 th September 2012	By Third Week of November, 2011
Third Quarter ending 31 st December 2012	By Third week of February, 2012
Quarter & Year ending 31 st March 2013	By Fourth week of May, 2013

DATE OF BOOK CLOSURE:

24th September, 2012 to 29th September, 2012 (both days inclusive).

LISTING ON STOCK EXCHANGE:

The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

ISIN No. for Demat:

INE326D01023

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD

01.04.2011 to 31.03.2012:

Complaint received from the shareholders of the company during the year was successfully resolved and only two complaints was pending.

DIVIDEND PAYMENT DATE: N.A.

DEMATERIALISATION OF SHARES

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

ADDRESS FOR CORRESPONDENCE

IFL Promoters Limited
D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092.

ADDRESS OF THE REGISTRAR

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

DECLARATION

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

SECRETARIAL AUDIT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital a secretarial audit is carried out by a **“Chartered Accountants”** on quarterly basis.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
IFL Promoters Limited,
D-161, IInd Floor,
Suraj Mal Vihar,
Delhi - 110 092

1. We have examined the compliance of the conditions of Corporate Governance by “**IFL Promoters Limited**” for the year ended 31st March 2012 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.
3. In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

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

For J. Kumar & Associates
Chartered Accountant
FRN : 016917N

Sd/-
(Jitendra Kumar)
Proprietor
Member No.: 073856

Place: New Delhi
Dated: 04.09.2012

**AUDITORS' REPORT TO THE SHAREHOLDERS OF
IFL PROMOTERS LIMITED**

**To the Members of
IFL PROMOTERS LIMITED**

We have audited the attached Balance Sheet of **M/S IFL PROMOTERS LIMITED**, as at March, 31, 2012, Profit and Loss Account of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We have conducted our audit in accordance with auditing standards generally accepted in India .These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003, as amended by Companies Auditor's Report (amended) order,2004, issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the annexure referred to above, we report that;
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 appears from our examination of the books;
 - c) The balance sheet, profit & loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Profit & Loss Account comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors of the company, that none of its directors are disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with Notes to Accounts, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

In the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012

In the case of statement of profit and loss, of the loss of the Company for the year ended on that date;

For J. Kumar & Associates
Chartered Accountants
FRN No-016917N

Sd/-
CA Jitendra Kumar
Prop.
M.NO.073856

Place: Noida
Dated:09.08.2012

Annexure referred to in paragraph '3' of the Auditors' Report to the Members of IFL PROMOTERS LIMITED on the accounts for the year ended March 31, 2012

1. (a) The company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.

(b) All the assets have been physical verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.

(c) There is no substantial disposal of fixed assets during the year.
2. (a) As explained to us, physical verification of major items of building materials and stores has been done during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) According to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. No material discrepancies were noticed during the physical verification of inventory as compared to the book records.
3. a) According to the information and explanation given to us, the Company has granted unsecured interest free loan to one party covered in the register maintained under section 301 of the Companies Act 1956. The amount of loan given during the year was 70,000/-

(b) In our opinion except the rate of interest (interest free), other conditions of loans granted by the company are prima facie not prejudicial to the interest of the company.

(c) There is no stipulation regarding repayment of principal.

(d) According to the information and explanation given to us, the company has during the year taken interest free unsecured loan from five parties covered in the register maintained under section 301 of the Companies Act 1956. The amount involved is Rs. 1,20,07,065/-

(e) In our opinion the rate of interest (interest free) and other conditions of loans taken by the company are prima facie not prejudicial to the interest of the company.

(f) There is no stipulation regarding repayment of principal.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regards to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) According to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in section 301 of the companies act, 1956 have been entered in the register required to be maintained under the aforesaid section.

(b) The transaction made in pursuance of such contracts or arrangement stated in clause (a) above has been made at the price which is reasonable having regards to prevailing market price at the relevant time.

6. According to the information and explanations given to us, and on the basis of the records produced before us, the Company has not accepted any deposits from the public. Therefore the provisions of clause 4 (iv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company
7. In our opinion, the Company does not have any internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, no cost records have been prescribed by the rules made by the Central Govt., for the maintenance of cost record u/s 209(1) (d) of the companies Act, 1956, therefore the provision of clause 4(viii) of the CARO, 2003 are not applicable to the company.
9. According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities' undisputed statutory dues, including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at 31.03.2012 for a period of more than six months from the date they became payable except Service tax of Rs.3,41,829 & TDS of Rs. 88,677/-.

According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
10. According to the information and explanations given to us, the accumulated losses of the company are not more than fifty percent of its net worth. The Company has incurred cash losses during the financial year covered by our audit. There were no cash losses in the immediately preceding financial year.
11. Based on our audit procedures and on the basis of information's and explanations given by the management, the Company has not taken any loans from any financial institution, bank or debenture holders, so there is no question of default in repayment.
12. According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
13. In our opinion the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the said Order are not applicable to the Company.
14. In our opinion the Company is dealing in shares, securities, debentures and other investments and has not maintained proper records of all the transactions and timely entries have not been

made. Hence, it is not possible for us to decide whether entire shares, debentures and other investments are held by the company in its own name except to the extent of the exemption granted U/S 49 of the Companies Act, 1956.

15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions. As such, the provisions of clause 4(xv) of the said Order are not applicable to the Company.
16. According to the information and explanations given to us, the Company has not taken any term loan. Accordingly, the provisions of clause 4(xvi) of the said Order are not applicable to the Company.
17. According to the information and explanations given to us and overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investments.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year. Accordingly, the provisions of clause 4(xviii) of the said Order are not applicable to the Company.
19. According to the information and explanations given to us, the Company has not issued any Debentures during the year. As such, the provisions of clause 4(xix) of the said Order are not applicable to the Company.
20. According to the information and explanations given to us the Company has not raised any money by way of public issue during the year. Accordingly, the provisions of clause 4(xx) of the said Order are not applicable to the Company.
21. As explained to us, no fraud on or by the Company has been noticed or reported during the year. Accordingly, provisions of clause 4(xxi) of the said Order are not applicable to the Company.

For J. Kumar & Associates
Chartered Accountants
FRN No-016917N
Sd/-
CA Jitendra Kumar
Prop.
M.NO.073856
Place: Noida
Dated: 09.08.2012

IFL PROMOTERS LIMITED
Balance Sheet as at 31st March, 2012

Particulars	Note	As At 31st, March 2012	As At 31st, March 2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(A) Share Capital	1	45,584,000.00	45,584,000.00
(B) Reserves And Surplus	2	33,452,823.00	33,083,050.00
(C) Share Application Money		-	1,000,000.00
(2) Non Current Liabilities			
(A) Long Term Borrowings		-	-
(3) Current Liabilities			
(A) Short Term Borrowings	3	12,247,065.00	5,242,000.00
(B) Trade Payables	4	5,997,849.00	6,837,151.00
(C) Other Current Liabilities	5	11,40,106.00	21,561,051.00
TOTAL		98,421,843.00	113,307,252.00
II.ASSETS			
(1) Non Current Assets			
(A) Fixed Assets			
(I) Tangible Fixed Assets	6	138,102.00	-
(B) Non Current Investments	7	14,544,000.00	20,545,000.00
(C) Deferred Tax Assets	8	364,794.00	370,284.00
(D) Long Term Loans & Advances	9	21,364,754.00	32,216,615.00
(2) Current Assets			
(A) Trade Receivables	10	5,510,291.00	10,644,339.00
(B) Cash And Cash Equivalents	11	515,354.00	58,129.00
(C) Short Term Loans And Advances	12	55,984,548.00	49,472,885.00
TOTAL		98,421,843.00	113,307,252.00

Notes To Accounts & Significant Accounting Policies 19

The Note Nos. 1 To 18 Are Integrated Part of Financial Statements - -

In terms of our Audit report
of even date attached
For J Kumar & Associates
Chartered Accountants
FRN : 016917N

For and on behalf of
IFL Promoters Limited

Sd/-
(Jitendra Kumar)
Proprietor
M. No. : 073856
Date : 09.08.12

Sd/- Sd/-
Anjana Gupta Shri Kishan Gupta
Director Director
00059090 00043857

IFL PROMOTERS LIMITED
Profit and Loss Account for the year ended 31st March, 2012

S. No	P A R T I C U L A R S	Note	For The Year Ended 31st March,2012	For The Year Ended 31st March,2011
I.	Revenue From Operations	13	9,248,220.00	14,622,195.0
II.	Other Income	14	28,181.00	-
III.	Total Revenue		9,276,401.00	14,622,195.0
IV.	Expenses:			
	Cost Of Materials Consumed	15	3,023,381.00	1,889,170.00
	Job Work Expenses		836,110.00	6,813,071.00
	Employee Benefit Expenses	16	3,811,170.00	2,964,005.00
	Finance Costs	17	6,993.00	3,219.00
	Depreciation		12,768.00	-
	Other Expenses	18	2,042,469.00	1,360,588.00
	Total Expenses		9,732,891.00	13,030,053.00
	Prior Period Adjustment(Income Tax)		160,293.00	-
V.	Profit Before Tax(III-IV)		(616,783.00)	1,592,142.00
VI.	Tax Expense: (1)Current Tax (2)Deferred Tax Liability		7,954.00 5,490.00	491,971.00 -
VII.	Profit(Loss) For The Period(V-VI)		(630,227.00)	1,100,171.00
VIII.	Earnings Per Equity Share (1)Equity (2)Diluted		(0.07) (0.07)	0.12 0.12

Notes To Accounts & Significant

Accounting Policies 19 19

The Note Nos. 1 To 18 Are Integrated Part Of Financial Statements

Place : New Delhi

Date : 09.08.2012

In terms of our Audit report of even date attached

For J Kumar & Associates

Chartered Accountants

FRN : 016917N

Sd/-

(Jitendra Kumar)

Proprietor

M. No. : 073856

For and on behalf of
IFL Promoters Limited

Sd/-

Anjana Gupta

Director

00059090

Sd/-

Shri Kishan Gupta

Director

00043857

IFL PROMOTERS LIMITED
NOTES TO THE ACCOUNTS AS AT 31ST, MARCH, 2012

Particulars	As at 31 st March ,2012	As at 31 st March ,2011
<u>NOTE - 1</u>		
<u>SHARE CAPITAL</u>		
<u>AUTHORIZED SHARE CAPITAL</u>		
1,00,00,000 Equity Shares Of Rs. 5/-Each (Pr. Year 1,00,00,000 Equity Shares Of Rs. 5/-Each)	<u>50,000,000.00</u>	<u>50,000,000.00</u>
<u>ISSUED, SUBSCRIBED & PAID UP</u>		
91,16,800 Equity Shares Of Rs. 5/-Each (Pr. Year 91,16,800 Equity Shares Of Rs. 5/-Each)	45,584,000.00	45,584,000.00
	<u>45,584,000.00</u>	<u>45,584,000.00</u>

DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF PAID UP EQUITY SHARE CAPITAL

SHAREHOLDERS	AS AT 31.03.2012	AS AT 31.03.2011	AS AT 31.03.2012	AS AT 31.03.2011
	NO. OF SHARES	NO. OF SHARES	PERCENTAGE	PERCENTAGE
PAWAR ESTATES PRIVATE LIMITED	1,200,000	1,200,000	13.16%	13.16%
NORTH INDIA SECURITIES PRIVATE LIMITED	1,000,000	1,000,000	10.97%	10.97%
SRISHTI FORMS PRIVATE LIMITED	900,000	900,000	9.87%	9.87%
CPR CAPITAL SERVICES LIMITED	758,518	-	8.32%	0.00%
SHRIRAM INSIGHT BROKERS LIMITED	-	674,440	0.00%	7.40%

SHARE RECONCILIATION STATEMENT	AS AT 31.03.2012	AS AT 31.03.2011
PARTICULARS	EQUITY	EQUITY
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	9,116,800.00	9,116,800.00
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	9,116,800.00	9,116,800.00

NOTE - 2

RESERVES AND SURPLUS

PROFIT & LOSS ACCOUNT (A)

OPENING BALANCE	25,160,525.00	24,280,388.00
ADD: PROFIT/(LOSS) OF CURRENT YEAR	(630,227.00)	1,100,171.00

ADD: SHARE APPLICATION MONEY FORFIETED DURING THE YEAR	1,000,000.00	-
TOTAL	25,530,298.00	25,380,559.00
LESS: TRANSFERRED TO RESERVE FUND	-	220,034.00
CLOSING BALANCE	25,530,298.00	25,160,525.00
TOTAL (A)		
RESERVE FUND (B)		
(As per Section 45 IC of RBI Act)		
OPENING BALANCE :	7,922,525.00	7,702,491.00
ADD: TFD. FROM PROFIT & LOSS A/C DURING THE YEAR	-	220,034.00
CLOSING BALANCE	7,922,525.00	7,922,525.00
TOTAL (B)		
TOTAL (A) + (B)		
	33,452,823.00	33,083,050.00

NOTE - 3 SHORT TERM BORROWINGS

LOAN FROM RELATED PARTIES (UNSECURED)

(INTEREST FREE LOAN REPAYABLE ON DEMAND)

- DMC Education Ltd.	-	741,000.00
- Gupta & Rakesh Associates	-	101,000.00
- Shark Communication Pvt. Ltd.	-	300,000.00
- Heena Developers Pvt. Ltd.	6,294,000.00	-
- North India Securities Pvt. Ltd.	493,065.00	-
- Suman S S Rolling Mills Pvt. Ltd.	1,060,000.00	-

TOTAL (A) **7,847,065.00** **1,142,000.00**

OTHER LOANS & ADVANCES (UNSECURED)

- JA Financial & Management Consultants Pvt. Ltd	-	4,100,000.00
- ILA Trading Company Pvt. Ltd.	1,500,000.00	
- L.M.S.S. Rolling Mills Pvt. Ltd.	2,900,000.00	

TOTAL (B) **4,400,000.00** **4,100,000.00**

TOTAL (A) + (B) **12,247,065.00** **5,242,000.00**

NOTE - 4

CURRENT LIABILITIES

Trade Payables	5,997,849.00	6,837,151.00
	5,997,849.00	6,837,151.00

NOTE - 5

OTHER CURRENT LIABILITIES

CREDIT BALANCE OF PNB	-	19,998,804.00
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OTHER CURRENT LIABILITIES

	-	-
- AUDIT FEES PAYABLE	31,500.00	31,500.00
- SALARY PAYABLE	606,150.00	325,750.00
- ACCOUNTING CHARGES PAYABLE	15,000.00	-
- TELEPHONE EXPENSES PAYABLE	19,470.00	-
- FILLING FEES PAYABLE	124.00	-
- ELECTRICITY EXPENSES PAYABLE	6,838.00	-

TOTAL (A)	679,082.00	20,356,054.00
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SHORT TERM PROVISIONS

PROVISION FOR FBT	-	20,173.00
PROVISION FOR INCOME TAX	7,954.00	491,971.00
WITHHOLDING TAX	118,228.00	88,677.00
GOVERNMENT DUES - (SERVICE TAX)	334,842.00	604,176.00

TOTAL (B)	461,024.00	1,204,997.00
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TOTAL (A) + (B)	1,140,106.00	21,561,051.00
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	AS AT	AS AT
	31st MARCH	31st MARCH
	,2012	,2011

NOTE-7

NON CURRENT INVESTMENTS

INVESTMENT IN EQUITY INSTRUMENTS

UNQUOTED :

20,000 EQUITY SHARES OF ARORA BUILDTECH PVT LTD @ Rs. 100/- EACH (RS. 90/- PREMIUM INCLUDED)	-	2,000,000.00
50,000 EQUITY SHARES OF C H P FINANCE PVT LTD. @ Rs. 100/- EACH (RS. 90/- PREMIUM INCLUDED)	-	5,000,000.00
1900 EQUITY SHARES OF DHINGRA ESTATES PVT LTD. @ Rs. 1000/- EACH (RS. 900/- PREMIUM INCLUDED)	-	1,900,000.00
30,350 EQUITY SHARES OF PIYANSHU S.S. ROLLING MILLS PVT LTD. @	-	3,035,000.00

IFL PROMOTERS LIMITED

D-161, IIND FLOOR, SURAJMAL VIHAR, DELHI - 110 092

**ANNUAL
REPORT
2011-12**

Rs. 100/- EACH (RS. 99/- PREMIUM INCLUDED)

30,000 EQUITY SHARES OF RAGHUNANDAN INDUSTRIES PVT LTD. @ Rs. 100/- EACH (RS. 90/- PREMIUM INCLUDED)	-	3,000,000.00
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10,000 EQUITY SHARES OF SUKH VARSHA PULSES PVT LTD. @ RS. 100/- EACH (RS. 90/- PREMIUM INCLUDED)	-	1,000,000.00
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23,600 EQUITY SHARES OF SUMAN S S ROLLING MILLS PVT. LTD. @ RS. 100/- EACH (RS. 99/- PREMIUM INCLUDED)	-	2,360,000.00
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1000 EQUITY SHARES OF E SYNERGY INFOSYSTEMS PVT LTD. @ RS .1000/- (RS. 990/- PREMIUM INCLUDED)	1,000,000.00	-
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3450 EQUITY SHARES OF ESSENCE TECHNOSERVICES PVT LTD. @ RS .1000/- (RS. 990/- PREMIUM INCLUDED)	3,450,000.00	-
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5700 EQUITY SHARES OF MAHESHWARI ELECTRICALS & MFRS PVT LTD. @ RS .500/- (RS. 490/- PREMIUM INCLUDED)	2,850,000.00	-
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2300 EQUITY SHARES OF SRR HEALTH SERVICES PVT LTD. @ RS .1000/- (RS. 990/- PREMIUM INCLUDED)	2,300,000.00	-
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1500 EQUITY SHARES OF SRR TECHNO SERVICES PVT LTD. @ RS .1000/- (RS. 990/- PREMIUM INCLUDED)	1,500,000.00	-
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13776 EQUITY SHARES OF PROMILA ROLLER FLOOR MILLS PVT LTD. @ RS 250/- (RS. 240/- PPREMIUM INCLUDED) {(P.YEAR 9000 SHARES @ RS. 250/- (RS. 240/- PREMIUM INCLUDED)}	3,444,000.00	2,250,000.00
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	14,544,000.00	20,545,000.00
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NOTE-8

DEFERRED TAX ASSETS

OPENING BALANCE	370,284.00	370,284.00
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DIFFERENCE BETWEEN DEPRECIATION UNDER INCOME TAX ACT, 1961 & COMPANIES ACT, 1956	17,767.00	
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DEFERRED TAX LIABILITY @ 30.90%	5,490.00	-
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	364,794.00	370,284.00
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NOTE-9

LONG TERM LOANS & ADVANCES

LOANS & ADVANCES TO RELATED PARTIES

- REGAL TOWERS PVT LTD.	-	1,068,000.00
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LOANS & ADVANCES TO OTHER PARTIES

- AMAN ASSOCIATES PVT LTD	-	8,141,720.00
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- A.P. GOYAL	260,000.00	260,000.00
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- ASHA RANI GUPTA	500,000.00	500,000.00
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- ARISTOCRAT INTERNATIONAL PVT LTD.	2,000,000.00	2,000,000.00
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- CLINTUS NETWORK LTD.	-	400,000.00
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- GITANJLI	432,000.00	432,000.00
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- GLORY CONSTRUCTION PVT LTD.	-	272,000.00
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- JAI DURGA ENTERPRISES	-	3,000,000.00
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- MAHENDER SINGH	2,102,000.00	2,102,000.00
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- MANSAGAR ENTERPRISES	-	282,508.00
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- OTHER LOANS & ADVANCES	3,132,380.00	3,132,380.00
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- PARADIGM ADVERTISING PVT LTD	500,000.00	500,000.00
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- PERT CONSULTANTS LTD.	3,006,800.00	3,006,800.00
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- PIYANSHU S.S. ROLLING MILLS (P) LTD.	1,140,000.00	775,000.00
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- SETH MEDICALS PVT LTD.	1,500,000.00	1,500,000.00
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- VIBHUTI IMPEX (INDIA) PVT LTD.	1,750,000.00	1,780,800.00
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- ZILE SINGH	5,002,720.00	3,002,720.00
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TOTAL (A)	<u>21,325,900.00</u>	<u>32,155,928.00</u>
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OTHER NON CURRENT ASSETS

MISC EXPENDITURE

(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)

OPENING BALANCE	60,687.00	82,520.00
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LESS : WRITTEN OFF DURING THE YEAR	<u>21,833.00</u>	<u>21,833.00</u>
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TOTAL (B)	<u>38,854.00</u>	<u>60,687.00</u>
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TOTAL (A) + (B)	21,364,754.00	32,216,615.00
<u>NOTE-10</u>		
<u>TRADE RECEIVABLES</u>		
TRADE RECEIVABLES OUTSTANDING FOR A PERIOD LESS THAN SIX MONTHS		
- UNSECURED CONSIDERED GOOD	1,997,400.00	6,801,982.00
TRADE RECEIVABLES OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS		
- UNSECURED CONSIDERED GOOD	3,512,891.00	3,842,357.00
	5,510,291.00	10,644,339.00
TRADE RECEIVABLES STATED ABOVE INCLUDES AMOUNTS DUE BY:		
-PRIVATE COMPANIES IN WHICH DIRECTOR IS A DIRECTOR	2,110,842.00	1,535,422.00
	AS AT 31st MARCH ,2012	AS AT 31st MARCH ,2011

NOTE-11

CASH & CASH EQUIVALENTS

CASH IN HAND	114,383.00	58,129.00
<u>BALANCE WITH BANKS:</u>		
IN CURRENT ACCOUNT	400,971.00	-
	515,354.00	58,129.00

NOTE-12

SHORT TERM LOANS & ADVANCES

LOANS & ADVANCES TO RELATED PARTIES:

- UNSECURED CONSIDERED GOOD		
- HEENA DEVELOPERS PVT LTD	-	253,000.00
- AMAN ASSOCIATES PVT LTD.	8,141,720.00	-
- CUSP INFRA PROJECTS LTD.	70,000.00	-
- GLORY CONSTRUCTION PVT LTD.	272,000.00	-
- REGAL TOWERS PVT LTD.	1,068,000.00	-
- SHIKHA DEVELOPERS LTD.	500,000.00	-

OTHER SHORT TERM LOANS & ADVANCESADVANCE RECOVERABLE IN CASH OR IN KIND OR FOR
VALUE TO BE RECEIVED IN CONSIDERATION

- C H P FINANCE PVT LTD	12,455,000.00	-
- DEEPAK GAUTAM	1,000,000.00	-
- ISHAN CHAUDHARY	1,000,000.00	-
- MANOJ SINGH BISHTH	-	500,000.00
- MASTER JI METALLOYS PVT LTD.	-	20,000,000.00
- NEELAM SALUJA	1,300,000.00	-
- SACHIN SALUJA	800,000.00	-
- SHIKHA DEVELOPERS PVT LTD. SHARE APPLICATION MONEY	-	500,000.00
- BLACK FOX FINANCIAL PVT LTD.	-	4,500,000.00
- C H P FINANCE PVT LTD	-	12,541,000.00
- GANPATI REALTORS PVT LTD.	-	720,000.00
- HI-TECH COMPUTECH PVT LTD.	-	1,286,800.00
- HI-TECH COMVISION LTD.	-	1,000,000.00
- KRISHNA INFOMEDIA LTD.	-	1,000,000.00
- L.M.S.S. ROLLING MILLS PVT LTD.	-	3,550,000.00
- NEGOLICE INFOTECH LTD.	-	600,000.00
- PETUNIA INFOTECH PVT LTD.	-	1,000,000.00
SECURITY DEPOSITS	125,000.00	125,000.00
ADVANCE AGAINST PROPERTY	28,000,000.00	-
<u>BALANCE WITH GOVERNMENT AUTHORITIES</u>		
- ADVANCE INCOME TAX	815,000.00	815,000.00
- ADVANCE FBT TAX	-	1,200.00
- MAT ADJUSTMENTS	200,854.00	200,854.00
- TDS 2005-06	-	16,486.00
- TDS 2006-07	-	(23,482.00)

- TDS 2008-09	9,079.00	9,079.00
- TDS 2009-10	31,600.00	31,600.00
- TDS 2010-11	-	650,053.00
- TDS INTEREST RECEIVED	196,295.00	196,295.00
	55,984,548.00	49,472,885.00

LOANS & ADVANCES STATED ABOVE INCLUDES AMOUNTS DUE BY:

-PRIVATE COMPANIES IN WHICH DIRECTOR IS A DIRECTOR	70,000.00	1,539,800.00
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NOTE-13

REVENUE FROM OPERATIONS

INFRASTRUCTURE BUSINESS INCOME	5,561,520.00	4,615,218.00
COMMISSION INCOME	-	5,865,782.00
INTEREST RECEIVED	-	4,141,195.00
PROFIT ON SALE OF SHARES	3,686,700.00	-
	9,248,220.00	14,622,195.00

NOTE-14

OTHER INCOME

INTEREST ON INCOME TAX REFUND	4,698.00	-
MISC. INCOME	23,483.00	-
	28,181.00	-

NOTE-15

COST OF MATERIALS CONSUMED

CEMENT , RODI AND SAND(RAW)	722,440.00	568,500.00
CONSTRUCTION CHARGES	643,801.00	274,850.00
EQUIPMENT HIRE CHARGES	520,430.00	347,500.00
FUEL EXPENSES	375,630.00	356,800.00
LABOUR CHARGRES	761,080.00	341,520.00
	3,023,381.00	1,889,170.00

NOTE-16

EMPLOYEE BENEFIT EXPENSES

SALARY & WAGES	3,515,460.00	2,820,360.00
STAFF WELFARE	295,710.00	143,645.00
	3,811,170.00	2,964,005.00

NOTE-17

FINANCE COSTS

BANK CHARGES	6,993.00	3,219.00
	6,993.00	3,219.00

	AS AT	AS AT
	31st MARCH	31st MARCH
	,2012	,2011

NOTE-18

OTHER EXPENSES

ACCOUNTING CHARGES	60,000.00	-
ADVERTISING EXPENSES	56,338.00	41,684.00
AUDITORS REMUNERATION	35,000.00	35,000.00
AUDIT OUT OF POCKET EXP.	16,600.00	2,530.00
A.G.M & E.G.M. EXPENSES	54,710.00	26,850.00
BOARD MEETING EXPENSES	11,500.00	-
BOOKS & PERIODICALS	10,644.00	-
BUSINESS PROMOTION	161,080.00	67,650.00
CONVEYANCE EXPENSES	114,053.00	87,392.00
COMPUTER EXP.	12,740.00	-
DIRECTOR SITTING FEES	36,000.00	25,000.00
DIWALI EXPENSES	125,700.00	-
DONATION	500,000.00	-
ELECTRICITY EXPENSES	69,308.00	31,660.00
FOOD & BEVERAGES	34,600.00	39,420.00
FILING , LISTING & CUSTODIAL FEE	36,308.00	104,454.00

MISCELLANEOUS EXPENSES	59,233.00	38,170.00
POSTAGE & COURIER	40,759.00	60,320.00
PRELIMINARY EXPENSES	21,833.00	21,833.00
PRINTING & STATIONERY	50,905.00	37,590.00
LEGAL & PROFESSIONAL CHARGES	122,566.00	174,615.00
MAINTENANCE EXPENSES	-	326,500.00
RENT	180,000.00	168,000.00
TELEPHONE EXPENSES	66,383.00	68,680.00
TRAINING CHARGES	80,000.00	-
WATER CHARGES	26,309.00	3,240.00
WEBSITE DESIGNING CHARGES	59,900.00	-
	<u>2,042,469.00</u>	<u>1,360,588.00</u>

IFL PROMOTERS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(in Rupees)

PARTICULARS	As at 31-03-2012	As at 31-03-2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(Loss) before tax	(6.17)	15.92
Add: Adjustments for Depreciation	0.13	
Add: Preliminary Expenses Written off	0.22	0.22
Operating Profit after tax before working	(5.82)	16.14
Capital changes, Adjustment for:		
Trade and other receivables	51.34	(40.46)
Trade payables	(8.39)	77.20
Other Current Liabilities	(4.30)	0.00
Loans and Advances	43.18	(301.60)
Cash Flow from Operating Activities		
Net Cash Flow from Operating Activities (A)	76.01	(248.72)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	-	(19.50)
Purchase of Fixed Assets	(1.51)	-
Sale of Investments	60.01	
Net Cash used in Investing Activities (B)	58.50	(19.50)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	116.25
Proceeds from Unsecured Loan	70.05	(48.24)
Net Cash from financing activities (C)	70.05	68.01
Net Inflow/(Outflow) [A + B + C]	204.56	(200.21)
Closing Balance of Cash and cash equivalents		
Cash In Hand	1.14	0.58
Balance With Current Accounts	4.01	(199.99)
	5.15	(199.41)
Less: Opening Balance of Cash and cash equivalents		
Cash In Hand	0.58	0.78
Balance With Current Accounts	(199.99)	0.02

	<u>(199.41)</u>	<u>0.80</u>
Net increase in cash and cash equivalents	<u>204.56</u>	<u>(200.21)</u>

As per our Report of even date attached

For & on behalf of the Board of Directors

For J. Kumar & Associates

Firm Regn. No. : 016917N

Chartered Accountants

Sd/-
Anjana Gupta
(Director)
00059090

Sd/-
Shri Kishan Gupta
(Director)
00043857

Sd/-

Jitendra Kumar

Proprietor

Membership No. 073856

Place : New Delhi

DATE : 09.08.2012

AUDITORS CERTIFICATE ON CASH FLOW

We have verified the above Cash Flow Statement of IFL Promoters Limited, derived from the Audited Financial Statement for the year ended 31st March, 2012 and found the same be drawn in accordance therewith and also with the requirements on Clause 32 of Listing Agreement with Stock Exchange.

For Jitendra Kumar & Associates
Chartered Accountant
FRN : 016917N

Sd/-
(Jitendra Kumar)
Proprietor
Member No.: 073856

Place: New Delhi
Dated: 09.08.2012

IFL PROMOTERS LIMITED

NOTE-19

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON THE BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2012.

1.0 SIGNIFICANT ACCOUNTING POLICIES

1.1 METHOD OF ACCOUNTING:

- A) The company follows the mercantile system of accounting & recognizes income & expenditure on accrual basis.
- B) Financial statements are prepared on the historical cost convention and on the principles of going concern, and in accordance with the prevalent accounting standards as applicable except as stated otherwise.
- C) Accounting policies not specifically referred to otherwise, are consistent & in accordance with the generally accepted accounting principles followed by the company.

1.2 REVENUE RECOGNITION

Revenue is recognized only when it is earned & its collection is reasonably certain.

1.3 FIXED ASSETS:

Fixed assets are stated at cost of acquisition inclusive of freight, duties & taxes and incidental expenses less accumulated depreciation.

1.4 INVESTMENTS:

Investments are valued at cost of acquisition, which includes the brokerage and stamp duty. Dividend credited/debited for the ex-dividend/cum-dividend transactions are considered with the cost of acquisition of the investments.

1.5 DEPRECIATION:

Depreciation is charged on a pro-rata basis on the Written down Method as per the rates and in the manner prescribed under the Schedule XIV to the Companies Act, 1956.

1.6 CONTINGENT LIABILITY

Contingent liabilities are determined on the basis of available information and are disclosed by way of Notes to the Accounts.

1.7 EMPLOYEE BENEFITS:

Since there is no employee in the Company who has completed 5 years of service till the end of this financial year so no provision for gratuity has been made in these financial statements.

2.0 NOTES FORMING PART OF ACCOUNTS:

2.1 In the opinion of the Board, all the current assets, loans and advances are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of the business.

2.2 INVESTMENTS:

During the year, The Company has sold Investments in cash at par as per details given below.

Particulars	Date of Transfer	Amount
1 CHP Finance Pvt Ltd.	18.07.2011	13, 35,000/-
2 CHP Finance Pvt Ltd.	05.09.2011	7, 50,000/-
3 CHP Finance Pvt Ltd.	05.11.2011	7,50,000/-
4 CHP Finance Pvt Ltd.	08.12.2011	9,00,000/-
5 Dhingra Estates	12.04.2011	9,00,000/-
6 HI-Techom Vision Limited	01.02.2012	7,75,000/-
7 Promilla Rolling Floors Mills Pvt Ltd.	01.05.2011	18,00,000/-

2.3 The Company is in process of obtaining confirmation of Balance in respect of Trade Receivables, Trade Payables, Loans, and Advances etc. Necessary adjustment, if any, will be made on receipts and reconciliation of such balance. In view of above, such balances are stated as per Books of Accounts only.

2.4 The Company has given Rs. 80 Lakhs to Dinesh Aggarwal as advance against Property on or before 13.06.2011. Similarly Rs. 2 Crore advance given to Vijay Kumar Gupta on or before 28.05.2011 against property of 10 Crore and Vendee agrees to receive the Remaining consideration 8 Crore on or before 30.09.2011. But the company could not pay the remaining consideration on time due to insufficient of funds. The management has requested to vendee to extend the time for remaining payment & got the same.

2.5 AUDITORS REMUNERATION:

Audit Fee	35000.00	37530.00
Total	----- 35000.00	----- 37530.00

2.6 **CONTINGENT LIABILITIES:** Nil Nil

2.7 SEGMENT REPORTING (AS-17)

As per management, the Company is engaged in two segments NBFC & Infra related activities.

Segment Wise, Revenue & Expenditure as on 31st March 2012 (on basis information provided by the Management)

Particulars	Segments		Consolidated(Amount in Rs.)
	NBFC	INFRA	
Income	36,86,700	55,61,520	92,48,220/-
Expenses			
Cost of Materials	Nil	30,23,381	30,23,381
Job Work	Nil	8,36,110	8,36,110
Staff Cost	36,22,540	15,40,352	38,11,170
Other Expenses	5,21,878	15,40,352	20,62,230
Total Expenses	41,44,418	55,88,473	97,32,891

2.8 RELATED PARTY INFORMATION (AS-18)

A Related Party Relationship

i. Associate Company:

Heena Developers Private Limited
 Hitech Computech Pvt Ltd.
 CUSP Infra Projects Limited
 DMC Institute of Employability Private Limited
 DMC Education Limited
 North India Securities Private Limited
 Shark Communications Private Limited
 Suman Rolling Mills Private Limited

ii. Key Management Personnel:

Tilak Raj Anand
 Shri Kishan Gupta
 Anjana Gupta
 Sanjay Singhal

B Related Party Transactions

PARTICULARS	Opening balance	Received	Paid	Closing Balance	Maximun outstanding
North India Securities Pvt. Ltd (Trading of Goods)	23,06,935 Dr	31,00,000	7,93,065	Nil	26,06,935 Dr.
North India Securities Pvt. Ltd (Loan Taken)	Nil	4,93,065	Nil	4,93,065 Cr.	4,93,065 Cr.
Hi-Tech Computech Pvt. Ltd (Trading of Goods)	12,86,800 Dr.	Nil	12,86,200	Nil	12,86,800 Dr.
Heena Developers Pvt. Ltd. (Trading of Goods)	2,53,000 Dr.	Nil	2,53,000	Nil	2,53,000 Dr.
Heena Developers Pvt Ltd. (Loan Taken)	Nil	94,00,000	31,06,000	62,94,000 Cr.	42,97,000 Cr.
Cusp Infra Projects Ltd (Loan Given)	Nil	Nil	70,000	70,000 Dr.	70,000 Dr.

Cusp Infra Projects Ltd (Trading of Goods)	Nil	Nil	5,75,420	5,75,420	5,75,420 Dr.
DMC Institute of Employability Skills Pvt Ltd. (Trading of Goods)	4,94,520 Dr.	4,94,520	Nil	Nil	4,94,520 Dr.
DMC Institute of Employability Skills Pvt Ltd. (Loan Taken)	Nil	10,20,000	10,20,000	Nil	10,00,000 Cr.
Gupta & Rakesh Associates (Laon Taken)	1,01,000 Cr.	Nil	1,01,000	Nil	1,01,000 Cr.
Shark Communications Pvt. Ltd. (Loan Taken)	3,00,000 Cr.	Nil	3,00,000	Nil	3,00,000 Cr.
Suman S S Rolling Mills Pvt. Ltd. (Loan Taken)	Nil	10,60,000	Nil	10,60,000 Cr.	10,60,000 Cr.

2.9 ACCOUNTING FOR TAXES ON INCOME (AS-22):

a) Deferred tax liability :

Up to 31.03.2011 on account of
Timing Difference in Depreciable Assets Nil.

Add: DTL Rs. 5490

Deferred Tax Liability up to 31-3-12 Rs. 5490/-

2.10 Information pursuant to part II of the Companies Act 1956:

i) No of employees who are in receipt of remuneration of Rs. 60, 00,000/- or more if employed full year or Rs. 5, 00,000/- or more per month if employed for part of the year.

Nil (Previous year Nil)

ii) Earning in Foreign Currency **Nil** (Previous year Nil)

iii) Expenditure in Foreign Currency **Nil** (Previous year Nil)

2.11 According to the information available with the company, there is no amount due to Micro, Small & Medium Enterprises as at 31st March, 2012.

2.12 Previous year figures have been reclassified & regrouped wherever necessary.

As per our attached report of even date

For J. Kumar & Associates

Firm Regn.No. 016917N

Chartered Accountants

Sd/-

Jitendra Kumar

Proprietor

M No. 073856

Place: New Delhi

Date: 09.08.2012

for & on behalf of the Board of Directors

IFL Promoters Limited

Sd/-

Anjana Gupta

(Director)

(00059090)

Sd/-

S. K. Gupta

(Director)

(00043857)

IFL PROMOTERS LIMITED**Regd. Office : D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092****PROXY FORM**

I/We _____
 R/o _____ being member/members of the
 above _____ Named _____ Company _____ hereby
 appoint _____ of _____
 _____ or _____ failinghim/her _____
 of _____ as my/our Proxy to vote for me/us behalf at the 20th Annual
 General Meeting of the Company to be held on 29th September, 2012 at 11.30 a.m. at D-161, IInd Floor, Suraj Mal
 Vihar, Delhi - 110 092 and at any adjourned meeting thereof.

Signed this _____ day of _____ 2012.

Signature _____

Regd. Folio No. _____

DP. Id. No.* _____

Client Id No.* _____

No. of Shares _____

Address _____

Affix Revenue Stamp

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

→-----Tear Here-----←

IFL PROMOTERS LIMITED**Regd. Office: D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092****ATTENDANCE SLIP**

Regd. Folio No. _____

DP. Id. No.* _____

Client Id No.* _____

Mr./Ms. _____

Father's/Husband's Name _____

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

I hereby record my presence at the 20th Annual General Meeting of the Company at D-161, IInd Floor, Suraj Mal Vihar, Delhi - 110 092 on 29th September, 2012._____
Members'/Proxy's Name in BLOCK Letters_____
Members'/Proxy's Signature**Note:**

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

* Applicable for investors holding shares in electronic form.