

# IFL ENTERPRISES LIMITED

CIN: L74110GJ2009PLC151201

**Registered Office:** Office No. 412, 4th floor Shilp Zaveri, Samruddhi Soc., Nr. Shyamal cross  
Road, Satellite, Ahmedabad-380015

**Tel:** 7990080239; **e-mail id:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com)

**Website:** [www.ifllimited.com](http://www.ifllimited.com)

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To,

Date: 19<sup>th</sup> June, 2025

<b>The Manager, BSE Limited Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001</b>	<b>Scrip Code: 540377 Symbol: IFL ISIN: INE714U01024</b>
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**Sub: Submission of Right Issue Documents i.e. Letter of Offer, Abridge Letter of Offer, Right Entitlement Letter and Application Form.**

**Ref: Earlier announcement dated 9<sup>th</sup> June, 2025 and 16<sup>th</sup> June, 2025 regarding Right Issue of IFL Enterprises Limited**

Dear Sir/Ma'am,

We are submitting herewith the following Document for Right Issue as per our earlier announcement dated 9<sup>th</sup> June, 2025 and 16<sup>th</sup> June, 2025 as Follows:

1. Letter of Offer
2. Abridge Letter of Offer
3. Right Entitlement Letter
4. Application Form

This is for your information and record.

Thanking you,

**For and on behalf of  
IFL Enterprises Limited**

**Meet Sureshbhai Chhatrala  
Director  
DIN: 10778872**

**Encl: As above**



## LETTER OF OFFER

June, 16<sup>th</sup> 2025

*For Eligible Equity Shareholders only*



### IFL ENTERPRISES LIMITED

Our Company was originally incorporated as “Sarthak Suppliers Private Limited” on January 23, 2009 as a Private Limited Company under the Companies Act, 1956, by the Registrar of Companies, Delhi and Haryana. However, subsequently, the name of our Company was changed from “Sarthak Suppliers Private Limited” to “IFL Enterprises Private Limited” and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Delhi and Haryana at New Delhi on January 27, 2016. Further, our Company was converted into a public limited company and the name of the Company was changed to “IFL Enterprises Limited” on February 18, 2016 and a fresh Certificate of Incorporation consequently upon change of name was granted by the Registrar of Companies, Delhi and Haryana. For further details of change in name and registered office of our Company, please refer to "General Information" beginning on page 37 of this Letter of Offer.

**Corporate Identity Number:** L74110GJ2009PLC151201

**Registered Office:** Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015

**Contact person:** Mr. Gurdeep Singh, Company Secretary and Compliance Officer

**Telephone:** + 91-7990080239 | **E-mail id:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com) | **Website:** [www.ifllimited.com](http://www.ifllimited.com)

**<sup>S</sup>PROMOTER OF OUR COMPANY: MR. NISHANT SUBHASHCHANDRA GANDHI**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF IFL ENTERPRISES LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY**

**NEITHER OUR COMPANY NOR OUR PROMOTER HAS BEEN DECLARED AS A WILFUL DEFAULTER OR A FRAUDULENT BORROWER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY**

**ISSUE OF UPTO 49,47,19,229 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1 /- EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 1 /- PER EQUITY SHARE AGREEGATING UPTO ₹ 4947.19 /- LAKHS<sup>#</sup> ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 60 (SIXTY) EQUITY SHARE(S) FOR EVERY 91 (NINETY-ONE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, 13<sup>th</sup> JUNE, 2025 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 266 OF THIS LETTER OF OFFER.**

**# Assuming full subscription.**

#### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the investors is invited to "**Risk Factors**" beginning on page 19 of this Letter of Offer before making an investment in this Issue.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respects.

## LISTING

The existing Equity Shares are listed on BSE Limited ("BSE") (the "Stock Exchange"). Our Company has received 'in-principle' approval from the BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide letter dated May 19, 2025. Our Company will also make application to the Stock Exchange to obtain their trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

## REGISTRAR TO THE ISSUE



### Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

Telephone: 011-40450195; Email: [admin@skylinerta.com](mailto:admin@skylinerta.com),

Website: [www.skylinerta.com](http://www.skylinerta.com); Investor grievance e-mail: [investors@skylinerta.com](mailto:investors@skylinerta.com)

Contact Person: Mr. Anuj Rana

SEBI Registration No.: INR000003241

Validity of Registration: Permanent

## ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATIONS*	ISSUE CLOSSES ON <sup>#</sup>
Monday, 23 <sup>rd</sup> June, 2025	Wednesday, 25 <sup>th</sup> June, 2025	Monday, 30 <sup>th</sup> June, 2025

\* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

# Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

\$Our Company has submitted the application to BSE regarding the reclassification of its erstwhile promoters.

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Letter of offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Letter of offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.*

*References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act, Takeover Regulations, or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 52 and 76 respectively of this Letter of offer, shall have the meaning given to such terms in such sections.*

#### Company and Industry Related Terms

Term	Description
"Our Company" or "the Company" or "the Issuer"	IFL Enterprises Limited incorporated under the Companies Act 1956, having its Registered office situated at Office No. 412, 4 <sup>th</sup> Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015.
"Articles of Association" or "Articles"	The articles of association of our Company, as amended from time to time.
"Audit Committee"	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 177 of the Companies Act, 2013.
"Board" or "Board of Directors"	The board of directors of our Company or a duly constituted committee thereof or its duly authorised individuals.
"Company Secretary and Compliance Officer"	Mr. Gurdeep Singh, the Company Secretary and the Compliance Officer of our Company.
Directors	Directors on the Board, as may be appointed from time to time
Equity Shareholders	Holders of Equity Share(s), from time to time
Equity Shares	Equity shares of face value of ₹1/- each of our Company
"Financial Information"	Collectively the Financial Statements, unless otherwise specified in context thereof.
Independent Director	Independent directors on the Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "Our Management" beginning on page 63 of this Letter of offer.
Key Managerial Personnel	The key managerial personnel of our Company as per the definition provided in Regulation 2(1) (bb) of the SEBI ICDR Regulations.
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Letter of offer.
Memorandum of Association or MOA	The memorandum of association of our Company, as amended from time to time.
Promoter	The promoter of our Company namely Mr. Nishant Subhashchandra Gandhi.
Promoter Group	The promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations.
Registered and Corporate Office	Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015
Financial Statements	The audited financial statements of our Company prepared in accordance with Indian

<b>Term</b>	<b>Description</b>
	Accounting Standards for the Financial Years ended on March 31, 2025, 2024 & 2023.
Statutory Auditors	M/s. Parin Patwari & Co., Chartered Accountants

#### **Issue Related Terms**

<b>Term</b>	<b>Description</b>
2009 ASBA Circular	The SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009
2011 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011
2020 ASBA Circular	The SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
2022 ASBA Circular	The SEBI Circular SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022
"Abridged Letter of Offer" or "ALOF"	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
"Allotment", "Allot" or "Allotted"	Allotment of Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Axis Bank Limited.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Person(s) who is Allotted Equity Shares pursuant to Allotment
Applicant(s) or Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of this Letter of offer
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Investor to make an application for the Allotment of Equity Shares in the Issue
Application Money	Aggregate amount payable at the time of application i.e. ₹ 1.00/- in respect of the Equity Shares applied for in the Issue at the Issue Price.
"Application Supported by Blocked Amount" or "ASBA"	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing

Term	Description
	reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Axis Bank Limited, the Allotment Account Bank(s) to the Issue
Banker to the Issue Agreement	Agreement dated 09 <sup>th</sup> June, 2025 amongst our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application for the Equity Shares.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in " <b>Terms of the Issue</b> " beginning on page 266 of this Letter of offer.
Consolidated Certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form.
"Controlling Branches" or "Controlling Branches of the SCSBs"	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer	This Draft Letter of Offer dated March 08, 2025 filed with the Stock Exchange.
Eligible Equity Shareholder (s)	Holder(s) of the Equity Shares of our Company as on the Record Date.
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, Friday, 13 <sup>th</sup> June, 2025 and the Renouncee(s)
ISIN	International securities identification number of the Company being INE714U01024
Issue / Rights Issue	Issue of up to 49,47,19,229 Equity Shares of face value of ₹1/- each of our Company for cash at a price of ₹ 1/- per Rights Equity Share not exceeding ₹ 4947.19/- lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of 60 (Sixty) Equity Share(S) For Every 91 (Ninety-One) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. Friday, 13 <sup>th</sup> June, 2025.
Issue Opening Date	Monday, 23 <sup>rd</sup> June, 2025
Issue Closing Date	Monday, 30 <sup>th</sup> June, 2025
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ 1/- per Equity Share
Issue Proceeds or Gross Proceeds	Gross proceeds of the Issue
Issue Size	Amount aggregating up to ₹ 4947.19/- Lakhs <sup>#</sup> <sup>#</sup> Assuming full subscription
Letter of Offer	The Letter of Offer dated June 16, 2025 filed with the Stock Exchange
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations.

<b>Term</b>	<b>Description</b>
Fraudulent Borrower	Company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrower issued by RBI.
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, see " <i>Objects of the Issue</i> " beginning on page 45 of this Letter of offer.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before Wednesday, 25 <sup>th</sup> June, 2025
"Qualified Institutional Buyers" or "QIBs"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Equity Shares, being Friday, 13 <sup>th</sup> June, 2025.
Refund Bank (s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being Axis Bank Limited
Registrar to the Issue / Registrar/ RTA	Skyline Financial Services Limited
Registrar Agreement	Agreement dated 09 <sup>th</sup> June, 2025 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee (s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. Monday, 23 <sup>rd</sup> June, 2025 Such period shall close on Monday, 30 <sup>th</sup> June, 2025 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
RE ISIN	ISIN for Rights Entitlement i.e., INE714U20024
Rights Entitlement(s)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being 60 (Sixty) Rights Equity Shares for 91 (Ninety-One) Equity Shares held by an eligible shareholder. The Rights Entitlements with a separate ISIN: INE714U20024 will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date. Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>

<b>Term</b>	<b>Description</b>
Stock Exchanges	Stock exchange where the Equity Shares are presently listed, being BSE.
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Ahmedabad are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Ahmedabad are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

### **Conventional and General Terms/Abbreviations**

<b>Term</b>	<b>Description</b>
"₹", "Rs. ", "Rupees" or "INR"	Indian Rupees
Adjusted loans and advances	Adjustment in the nature of addition to the loans and advances made in relation to certain loans which are treated as investments under Ind AS, but considered as loans by our Company
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AUM	Assets under management
AY	Assessment year
BSE	BSE Limited
CAGR	Compound annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
DIN	Director Identification Number
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation and amortization expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
EPS	Earnings per Equity Share
FCNR Account	Foreign currency non-resident account
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal Year	Period of 12 months ended March 31 of that particular year, unless otherwise stated

<b>Term</b>	<b>Description</b>
or Fiscal	
FIR	First information report
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GoI or Government	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income-Tax Act, 1961
Ind AS	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended
IFRS	International Financial Reporting Standards
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
ITAT	Income Tax Appellate Tribunal
LTV	Loan to value ratio
MCA	Ministry of Corporate Affairs
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31
Net Worth	Aggregate of Equity Share capital and other equity
NBFC	Non-banking financial companies
NCD(s)	Non-convertible debentures
NHB	National housing bank
NPA(s)	Non-performing assets
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
PAN	Permanent account number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act

<b>Term</b>	<b>Description</b>
RoC	Registrar of Companies, Ahmedabad
RTGS	Real time gross settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Stock Exchanges	BSE
STT	Securities transaction tax
Supreme Court	Supreme Court of India
TAT	Turn around time
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
"U.S.\$ ", "USD" or "U.S. dollar"	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
"USA", "U.S. " or "United States"	United States of America
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

## NOTICE TO INVESTORS

The distribution of this Letter of offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email this Letter of offer, and courier the Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Letter of offer will be provided, through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Investors can also access this, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Letter of offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Letter of offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Letter of offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

**THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

## **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Letter of offer/ Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Letter of offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Letter of offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Advisor to the Issue are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE ADVISOR TO THE ISSUE OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

## **ENFORCEMENT OF CIVIL LIABILITIES**

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors and all Executive

Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the “Civil Procedure Code”). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

*This place has been left blank intentionally*

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

### Certain Conventions

All references to "India" contained in this Letter of offer are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Letter of offer is in Indian Standard Time ("IST"). Unless indicated otherwise, all references to a year in this Letter of offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of offer are to the page numbers of this Letter of offer.

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of offer has been derived from our Financial Statements. For details, please see "**Financial Information**" beginning on page 76 of this Letter of offer. Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GoI has adopted the Indian accounting standards ("**Ind AS**"), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Ind AS Rules**").

The Financial Statements of our Company for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared in accordance with Ind AS, as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees.

In this Letter of offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in the Financial Statements in whole numbers and in this Letter of offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Letter of offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of offer should accordingly be limited. For further information, see "**Financial Information**" beginning on page 76 of this Letter of offer.

Certain figures contained in this Letter of offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of offer rounded-off to such number of decimal points as provided in such respective sources. In this Letter of offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in

certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

### Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs. " are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US\$" or "\$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Letter of offer in "lakh" or "Lac" units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**", and "**Management's Discussion and Analysis of Financial Conditions and Results of Operation**" beginning on page 19, 60 and 245 and elsewhere in this Letter of offer, unless otherwise indicated, have been calculated based on our Financial Information.

### Exchange Rates

This Letter of offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Sr. No.	Name of the Currency	Exchange rate as on (in ₹)		
		March 31, 2025	March 31, 2024	March 31, 2023
1.	United States Dollar	85.58	83.37	82.21

(Source: RBI reference rate [www.rbi.org.in](http://www.rbi.org.in))

Note: In case March 31 of any of the respective years / period is a public holiday, the previous Working Day not being a public holiday has been considered.

### Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "**Risk Factors**" beginning on page 19 of this Letter of offer. Accordingly, investment decisions should not be based solely on such information.

**The extent to which the market and industry data used in this Letter of offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.**

## FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of offer that are not statements of historical fact constitute 'forward looking statements.' Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of offer that are not historical facts.

These forward-looking statements contained in this Letter of offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- Changes in government policies and the regulatory frameworks supporting renewable energy development
- Fluctuations in foreign currency exchange rate, which may harm our results of operations;
- Our ability to maintain and enhance our business segments;
- Our ability to maintain relationships with third parties such as contract manufacturers for our clothing segment;
- Our recent venture in new business segments;
- Our manufacturing facility being inoperative;
- Our negative cash flows and losses in the past;
- Non-obtaining of insurance coverage;
- Inability to protect the intellectual property that we use;
- Our ability to maintain our market position and to compete effectively against existing or potential competitors;
- Our inability to attract and retain skilled personnel;
- Our ability to manage our operations at our current size or to manage any future growth effectively; and
- Our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages **19, 60, and 245** respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views of our Company as at the date of this Letter of offer and are not a guarantee or assurance of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors, the Advisor to the Issue nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Letter of offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Letter of offer until the time of receipt of the listing and trading permissions from the Stock Exchanges.

*This place has been left blank intentionally*

## SUMMARY OF LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Letter of offer, including the sections titled "**Risk Factors**", "**The Issue**", "**Capital Structure**", "**Objects of the Issue**", "**Industry Overview**", "**Our Business**", "**Outstanding Litigation and Material Developments**" and "**Terms of the Issue**" beginning on pages 19, 35, 43, 54, 60, 253 and 266 respectively of this Letter of offer.

### 1. Summary of Industry

Our company is engaged in the following industries: Trading of all type of papers, all types of metals and metal compounds, dealing in shares & securities, act as Commission agent Stockiest on whole-sale and retail basis, agriculture industry.

The trading industry is like the bustling heart of the global economy, where goods and services flow between businesses and consumers. Picture a marketplace where everything from toothbrushes to high-tech gadgets changes hands. In this dynamic sector, companies buy and sell a vast array of products, creating a web of interconnected transactions. It's not just about physical goods, though; services, information, and ideas are also part of the trade. The industry thrives on constant movement, adapting to changing trends, consumer preferences, and economic conditions. It's essentially the engine that keeps the world of commerce running, linking producers to consumers and fostering a network of exchanges that shapes our daily lives.

The trading industry plays a crucial role in the global economy, influencing everything from individual savings to corporate investments. It's a dynamic world where information, timing, and strategy are key, making it both exciting and challenging for those involved.

*For details, please refer to chapter titled "**Industry Overview**" on page 54 of this Letter of offer.*

### 2. Summary of Business

Our company is engaged in the business of manufacturing, importing & exporting, trading of all type of paper for writing, wrapping, kraft and semi-kraft, and to do all types of metals and metal compounds whatsoever, whether ferrous or non-ferrous and trading, transporting, storing, developing, promoting, marketing or supplying, dealing in all type of goods on retail and wholesale basis in India or elsewhere and also act as Commission agent Stockiest on behalf of others.

Further, the company also operates as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured / dealt with/ provided by the Company.

Also, to purchase or acquire, hold, trade, deal and further to dispose of any right, stake or controlling interest in the shares, stocks, debenture stock, bonds, all commodities and commodity derivatives, currency including their derivatives and Future & Options of shares /index or securities of companies or partnership firms either singly or jointly with any other person(s), body corporate or partnership firm carrying out or proposing to carry out any activity in India or in any other part of the world and to purchase, acquire, trade, invest, construct or otherwise deal in any kind of immoveable property.

*For details, please refer to chapter titled "**Our Business**" on page 60 of this Letter of offer.*

### 3. Our Promoter

The Promoter of our company is Mr. Nishant Subhashchandra Gandhi.

*(The Company was acquired by above-mentioned promoter through Share Purchase Agreement (SPA) dated December 09, 2021 and Letter of Offer dated February 01, 2022 in terms of Regulation 4 of SEBI (SAST) Regulations, 2011.)*

*(Our Company has submitted Application to BSE regarding the reclassification of its erstwhile promoters).*

*For further details please see chapter titled "Our Promoters" beginning on page 71 of this Letter of offer.*

### 4. Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

			(₹ in lakhs)
S. No.	Particulars	Total estimated amount to be utilized (₹ in lakhs)	
1.	Meeting Working Capital Requirements	3636.07	
2.	General Corporate Purposes	1236.79	
<b>Total</b>		<b>4872.86</b>	

For further details, please see chapter titled "Objects of the Issue" beginning on page 45 of this Letter of offer.

#### 5. Intention and extent of participation by our Promoter and Promoter Group in the Issue

This clause become not applicable in this issue, as the promoter of our company is holding nil shares. the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations shall be applicable to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (Fifteen) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

#### 6. Summary of Financial Information

Following are the details as per the Financial Information for the year ended March 31, 2025 March 31, 2024 and March 31, 2023:

				(₹ in lakhs)
Particulars	March 31, 2025	March 31, 2024	March 31, 2023	
Authorised Share Capital	13,000.00	3006.00	3006.00	
Paid-up Capital	7,454.06	2,501.36	1,819.23	
*Net Worth attributable to Equity Shareholders	7814.63	2,562.64	2,500.84	
Total Revenue	12,321.65	991.80	946.97	
Profit after tax	299.20	84.52	51.82	
Earnings per Share (basic & diluted) (in ₹)	0.05	0.03	0.03	
Net Asset Value per Equity Share (in ₹)	1.04	1.02	1.49	
Total Borrowings	355.50	19.53	0	

\* Net worth attributable to Equity Shareholders are excluded the non-Controlling interest.

Following are the details as per the Financial Information for the year ended March 31, 2025 and Standalone Financial Information for the Financial Years ended March 31, 2024, March 31, 2023:

				(₹ in lakhs)
Particulars	March 31, 2025	March 31, 2024	March 31, 2023	
Authorised Share Capital	13,000.00	3,006.00	3,006.00	
Paid-up Capital	7,454.06	2,501.36	1,819.23	
*Net Worth attributable to Equity Shareholders	7816.13	2575.03	2497.75	
Total Revenue	7107.17	955.89	646.21	
Profit after tax	288.43	100.01	50.83	
Earnings per Share	0.05	0.04	0.03	

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
(basic & diluted) (in ₹)			
Net Asset Value per Equity Share (in ₹)	1.04	1.03	1.48
Total Borrowings	346.76	19.53	0

\* Net worth attributable to Equity Shareholders are excluded the Non-Controlling interest.

#### 7. Summary of Outstanding Litigations:

A summary of outstanding litigation proceedings involving our Company, our Directors and our Promoter as on the date of this Letter of offer is provided below:

Nature of Cases	Number of outstanding cases	Amount Involved* (₹ in lakhs)
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Directors	Nil	Nil
Material civil litigation by our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b><i>Litigation involving our Promoter</i></b>		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	Nil	Nil
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

\* To the extent quantifiable.

For details, please refer to chapter titled "**Outstanding Litigations and Defaults**" on page 253 of this Letter of offer.

#### 8. Risk Factors

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please see "**Risk Factors**" on page 19 of this Letter of offer.

#### 9. Summary of Contingent Liabilities

There is no contingent liability in our company for the Financial Year 2024-25.

#### 10. Summary of Related Party Transactions

Please refer "**Financial Information**" beginning on page 76 of the Financial Information in this Letter of

offer.

11. **Issue of equity shares made in last one year for consideration other than cash**

Our Company has made the following issuances of Equity Shares in the last one year for consideration other than cash:

<b>Date</b>	<b>Type of issue</b>	<b>No. of shares</b>	<b>Price per share/Ratio</b>
24/09/2024	Bonus issue	49,17,957	In the ratio of 1:150 i.e. 1 (one) new bonus equity share for every 150 (One Hundred and Fifty) existing fully paid up equity shares of Rupees 1 each.

12. **Split or consolidation of Equity Shares in the last one year**

Our Company has not made any Split or consolidation of Equity Shares in the last one year.

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## SECTION II - RISK FACTORS

*An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Letter of offer, including the risks and uncertainties described below and the "Financial Statements" on page 76, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 60, 54 and 245 respectively, as well as the other financial information included in this Letter of offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

*However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.*

*This Letter of offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see "Forward Looking Statements" on page 13 of this Letter of offer.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Financial Statements included in this Letter of offer. For further information, see "Financial Statements" on page 76 of this Letter of offer. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to IFL Enterprises Limited.*

*Materiality:*

*The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:*

- Some events may not be material individually but may be found material collectively;*
- Some events may have material impact qualitatively instead of quantitatively; and*
- Some events may not be material at present but may have a material impact in future*

*The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Letter of offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to IFL Enterprises Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding.*

### INTERNAL RISK FACTORS

### BUSINESS RELATED RISKS

**1. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.**

Our Company had reported certain negative cash flows from its Operating, Investing and Financing activities in the previous years as per the consolidated financial statements and the same are summarized as under:


(₹ in lakhs)

Particulars	For the period ended		
	March 2025	March 2024	March 2023
Net Cash from Operating Activities	3504.66	(194.56)	(178.61)
Net Cash Generated in Investing Activities	(8479.39)	265.26	(1,777.81)
Net Cash Generated in Financing Activities	4947.87	(4.96)	1,828.20

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

For further details please refer to the section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 76 and 245 respectively, of the Letter of offer.

**2. Our Company has not yet applied for the registration of the logo or any of the intellectual property that it uses with the registrar of Trademarks.**

Our Company has not yet applied for the registration of the logo i.e.  or any of the intellectual property that it uses. Any failure to get the same registered in our name may cause any third-party claim and may lead to litigation and our business operations could be affected. Even if our trademarks are registered, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects.

**3. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The Board has declared an Interim Dividend @ 0.01% i.e., 1 paisa/- per Equity Share of face value of Re. 1/-each for the Financial Year 2022-23 during the Financial Year 2023-2024. Further, our ability to pay future dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

**4. We have financial indebtedness which could adversely affect our financial condition and results of operations and further we may not be able to meet our obligations under the debt financing agreements.**

Our total outstanding debt is ₹ 355.50/- Lakhs, which is unsecured loans. If we fail to meet our debt servicing obligations under our financing documents, the relevant lenders could declare us to be in default, accelerate the maturity of our obligations or takeover our Company’s movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have enough resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate enough cash to enable us to service existing or proposed borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds.

**5. Some of the property including Registered Office/Corporate Office of company as used by the Company for the purpose of its operations is not owned by us. Any termination of the relevant lease or leave and license agreement**

*in connection with such property or our failure to renew the same could adversely affect our operations.*

Our present Registered office/Corporate Office situated at Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015 is not owned by us. In our business the most integral part is the location and space of the property. We have obtained this property on lease basis. Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Any termination of the lease and/or rental deed in connection with these properties or our failure to renew the same, and upon favourable conditions, in a timely manner or at all could adversely affect our operations. For details regarding properties taken on lease refer the Section title our Properties “**Our Business**” beginning on page no. 60 of this Letter of offer.

**6. As on date, there are no outstanding legal proceedings involving our Company and its Directors. However, such proceedings may arise in the future.**

As of the date of this Letter of offer, there are no outstanding legal proceedings involving our Company, Directors, or Promoters. However, potential future litigations could materially and adversely impact our business, cash flows, financial condition, and operational results. Failure to successfully defend such claims may affect our business and financial performance.

A summary of outstanding litigation proceedings involving our Company, our Directors and our Promoter as on the date of this Letter of offer is provided below:

(₹ in lakhs)		
Nature of Cases	Number of outstanding cases	Amount Involved*
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Directors	Nil	Nil
Material civil litigation by our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b><i>Litigation involving our Promoter</i></b>		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	Nil	Nil
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

\* To the extent quantifiable.

For details, please refer to chapter titled "**Outstanding Litigations and Defaults**" on page 253 of this Letter of offer.

**7. The “Promoter” had requested the company for reclassification of shareholders to the “Public” Category.**

The erstwhile promoter of our company has requested the company for reclassification. The Company vide its letter dated 16<sup>th</sup> January, 2025 intimated the Stock Exchange for receipt of request of reclassification of “Promoter/Promoter Group” shareholders to the “Public” Category in accordance with Regulation 30 and 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the Promoter.

**8. *Our operations are significantly located in the Ahmedabad region and failure to expand our operations may restrict our growth and adversely affect our business.***

Currently, we are carrying our business mainly in the Ahmedabad region and hence our major revenues are generated from there only. In the event that demand for our products in general reduces or stops by any reason including political discord or instability or change in policies of State, then our financial condition and operating results may be materially and adversely affected. As we seek to diversify our regional focus, we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating regions could impact our future revenues.

**9. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 45 of the Letter of offer.

**10. *Our Company has not entered into any fixed contracts with its customers and we will operate on the basis of orders received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability Long-term business relationship in turn benefits continuous order.***

We have not entered into any fixed contracts with our customers and we cater to them on an order-by-order basis. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our materials. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, quality consistency, fluctuation in demand for our Company's products and customer's inventory management. Although we place a strong emphasis on quality, pricing and timely delivery of our products and after sales service such as feedback on the trends in their market, personal interaction by the top management with the customers, etc., in the absence of contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

**11. *Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. Consequently, our ability to control the workplace environment in such circumstances is limited. The risks associated with the deployment of manpower engaged by us across locations include, among others, possible claims relating to; actions or inactions, including matters for which we may have to indemnify our clients; our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services; failure of manpower engaged by us to adequately perform their duties; errors or malicious acts or violation of health and safety regulations; or criminal acts.

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. Further, we may be forced to indemnify our clients against losses or damages suffered by our clients as a result of negligent acts of manpower engaged by us. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and adversely affect our brand and our reputation, and consequently, our business, financial condition, results of operations and prospects.

**12. *We face intense competition in our businesses, which may limit our growth and prospects. Our Company faces significant competition from other companies.***

We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than in certain of our businesses;
- Greater brand recognition among consumers;
- More diversified operations which allow profits from certain operations to support others with lower profitability.

These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

**13. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**14. *Future issuances of Equity Shares or future sales of Equity Shares by our Promoters and certain shareholders, or the perception that such sales may occur, may result in a decrease of the market price of our Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

**15. *We have in the past entered into related party transactions and may do so in the future. We cannot assure you that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.***

We will enter into related party transactions with our Promoters, its group members/ entities, and Directors. While we believe that all such transactions will be conducted on arm's length basis, however it is difficult to ascertain whether more favorable terms will be achieved if such transactions be entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future as well. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. We are in compliance with Related Party Transactions as per the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Letter of offer and, also see the section "Financial Information" on page no. 76 of this Letter of offer.

**16. *Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.***

Our business requires significant amount of working capital. Major Portion of our working capital is utilized towards debtors and inventory. Our growing scale and expansion, if any, may result in increase in the quantum of current

assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

Further, we have high Debtors which may result in a high risk in case of non-payment by these Debtors. In the event we are not able to recover our dues from our Debtors, we may not be able to maintain our sales level and thus adversely affecting our financial health. If this situation persists, we may not be able to pay our lenders / creditors which may result in adversely affecting our operations and future prospects.

***17. We have not obtained the insurance coverage to protect against any business risks and this may have an adverse effect on the business operations.***

Operations in our business carry inherent risks of personal injury, damage to or destruction of property, plant and equipment and damage to the environment, and are subject to risks such as fire, theft, flood, earthquakes and terrorism. However, we have not obtained any insurance coverage and are in the process of obtaining the same. The occurrence of any event for which we are not insured, could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

***18. The success of our business operations depends largely upon our Directors, and Key Managerial Personnel, the loss of any of them may negatively impact our business operations and financial conditions.***

Our success is highly dependent on the expertise of our Directors and other key managerial personnel. Our ability to successfully function and meet future business challenges partly depends on our ability to attract and retain these key managerial personnel. We believe that our relation with our Promoters, who have rich experience in setting up business, developing markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Further, our Promoters have also promoted other companies / firms / ventures and may continue to do so. If they divert their attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

Further, we also depend significantly on our Key Managerial Persons for executing their day-to-day activities. If our Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

***19. Any failure to maintain effective quality control systems for our supply chain could have a material adverse effect on our business, reputation, results of operations and financial condition.***

The quality and safety of the products we serve is critical to our success. Maintaining consistent quality and preventing food contamination and other health hazards depends significantly on the effectiveness of the quality control systems, policies and guidelines that we, our third-party distributor, approved suppliers of our third-party distributor and our suppliers have in place, which in turn depends on a number of factors, including the design of the quality control systems and employee implementation and compliance with those quality control systems. There can be no assurance that the quality control systems that we, our third-party distributor, approved suppliers of our third-party distributor and our suppliers have in place will prove to be effective. Any significant failure or deterioration of these quality control systems could have a material adverse effect on our business, reputation, results of operations and financial condition and can cause negative publicity that can affect our brand. We could also be subject to civil and/or criminal liability and other regulatory consequences in the event that a health hazard were to be found at any of our restaurants as a result of a failure of the quality control systems that we, our third-party distributor, approved suppliers of our third-party distributor, our suppliers and our sub-franchisees have in place, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such hazards, as well as in cases having potential criminal and civil liability filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our reputation, business, results of operations and financial condition.

***20. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

The market in which our company is doing business is highly competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

**21. *Our Company, if not able to manage our growth or to successfully implement our business plan could have an adverse effect on our business, results of operations and financial conditions.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. If our Company is not able to execute our strategy on time and within our estimated budget, or that our expansion and development plans fail to generate the required results, it may adversely impact our profitability. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes in trends and fashions and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

**22. *Our funding requirements and deployment of the issue proceeds are based on management estimates and actual cost may vary compared with the estimated amount.***

Our funding requirement and deployment of the proceeds of the issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by banks or financial institutions and are based on our estimates. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and, consequently, our funding requirements may also change as a result of various factors which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the working capital limits maintained from time to time at the discretion of our board in compliance with all applicable laws. In addition, schedule of implementation as described herein are based on the management's current expectations and are subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors in compliance with all applicable laws and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

**23. *As the Equity Shares of our Company are listed on BSE, our Company is subject to certain obligations and reporting requirements under SEBI Listing Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us/our promoter liable to prosecution and/or penalties.***

Our Company is subject to the obligations and reporting requirements under SEBI Listing Regulations. In the past, our Company had complied with all the provisions of the SEBI Listing Regulations. Further our Company did not receive any communication regarding non-compliances from the Stock Exchange or any authority.

Further, as per the SEBI Listing Regulations, our company is obligated to adhere to the various reporting requirements. While we strive to comply with these obligations, there may be instances of non-disclosures, delayed disclosures, erroneous disclosures, or other violations. Such occurrences may lead to penalties, show cause notices, or other actions by regulatory authorities such as the BSE and SEBI, as per the SEBI Act, Rules, Regulations, and applicable circulars. Any adverse regulatory action may impact our business reputation, divert management focus, and have a material adverse effect on our business prospects, financial performance, and the trading price of our Equity Shares. Further, we would like to clarify that as on date we have no such instances of non-compliances from the Stock Exchange or any authority. However, we may face such kind of issue in the future. Therefore, we have included the same in the risk factor.

**24. *The objects of the Issue for which funds are being raised have not been appraised by any agency.***

The deployment of funds in the project is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our project expenditure and may have a bearing on our expected revenues and earnings. Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management's estimates and have not been appraised by any agency. Our Company may have to revise such estimates from time to time and consequently our funding requirements may also change. Our estimates for expansion may exceed the value that would have been determined by third party appraisals and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the objects of the Issue is entirely at the discretion of our management and is not subject to monitoring by any external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

**25. Major fraud, lapses of internal control or system failures could adversely impact the company's business.**

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

**ISSUE SPECIFIC RISKS**

**26. *We will not distribute this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.***

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars our Company will send, only through email, this Letter of offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

**27. *SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021 and May 19, 2022 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Letter of offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI in 2020. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020 and January 19, 2021, April 22, 2021 and May 19, 2022, as applicable ("SEBI Rights Issue Circular") and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "*Terms of the Issue*" on page 266.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise of Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or

(c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

28. ***The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

29. ***Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "Terms of the Issue" on page 266.

30. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

31. ***Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events

affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline

32. ***You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

33. ***There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

34. ***Holder of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

35. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange

rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**36. *Investors will not have the option of getting the allotment of Equity Shares in physical form.***

*In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see "Terms of the Issue" on page 266. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.*

**37. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

**EXTERNAL RISK FACTORS**

**38. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Summary statements of assets and liabilities as at March 31, 2022 and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2022 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Letter of offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Letter of offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of offer should accordingly be limited.

**39. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.***

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity

crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**40. *A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- Any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India;
- Prevailing income conditions among Indian consumers and Indian corporations;
- Changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- Prevailing regional or global economic conditions; and
- Other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counter parties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**41. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- The General Anti Avoidance Rules ("GAAR") have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
- A comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any

future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

**42. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

**43. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest

rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GOI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**44. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

**45. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

**46. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations***

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the insurance industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of price points of various input costs and thereby increase our operational cost.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate (on gross basis) for Indian companies from 34.94% to approximately

25.17%. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, among others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975. Furthermore, the Government of India announced the Union Budget for Fiscal 2023 (“Budget 2023”), pursuant to which the Finance Bill 2023 (defined below) has proposed various amendments which will only come into effect upon receipt of Presidential assent to the bill and notification in requisite acts. We have not fully determined the impact of these recent and proposed laws and regulations on our business.

There can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations in connection with GST. While we are and will comply with the GST rules and regulations, any failure to comply with the same may result in noncompliance with the GST and may adversely affect our business and results of operations. The GoI announced the union budget for fiscal year 2023, following which the Finance Bill, 2022 was introduced in the Lok Sabha on February 1, 2022. Subsequently, the Finance Bill 2022 received the assent from the President of India on March 30, 2022, and became the Finance Act, 2022 (“Finance Act 2022”). We cannot predict whether the amendments made and yet to be notified pursuant to the Finance Act 2022 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Any changes in the Finance Act 2022 or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws that are applicable to our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Changes in other laws may impose additional requirements, resulting in additional expenditure and time cost. For instance, the GoI has announced four labour codes which are yet to come into force as on the date of this Letter of offer, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been announced, we are unable to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as “gig workers” and “platform workers” and provides for the mandatory registration of such workers in order to enable these workers to avail themselves of various employment benefits, such as life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. Any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future

**47. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concerns regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

**48. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- Any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- Any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- Prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- Hostile or war like situations with the neighbouring countries;
- Macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- Downgrading of India's sovereign debt rating by rating agencies; and
- Difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

**49. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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## SECTION III – INTRODUCTION

### THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on December 30<sup>th</sup>, 2024 to raise funds by issuance and allotment of equity shares for an aggregate amount but not exceeding Rs. 49,50,00,000 /- (Rupees Forty-Nine Crores Fifty Lacs only), by way of Right Issue, on such terms to be decided by the Board or a duly constituted committee of the Board at a later date, subject to the necessary approvals.

The terms and conditions of the Issue including the rights entitlement ratio, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors at its meeting held on Monday, 16<sup>th</sup> June, 2025. The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled “*Terms of the Issue*” on page 266 of this Letter of offer.

Particulars	Details of Equity Shares
<b>Equity Shares proposed to be issued</b>	Up to 49,47,19,229 Equity Shares
<b>Rights Entitlement</b>	60 Equity Share for every 91 fully paid-up Equity Share(s) held on the Record Date
<b>Fractional Entitlement</b>	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 91 Equity Shares or is not in multiples of 91, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
<b>Record Date</b>	Friday, 13th June, 2025
<b>Face value per Equity Shares</b>	₹1/-
<b>Issue Price per Rights Equity Shares</b>	₹ 1/- per Equity Share
<b>Issue Size</b>	Issue not exceeding ₹ 4947.19/- lakhs <i>#Assuming full subscription, to be adjusted as per the Rights Entitlement ratio</i>
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank pari pasu in all respects with the Equity Shares of our Company.
<b>Equity Shares issued, subscribed and paid up prior to the Issue</b>	75,03,24,164 Equity Shares. For details, see “ <b>Capital Structure</b> ” beginning on page 43 of this Letter of offer
<b>Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	Up to 1,24,50,43,393 Equity Shares
<b>Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)</b>	1,24,50,43,393 Equity Shares
<b>Money payable at the time of Application</b>	₹ 1.00/-
<b>Scrip Details</b>	<b>ISIN:</b> INE714U01024 <b>Rights Entitlement ISIN:</b> INE714U20024 <b>BSE:</b> 540377
<b>Use of Issue Proceeds</b>	For details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 45 of this Letter of offer.
<b>Terms of the Issue</b>	For details, please refer to the chapter titled “ <i>Terms of the Issue</i> ” on page 266 of this Letter of offer.

Please refer to the chapter titled "*Terms of the Issue*" on page 266 of this Letter of offer.

### **Issue Schedule**

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Event</b>	<b>Indicative Date</b>
Issue Opening Date	Monday, 23 <sup>rd</sup> June, 2025
Last Date for On Market Renunciation of Rights**	Wednesday, 25 <sup>th</sup> June, 2025
Issue Closing Date*	Monday, 30 <sup>th</sup> June, 2025

*\*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

*\*\* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

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## GENERAL INFORMATION

Our Company was originally incorporated as 'Sarthak Suppliers Private Limited' in New Delhi as a Private Limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation on January 23, 2009 by the Registrar of Companies, Delhi and Haryana at New Delhi. Subsequently, the name of our Company was changed to 'IFL Enterprises Private Limited' and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Delhi and Haryana at New Delhi on January 27, 2016. Finally, the name of our Company was changed to 'IFL Enterprises Limited' and a fresh Certificate of Incorporation consequent upon change of name was granted by the Registrar of Companies, Delhi at Delhi on February 18, 2016.

Our company was a subsidiary of India Finsec Limited, and represented the other business activities of the group. We were engaged in the business of corporate advisory, debt syndication and execution services with paramount focus on small and medium enterprises (SMEs) in corporate and non-corporate sector. Further we were also involved in the business of trading in textile products primarily fabrics.

We had obtained Direct Selling Agency of PNB Housing Finance, Tata Capital Housing Finance Limited, and IDFC Bank. Further we are in process of obtaining DSA for ICICI Bank, Axis bank, IDBI Bank and India Bulls. Due to these DSAs and our strong network amongst the debt finance market; we mentor and help small and medium enterprises to raise banking and institutional finance. We believe that our domain knowledge of debt markets in India would further augment our ability to invest in securities, primarily bonds and other fixed income instruments and earn good risk adjusted returns.

Thereafter, we operated as a trader in textile products, primarily fabrics. We act as an intermediary between buyer and seller buying goods on cash basis and providing credit to cash-strapped businessmen in this field. We operated these businesses from our registered office.

In the year 2021, our Company underwent change of Control in terms of Regulation 25 of Securities Exchange Board of India (Substantial Acquisition and Takeover of Shares) Regulation, 2011. Pursuant to the change of Control, Mr. Nishant Subhashchandra Gandhi became Promoter of the Company.

The Company altered its object clause after passing special resolution by its members on 24.04.2022, thereafter the company engaged in the business of manufacturing, importing & exporting, trading of all type of paper for writing, wrapping, kraft and semi-kraft, cloth paper, wall paper, paper films (plain and printed) and to do all types of metals and metal compounds whatsoever, whether ferrous or non-ferrous and buying, selling, reselling, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in all type of goods on retail as well as on wholesale basis in India or elsewhere and also act as Commission agent Stockiest on behalf of others.

And also, to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company and also to acquire share in various business entities including but not limited to companies, partnership firms, LLPs and other legal entities in India or outside India by establishing the relationship of holding-subsidiary, joint venture and associate entities from our registered office situated at Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015.

Thereafter, the company entered into new business to carry on the business of import, export, distribute, sale, purchase or deal in agriculture produce of all description like fruits, vegetable, seeds, organic products and herbal products and to do trading of the agri-commodities whether perishable or non-perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.

Also, to grow, produce, harvest raise or deal in agriculture produce and to set up processing unit, manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry.

### Registered Office, CIN and registration number of our Company

**\*Reg. & Corporate Office:** Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015

**CIN:** L74110GJ2009PLC151201

**Tel:** +91-7990080239

**E-mail:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com)

**Website:** [www.ifllimited.com](http://www.ifllimited.com)

**Registration Number:** 151201

*\* Registered office of the Company changed w.e.f. April 08, 2024*

### Address of the RoC

Our Company is registered with the RoC, Ahmedabad, which is situated at the following address:

### Registrar of Companies, Ahmedabad

ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat

### Company Secretary and Compliance Officer

Mr. Gurdeep Singh

Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015

**Telephone:** +91-7990080239

**E- mail:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com)

### Board of Directors of our Company

Name	Age	Designation	Address	DIN
Mrs. Vinaben Kanaiyalal Joshi	67	Non-Executive - Non-Independent Director	18/216, Adrshnagar Flat, Nr. vijaynagar, Naranpura, Ahmedabad Ahmedabad Gujarat India 380013	07900014
Mr. Samad Ahmed Khan	34	Non-Executive - Independent Director	Bayabai Chawl No. 66, Room No. 22, Sewri Koliwada, Dry Fish Market, Nr. 20 No. Godam Room No. 85/2, S Mumbai Maharashtra India-400015	09527456
Mrs. Dimpleben Arajnabhai Makwana	37	Non-Executive - Independent Director	Kalyan society, Upleta, Rajkot, Gujarat, Upleta Lati Plot, Upleta, Rajkot, Gujarat, India,360490	10745925
Mr. Meet Sureshbhai Chhatrala	29	Executive Director	Ta-Keshod, At-Agatarai, Junagadh, Guajarat, India- 362222	10778872
Mr. Sarang Dinesh Likhitkar	38	Non-Executive Director	C/o Dineshrao Likhitkar, Jai Nagar, Old Bypass Road, Near Ganuwadi, Amravati 444606 Maharashtra.	10986050
Mr. Pratapsinh Rajput	35	Non-Executive Independent Director	H. No. 74, Yogeshwarnagar part-1, Sarkhej Road, Vasna, Ahmedabad city, Paldi, Gujarat-380007	10905542
Mr. Abhishek Pratapkumar Thakkar*	36	Managing Director	H. No. 28 Green park, ambli, bopal road, Bopal, PO: Bopal, Dist: Ahmedabad, Gujarat - 380058	02681513

*\*Appointment of Mr. Abhishek Pratapkumar Thakkar (DIN: 02681513) as the Managing Director of the Company designated as "Managing Director under the Companies Act, 2013 and SEBI Listing Regulations, for a period of 5 (five) years, subject to approval of the shareholders of the Company at the ensuing general meeting of the Company*

For detailed profile of our Directors, please refer to the chapter titled "**Our Management**" beginning on page 63 of this Letter of offer.

**Details of Key Intermediaries pertaining to this Issue of our Company:**

**Registrar to the Company and the Issue:**

**Skyline Financial Services Private Limited**

D-153A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

**Telephone:** 011-40450195

**Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

**Website:** [www.skylinerta.com](http://www.skylinerta.com)

**Investor grievance e-mail:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**Contact Person:** Mr. Anuj Rana

**SEBI Registration No.:** INR000003241

**Validity of Registration:** Permanent/28-07-2026

**Banker to the Issue:**

**AxisBank Limited**

**Branch Address:** Axis House”, 6<sup>th</sup> Floor, C-2, Wadia International Centre, Pandurang Budhkar

Marg, Worli, Mumbai - 400 025

**Telephone Number:** 022 43253669

**Contact person:** Mr. Goldie Dabholkar

**Website:** [www.axisbank.com](http://www.axisbank.com)

**E-mail:** [lokhandwala.branchhead@axisbank.com](mailto:lokhandwala.branchhead@axisbank.com)

**SEBI Registration Number:** INBI00000017

**Statutory and Peer Review Auditor of the Issuer:**

**M/s Parin Patwari & Co. (Chartered Accountants)**

**Office No.:** C-1, Panchratna Apartment, Mahalaxmi Cross Road,

Paldi, Ahmedabad, 380007

**Contact Person:** Mr. Parin Patwari

**Firm Registration Number:** 154571W

**Membership No.:** 193952

**Telephone Number:** 90336 45654

**E-mail:** [parin.patwari@gmail.com](mailto:parin.patwari@gmail.com)

**Peer Review Certificate Number:** 015186

**Designated Intermediaries:**

*Self-Certified Syndicate Banks*

The list of banks that have been notified by SEBI to act as SCSBs or the ASBA Process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Since no lead manager is appointed, there is no inter-se allocation of responsibilities.

**Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated 05<sup>th</sup> December, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Letter of

offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor such consent has not been withdrawn as on the date of this Letter of offer.

### **Investor Grievances**

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post- Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ DEMAT credit/ Refund Orders/unblocking of ASBA Account, etc.

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post- Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or DEMAT account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, "*Terms of the Issue*" beginning on page 266 of this Letter of offer.

### **Credit Rating**

As this is an Issue of Equity Shares, credit rating is not required.

### **Debenture Trustees**

As this is an Issue of Equity Shares, appointment of Debenture Trustee is not required.

### **Monitoring Agency**

As the net proceeds of the Issue will be less than Rs. 10,000/- Lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

### **Filing**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold for filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with BSE Limited not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

### **Underwriting Agreement and Details**

This Issue is not underwritten.

### **Changes in Auditors during the last three years**

<b>Name of Auditor</b>	<b>Address and E-mail</b>	<b>Date of Appointment/ Cessation</b>	<b>Reason</b>
<b>M/s V.N. Purohit &amp; Co.</b> (Chartered Accountants)	Office: 214, New Delhi House, 2 Floor, 27, Barakhamba Road, New Delhi-110001 E-mail Id: <a href="mailto:ynpdelhi@vnpaudit.com">ynpdelhi@vnpaudit.com</a>	Date of appointment: 01/04/2018 Date of cessation: 08/09/2022	Due to increase of level of operation of the Company
<b>M/s. Kapish Jain &amp; Associates,</b> (Chartered Accountants)	Office: 504, B-wing, Statesman House,148, Barakhamba Road, New Delhi- 110001 E-mail: <a href="mailto:info@ksmc.in">info@ksmc.in</a>	Date of appointment: 15/09/2023 Tenure: 01/04/2023 to 31/03/2028  Resigned: 14/08/2024	Due to persistent challenges in coordinating time for documentation review.

<b>M/s Parin Patwari &amp; Co.</b>	C-1, Panchratna Apartment, Mahalaxmi Cross Road, Paldi, Ahmedabad, 380007 E-mail: <a href="mailto:parin.patwari@gmail.com">parin.patwari@gmail.com</a>	Date of appointment: 12/09/2024	NA
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#### Issue Schedule

Last Date for credit of Rights Entitlements	Wednesday, 18 <sup>th</sup> June, 2025
Issue Opening Date	Monday, 23 <sup>rd</sup> June, 2025
Last date for On Market Renunciation of Rights Entitlements #	Wednesday, 25 <sup>th</sup> June, 2025
Issue Closing Date*	Monday, 30 <sup>th</sup> June, 2025
Finalization of Basis of Allotment (on or about)	Thursday, 03 <sup>rd</sup> July, 2025
Date of Allotment (on or about)	Thursday, 03 <sup>rd</sup> July, 2025
Date of credit (on or about)	Tuesday, 08 <sup>th</sup> July, 2025
Date of listing or Commencement of trading (on or about)	Wednesday, 09 <sup>th</sup> July, 2025

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Monday, 30<sup>th</sup> June, 2025, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., Monday, 30<sup>th</sup> June, 2025.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "*Terms of the Issue - Procedure for Application*" beginning on page 266 of this Letter of offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at <https://www.skylinerta.com> after keying in their respective details along with other security control measures implemented thereat. For further details, see "*Terms of the Issue- Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" beginning on page 266 of this Letter of offer.

**Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.**

#### Minimum Subscription

As the promoter of our company is holding nil shares, the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations shall be applicable to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (Fifteen) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number

SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

**Appraising Entity**

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any banks or financial institution or any other independent agency.

*This space has been left blank intentionally*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Letter of offer and after giving effect to the Issue is set forth below:

#	Particulars	Amount (Rs. In Lakhs)	
		Aggregate nominal Value	Aggregate value at Offer Price
<b>A.</b>	<b>Authorised Share Capital*</b>		
	13,00,00,000 Equity Shares of face value ₹1/- each	13,000.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	75,03,24,164 Equity Shares of face value ₹1/- each	7503.24	-
<b>C.</b>	<b>Present Issue in terms of this Letter of offer</b>		
	Offer of 49,47,19,229 Equity Shares of Face Value ₹ 1/- each at a Price of ₹ 1/- per Equity Share	4947.19	4947.19
<b>D.</b>	<b>Subscribed and paid up Equity Share Capital After the Issue</b>		
	#1,24,50,43,393 Equity Shares of face value ₹1 /- each		12,450.43
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		Nil

# Assuming full subscription for and Allotment of the Equity Shares.

(1) The present Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 30, 2024.

(2) The Equity Share Capital after the Issue includes the full value of the Rights Equity Shares allotted in the Issue.

(3) \*The Members in its meeting held on 29<sup>th</sup> March, 2025 passed the resolution for increasing Authorized share Capital from INR 75,06,00,000 (Seventy-Five Crores and six Lakhs) to INR 1,30,00,00,000 (Rupees One Hundred Thirty Crores) consequential alteration to the Memorandum of Association of the Company made in this regard.

### Notes to Capital Structure:

1. **Details of outstanding instruments as on the date of this Letter of offer:**

As on date of this Letter of offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further, it has not issued any convertible securities which are outstanding as of date of this Letter of offer.

2. **Details of Equity Shares held by the promoters and promoter group including the details of lock-in pledge of and encumbrance on such Equity Shares.**

The details of the Equity Shares held by our Promoters and members of our Promoter Group, including details of Equity Shares which are locked-in, pledged or encumbered can be accessed on the website of BSE:

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=540377&qtrid=125.00&QtrName=March%202025>

3. **Details of Equity Shares acquired by the promoters and promoter group in the last one year prior to the filing of this Letter of offer, except as mentioned below, no Equity Shares have been acquired by the other Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Letter of offer:**

Name of the Promoter & Promoter Group	Number of Equity Shares acquired	Mode of Acquisition	Date of Acquisition
---------------------------------------	----------------------------------	---------------------	---------------------

Mr. Nishant Subhashchandra Gandhi	Pre-holding:	Open offer	March, 31, 2022
	1,10,172		
	1,10,172	Bonus issue (1:1)	Sep 22, 2022.
	*22,03,440	Shares Split	As on April 24, 2023
	5,50,860	Bonus issue (1:4)	April 24, 2023
	1,00,000	Through open market	Nov 09, 2023
	11,50,251	Through open market	Nov 09, 2023
	4,00,455	Bonus issue (1:10)	Dec 18, 2023
	12,50,000	Through open market	Dec 20, 2023
12,60,000	Through open market	June 02, 2024	
<b>Total</b>	<b>69,15,006</b>		

*\*Split of equity shares from face value of Rs. 10/- (Ten) per share to face value of Rs. 1/- (One) per equity share of the company as on 12/04/2023.*

*As on date of this letter of offer, our promoter is holding nil shares.*

**4. Intention and extent of participation by our Promoter and Promoter Group in the Issue:**

This clause become not applicable in this issue, as the promoter of our company is holding nil shares. the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations shall be applicable to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (Fifteen) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

5. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is Rs. 1.05/- per equity share.
6. Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations.
- (i) The shareholding pattern of our Company, as on March 31, 2025, can be accessed on the website of the BSE:

<https://www.bseindia.com/stock-share-price/ifl-enterprises-ltd/ifl/540377/shareholding-pattern/>

- (ii) The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public" including Equity Shareholders holding more than 1% of the total number of Equity Shares as on March 31, 2025, as well as details of shares which remain unclaimed for public can be accessed on the website of the BSE:

<https://www.bseindia.com/corporates/shpdrPercent.aspx?scripcd=540377&qtrid=125.00&CompName=IFL%20Enterprises%20Ltd&QtrName=March%202025&Type=TM>

7. At any given time, there shall be only one denomination of the Equity Shares of our Company.

Further, the Rights Equity Shares allotted pursuant to the Issue, shall be fully paid up.

## OBJECTS OF THE ISSUE

The Issue comprises of an issue of up to 49,47,19,229 Equity Shares, aggregating up to ₹ 4947.19/- lakhs by our Company. For details see "**The Issue**" beginning on page 35 of this Letter of offer.

Our Company intends to utilize the proceeds of the Issue towards the following objects:

The objects of the issue are:

1. To Meet working capital of our company
2. General Corporate Purposes; and
3. Issue Expenses.

(Collectively, referred to hereinafter as the "**Objects**")

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue related expense ("**Net Proceeds**") for the above-mentioned Objects.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

### The details of objects of the Issue

Particulars	Amount (in lakhs)
Gross proceeds from the Issue	4947.19*
Less: Issue related expenses	73.73
<b>Net Proceeds of the Issue</b>	<b>4873.46</b>

*\*The issue size will not exceed ₹ 4947.19/- lakhs if there is any deduction on account of or at the time of finalisation of issue price and Rights Entitlements Ratio the same will be adjusted against the amount for General Corporate Purpose.*

### Requirement of Funds:

S. No.	Particulars	Total estimated amount to be utilized (₹ in lakhs)
1	To Meet working capital of our company	3,636.67
2.	General Corporate Purposes	1236.79
3	Issue related expenses	73.73
	<b>Total</b>	<b>4947.19</b>

*\* The amount utilized towards general corporate purposes shall not exceed 25% of the Gross Proceeds.*

### Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

### Utilization of Net Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

S. No.	Particulars	Total estimated amount to be utilized
1.	To meet working capital requirement of our company	3,636.07
2.	General Corporate Purposes	1236.79
	<b>Total</b>	<b>4872.86</b>

## Details of the Objects of the Issue

The details in relation to objects of the Issue are set forth herein below.

### I. Meeting Working Capital Requirements

Our business is predominantly working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, however this time to strengthen the margins and financial strength of the Company we propose to part fund the Working Capital Requirements from the net proceeds of proposed Right Issue as details herein below:

(₹ in lakhs)		
S. No.	Particulars	Total estimated amount to be utilized
1.	To meet working capital requirement of our company	3636.07

We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

The Details of working capital requirement as per standalone financials are given below:

The details of working capital requirement as per standalone financials are given below:

(Amount in Lakhs)					
	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
	(Audited)	(Estimated)	(Audited)	(Audited)	(Estimated)
<b>Current Assets</b>					
Inventory	-	100.34	48.52	-	4,500.00
Sundry Debtors	14.40	393.51	489.07	5,399.26	7,770.09
Short term loan and advances	392.08	1,638.60	1,475.94	3,791.41	2,700.00
Other Current Assets	0.02	3.46	76.49	282.12	3,489.05
<b>Total (A)</b>	<b>406.50</b>	<b>2,135.91</b>	<b>2,090.02</b>	<b>9,472.79</b>	<b>18,459.14</b>
<b>Current Liabilities</b>					
Short term borrowings	-	-	3.76	-	-
Trade Payables	0.10	33.78	144.60	1,809.65	3,925.46
Other financial liability	4.14	25.55	17.84	18.66	1,077.90
Other Current Liabilities	0.25	203.45	47.19	159.74	209.74
<b>Total (B)</b>	<b>4.49</b>	<b>262.78</b>	<b>213.39</b>	<b>1,988.05</b>	<b>5,213.10</b>
<b>Net Working Capital (A)-(B)</b>	<b>402.01</b>	<b>1,873.13</b>	<b>1,876.63</b>	<b>7,484.74</b>	<b>13,246.04</b>
<b>Incremental net working capital</b>					<b>5,761.31</b>
<b>Sources of Working Capital</b>					
Proceeds from Right Issue	-	-	-	-	3,636.67
<b>Internal Accruals</b>	<b>402.01</b>	<b>1,873.13</b>	<b>1,876.63</b>	<b>7,484.74</b>	<b>9,609.37</b>

\* Excludes Cash and Bank balances from the calculation of net working capital as it is not creating the

requirement of working capital rather sourcing the same.

The major reasons behind the increase in the working capital requirements of the Company in the last 3 Financial years are as follows:

**Growth in Revenue and Expansion in Business Activities:**

In the year 2021, the Company was acquired by current promoter through Share Purchase Agreement (SPA) dated December 09, 2021 and Letter of Offer dated February 01, 2022 in terms of Regulation 4 of SEBI (SAST) Regulations, 2011.

The new management of the Company decided to change business strategy of the Company e.g. extending credit period to customers, providing advances to its suppliers. As a result, the Company was able to attract more customers, leading to a revenue increase to Rs. 554.56 Lakh in the FY 2022-2023 from revenue of Rs. 145.63 Lakhs in FY 2021-2022 and correspondingly the losses of the Company were converted into profit during the FY 2022-23.

Further, the Company is extending the business into Agri-Commodity Business, which required additional investment. This investment will be directed towards enhancing our procurement processes, expanding our product range, and investing in sustainable agricultural practices. Our aim is to solidify our position in the market, improve supply chain efficiency, and respond effectively to the growing demand for agri-commodities. The inventory days from 26 days in 2023-24 will be increased to 85 days in 2025-26 due to increase in stocking of the agri-comodities products to meet customer demand.

Addition to the Agri-comodities business remaining fund will be allocated to stock trading business. This fund will be used to diversify portfolio, implement advanced trading tools and technologies, and capitalize on emerging market opportunities. The focus will be on optimizing our trading strategies, enhancing risk management, and achieving superior returns for our investments.

This decision has been made with the future growth and sustainability of both sectors in mind. The allocated funds are expected to bolster our market position, enhance operational capabilities, and generate significant returns on investment, thereby contributing to the overall growth, the Company is expecting to increase its sales which will lead to increase in trade receivable and inventory which will impact the working capital requirement for FY 2026 as compare to F.Y.2025.

The expansion and increased business activities of the Company, required higher levels of working capital to support larger sales volumes and a serve a larger customer base.

**Assumption of working capital requirement**

Holding levels and justifications for holding period levels based on the Financial Statements.

(in days)

Particulars	2021-22	2022-23	2023-24	2024-25	2025-26
No. of Days for Trade Payables	-	21	83	100	60
No. of Days for Trade Receivables	36	259	217	288	120
No. of Days for Inventory Days	-	75	26	-	85

**Justifications for Holding Period levels:**

<b>Trade Payable Days</b>	The outstanding dues to trade payables for the financial years ended on March 31, 2025, 2024, 2023, and 2022 were Rs. 1,809.65 Lakhs, Rs. 144.60 Lakhs, Rs. 33.78 Lakhs, and Rs. 0.10 Lakhs respectively. The holding periods of trade payables for the financial years 2025, 2024 and 2023 were 100 days, 83 days, and 21 days respectively. Notably, there were no significant trade payables and purchases in the financial year 2022 due to the company being in a transitional phase following a change in management.
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	<p>The rise in trade payable days to 100 in financial year 2024-25 reflects the Company's expanded scale of operations and higher purchase volumes, supported by longer credit periods negotiated with suppliers to effectively manage working capital requirements.</p> <p>Using the net proceeds from the upcoming Right Issue, the Company aim to expedite payments to our suppliers, thereby capitalizing on potential cash discounts and enhancing our negotiation leverage. Consequently, we anticipate a reduction in the cost of procuring goods. We estimate that the trade payables holding periods for the financial years ending on March 31, 2026 will be 60 days.</p>
<b>Trade Receivable Days</b>	<p>Debtor days are computed based on the standalone financial statements of the Company (revenue from operation) and analysing the trend. For the financial year 2022, debtor holding was 36 days. This lower debtors holding days was attributed to the transition phase of the Company during FY 21-22, marked by a change in management.</p> <p>During the financial year 2022-23, the Company began offering extended credit periods to customers, resulting in the acquisition of more customers and a significant increase in revenue. As a consequence, the debtor holding period extended to 259 days for FY 22-23, 217 days for FY 23-24.</p> <p>In the financial year 2024-25, the debtor holding period stood at 288 days, reflecting higher receiving outstanding at the year end. The Company's taking steps to improving receivables efficiency and optimising the credit period. For the financial year 25-26, the Company has projected the debtor holding days to be 120 days of revenue from operations.</p>
<b>Inventory</b>	<p>Inventory days are derived from standalone financial statements of the Company (consumption of material). In the financial years 2023 and 2024, the inventory holding periods were 75 and 26 days respectively. There was no inventory in the financial year 2022 due to a management change, during which the company was undergoing a turnaround process.</p> <p>Considering the unique nature of the company's operations, including agricultural commodities and share trading, there isn't a fixed inventory holding period. However, the company has projected inventory holding levels of 85 days for the financial year 2025-26. These projections are made to accommodate the specific requirements of the business and to ensure effective management of inventory throughout the coming years.</p>
<b>Other Current Liabilities</b>	<p>Other current liabilities are computed from the historic financial information include, statutory dues payable and advances from customer.</p>
<b>Other Financial liabilities</b>	<p>Other financial liabilities are computed from the historic financial information and include, provision for employee benefits, expenses payable and provision for taxation. Other financial liabilities have been maintained in line with the increase of projected business income/expenses for the forthcoming years.</p>

<b>Short-term Loans and Advances</b>	Short term loan and advances include loan and advances given for business purposes. Short term loans and advances have been maintained in line with anticipated expansion of operations, necessitating advance payments to facilitate more business in the coming years.
<b>Other Current Assets</b>	Other current assets includes, prepaid insurance expenses, Duty and taxes recoverable, accrued interest.

## 2. General Corporate Purpose

In terms of Regulation 62(2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for General Corporate Purposes shall not in the aggregate exceed 25% of the Gross Proceeds of the Issue. Our Board will have flexibility in compliance with the companies Act, 2013 and all applicable laws in applying the balance amount after utilizing the amount for acquisition of business targets towards General Corporate Purposes, including repayment of outstanding loans, meeting our working capital requirements, capital expenditure, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

Our management will have flexibility in compliance with the companies Act, 2013 and all applicable laws in utilizing any amounts for General Corporate Purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount available under this head and the business requirements of our Company, from time to time.

## 3. Expenses for the issue

The Issue related expenses consist of fees payable to Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately 73.73/- lakhs towards these expenses, a break-up of the same is as follows:

Activity	Estimated Expense	% of Total Expenses	(₹ in lakhs)
			As a % of Issue size
Fees payable to the intermediaries (including Legal Counsel fees, selling commission, registrar fees and expenses)	20.00	27.12	0.40
Advertising, Printing, stationery and distribution Expenses	11.70	15.86	0.24
Statutory and other Miscellaneous Expenses	42.03	57.00	0.84
<b>Total</b>	<b>73.73</b>	<b>100.00</b>	<b>1.49</b>

## Appraisal

None of the Objects of the Issue have been appraised by any agency.

## Schedule of Implementation and Deployment of Funds

As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2025- 26.

## Deployment of Funds towards the Objects of the Issue

We have not incurred any amount up to February 24<sup>th</sup>, 2025 towards the Objects of the Issue which has been certified by M/s Parin Patwari & Co., vide his certificate dated February 24<sup>th</sup>, 2025. The said amount has been met by the Company from its own resources and the same will be adjusted against the issue proceeds.

### **Bridge Financing Facilities**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Letter of offer, which are proposed to be repaid from the Issue Proceeds.

### **Monitoring of Utilization of Funds**

Since the proceeds from the Issue are less than ₹10,000/- lakhs, in terms of Regulation 41(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI Listing Regulation, the Audit Committee appointed by the Board would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Balance Sheet of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the SEBI Listing Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI Listing Regulation, the Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

### **Interim Use of Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility in compliance with the Companies Act, 2013 and all applicable laws to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

### **Interest of Promoters, Promoter Group and Directors, as applicable to the objects of the Issue**

Our Promoters, Promoter Group and Directors do not have any interest in the objects of the Issue.

### **Clause for Promoter Subscription**

This clause become not applicable in this issue, as the promoter of our company is holding nil shares. the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations shall be applicable to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (Fifteen) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

### **Strategic or financial partners**

There are no strategic or financial partners attributed to the Objects of the Issue.

### **Variation in objects**

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Postal Ballot Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated.

**Key Industry Regulations for the objects of the issue**

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

**Other Confirmations**

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration our directors, or Key Managerial Personnel. Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

## STATEMENT OF SPECIAL TAX BENEFITS



# PARIN PATWARI & Co.

CHARTERED ACCOUNTANT

Address: C-1, Panchratna Apartments, Mahalaxmi Cross Road,  
Paidi, Ahmedabad - 380 007

Phone : +91 90336 45654 ; E-Mail: parin.patwari@gmail.com

### STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

The Board of Directors,  
IFL Enterprises Limited  
A-607, Prahladnagar Trade Center Radio Mirchi Road, Vejalpur,  
Ahmedabad, Gujarat, India, 380015

Dear Sirs,

Sub: Statement of possible special direct tax benefits available to IFL Enterprises Limited ("the Company") and its shareholder ("the Statement").

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits, where applicable have been/would be met.

This statement is intended solely for information and for inclusion in the *Draft Letter of Offer* in relation to the issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

For Parin Patwari & Co.  
Chartered Accountants  
Firm Reg. No.: 154571W

Parin Patwari  
Proprietor  
Membership No.: 193952  
Date: 13th January, 2025  
Place: Ahmedabad  
UDIN: 25193952BMGWNP5870

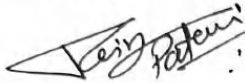


**Statement of Special Tax Benefits available to the Company & its Shareholder under the Income Tax Act, 1961 and other Direct Tax Laws presently in force in India**

**Special Tax Benefits**

- I. **Benefits available to the Company**  
There are no special tax benefits available to the Company.
  
- II. **Benefits available to the Shareholders**  
There are no special tax benefits available to the shareholders for investing in the proposed right issue of shares of the Company.

**For Parin Patwari & Co.**  
**Chartered Accountants**  
**Firm Reg. No.: 154571W**



**Parin Patwari**  
**Proprietor**  
**Membership No.: 193952**  
**Date: 13th January, 2025**  
**Place: Ahmedabad**  
**UDIN: 25193952BMGWNP5870**

## SECTION IV – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

*Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this Letter of offer, including the information in the sections "Risk Factors" and "Financial Information" beginning on pages 19 and 76 respectively of this Letter of offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' beginning on page 19 of this Letter of offer.*

#### **Global Macroeconomic Outlook**

The global battle against inflation has largely been won, even though price pressures persist in some countries. After peaking at 9.4% year over year in the third quarter of 2022, headline inflation rates are now projected to reach 3.5% by the end of 2025, below the average level of 3.6% between 2000 and 2019. Moreover, despite a sharp and synchronized tightening of monetary policy around the world, the global economy has remained unusually resilient throughout the disinflationary process, avoiding a global recession. Growth is projected to hold steady at 3.2% in 2024 and 2025, even though a few countries, especially low-income developing countries, have seen sizable downside growth revisions, often as a result of increased conflicts. (Source: *World Economic Outlook, October 2024*)

#### **Indian Economy**

The Indian economy's GDP at Current Prices in the year Fiscal 2024 is estimated at ₹ 295.36 trillion, as against ₹269.50 trillion for Fiscal 2023 showing a growth of 9.6% (Source: *Ministry of Statistics and Programme Implementation, Press note May 31, 2024*) India has become the fifth largest economy in the world, surpassing the U.K. and France. (Source: *World Bank GDP Ranking 2022*) In India, real GDP registered a growth of 6.7% in Q1FY25, driven by private consumption and investment. The real GDP growth for Fiscal 2025 is projected at 7.2% with Q2FY25 at 7.0%; Q3FY25 at 7.4%; and Q4FY25 at 7.4%. Real GDP growth for Q1FY26 is projected at 7.3% (Source: *RBI MPC October 7 to 9, 2024*) Headline inflation declined sharply to 3.6% and 3.7% in July and August respectively from 5.1% in June. Going forward, the September inflation print may see a significant pick-up as base effects turn adverse and food prices register an upturn. CPI inflation for Fiscal 2025 is projected at 4.5% with Q2FY25 at 4.1%; Q3FY25 at 4.8%; and Q4FY25 at 4.2%. CPI inflation for Q1FY26 is projected at 4.3% (Source: *RBI MPC October 7 to 9, 2024*) In the Monetary Policy Committee Meeting held in October 2024 the committee, basis of an assessment of the current and evolving macroeconomic situation, decided to keep the policy repo rate under the liquidity adjustment facility ("LAF") unchanged at 6.50%. Consequently, the standing deposit facility ("SDF") rate remained unchanged at 6.25% and the marginal standing facility ("MSF") rate and the bank rate at 6.75%. These decisions were made with the objective of achieving the medium-term target for CPI inflation of 4% within a band of +/- 2%, while supporting growth. (Source: *RBI MPC October 7 to 9, 2024*)

#### **Trading Industry**

India ranks among the best countries to invest in Retail space. Factors that make India so attractive include the second largest population in the world, a middleincome class of ~158 households, increasing urbanization, rising household incomes, connected rural consumers and increasing consumer spending. FMCG, apparel & footwear, and consumer electronics are the largest retail segments, constituting 65%, 10% and 9% respectively of the retail market. The FMCG industry has been projected to grow to a market size of almost US\$ 220 billion by 2025 and US\$ 615.87 billion by 2027. In 2022, traditional retail, organized retail and E-commerce segments accounted for 81%, 12% and 8% of the market, respectively. The Indian e-commerce industry is expected to cross US\$ 350 billion mark by 2030, growing at a CAGR of 23%. India's e-commerce sector is expected to reach US\$ 53.08 billion in 2024, with an annual growth rate of 11.45% to reach 91.24 billion by 2029. The UPI transactions touched US\$ 1.51 trillion in 2022, with a user base exceeding 800 million.

## Competitive landscape in Indian retail sector

### 1. Departmental stores

- Pantaloons has 344 stores in 170 towns/cities
- Westside operates over 200 stores across 82 cities
- Shoppers Stop has 117 stores & Lifestyle operates across 107 stores in India
- Reliance Retail operates 18,836 stores across 7,000+ towns in India

### 2. Hypermarkets

- Big Bazar, Spencer Easy day and Reliance are some major players present in the market
- Aditya Birla Retail – 3,977 brand stores
- Trent has 16 stores under retail chain Star
- Big Bazaar operates 1,500+ stores in more than 400 cities in India
- Spencer’s Retail has 160 stores across 40 cities in the country

### 3. Supermarkets/ convenience stores

- Aditya Birla Retail- More Supermarket (872 stores)
- Reliance Fresh (2,700 stores) ▪ HyperCITY (17 stores)
- Dmart (371 stores)
- 24\*7 (145 stores)

### 4. Specialty stores

- Titan Industries is a large player, with 1,000+ Titan stores, 435 Tanishq and 860+ Titan Eye+ shops ▪ Vijay Sales, Croma and E-Zone in consumer electronics
- Landmark and Crossword in books and gifts segment

### 5. Cash and carry stores

- Metro started the cash and carry model in India -operates 31 stores across Mumbai, Kolkata, Delhi, Punjab, Hyderabad and Bengaluru
- Reliance Retail operates 52 cash and carry stores called ‘Reliance Market’

## Strong growth in the Indian retail industry

- The annual inflation rate based on all India Consumer Price Index (CPI) number is 4.83% (Provisional) for the month of April, 2024 (over April, 2023). Corresponding inflation rate for rural and urban is 5.43% and 4.11%, respectively.
- According to Retailers Association of India (RAI) and Boston Consulting Group (BCG), Indian retail market is expected to reach US\$ 2 trillion by 2032.
- Retail sales in June 2024 showed a growth of 5% as compared to the sales levels in June 2023, according to the survey by Retailers Association of India (RAI).
- As per Kearney Research, India’s retail industry is projected to rise at a CAGR of 9% between 2019 and 2030, from US\$ 779 billion in 2019 to US\$ 1,407 billion by 2026 and more than US\$ 1.8 trillion by 2030.
- India is one of the most promising and developing marketplaces in the world. There is a great deal of desire among multinational corporations to take advantage of the consumer base in India and to enter the market first. Due to India’s wealth of resources, availability of labor at relatively low costs, and special investment wages such tax breaks, etc., foreign corporations prefer to invest here.
- India is the fifth largest and preferred retail destination globally. The country is among the highest in the world in terms of per capita retail store availability.
- India’s retail sector was experiencing exponential growth with retail development taking place not just in major cities and metros, but also in small cities. Healthy economic growth, changing demographic profile, increasing disposable

income, urbanization, and changing consumer tastes and preferences have been some of the factors driving growth in the organized retail market in India.

*Note: \*CAGR up to 2018, F - Forecast, ^as per CRISIL*

*Source: indiaretailing.com, BMI Research, Consumer Leads report by FICCI and Deloitte - October 2018, News Articles, Trading Economics*

### **Organised retail in nascent stage**

- The Indian retail sector is highly fragmented with more than 90% of its business being run by the unorganized retailers like the traditional family run stores and corner stores. The organized retail however is at a very nascent stage
- In 2022, traditional retail, organised retail and E-commerce segments accounted for 81%, 12% and 8% of the market, respectively.
- The Indian e-commerce industry is expected to cross US\$ 350 billion mark by 2030, growing at a CAGR of 23%.
- The organised retail market in India has 12% share of the total retail market and has a growth rate of 10% over 2021-32.
- Increasing demand for organized retail space has helped create a capacity of ~120 million square feet (MSF) in retail space across major Indian cities. Major Indian cities include Delhi (23.7 MSF) and Mumbai (16.7 MSF).
- The unorganised retail sector in India has a huge untapped potential for adopting digital mode of payments as 63% of the retailers are interested in using digital payments like mobile and card payments.
- Many fintech companies are competing for their presence in local stores. In May 2020, Paytm announced a US\$ 1 billion loyalty programme and launched online ledger services for kirana stores in India. Other fintech companies such as PayNearby, Phonepe, BharatPe and Mswipe introduced different services for small shop owners, enabling better digital payments and delivery options at these stores.
- For example, Amazon partnered with local stores to provide a platform for many small shops and merchants on its Amazon marketplace. While, Walmart has its own network of 28 'best-priced' stores serving local stores across the country.

*Note: F - Forecast, \* - e-commerce market here refers to sale of products and services through electronic transactions, home shopping is considered a part of e-commerce*

*Source: BCG, KPMG- indiaretailing.com, Deloitte Report, Winning in India's Retail Sector, Centre for Digital Financial Inclusion (CDFI) report, Crisil Report*

### **Sector's high growth potential is attracting investors**

- India's high growth potential compared to global peers has made it a highly favourable destination. According to a study by Boston Consulting Group, India is expected to become the world's third largest consumer economy by reaching US\$ 400 billion in consumption by 2025.
- In November 2022, Swiss smart wearable device maker Garmin expects India to be among its top three markets in Asia in the next five years, fueled by post Covid health activity trends in the country.
- French sports retailer Decathlon is accelerating its investments to ramp up production and enhance its retail presence further in India.
- Canadian restaurant chain Tim Hortons plans to open around 120 stores in India by 2025 at an investment of up to Rs. 300 crores (US\$ 36.14 million).
- Keystone Realtors inks pact to jointly develop 1.5-acre plot in Mumbai.
- IKEA, the Swedish furniture maker has drawn up plans to invest Rs. 850 crore (US\$ 102.41 million) in its Indian operation.

- Swedish retailer H&M is set to launch its home decor and accessories products such as dinnerware and bed linen in India next month. H&M HOME will be available on the company's website and through Myntra in 2024.
- Lulu Group, a UAE-based retail company, will invest Rs. 2,000 Crores (US\$ 240.96 million) to develop a shopping mall near Ahmedabad in Gujarat as part of its plans to expand business in India.

*Note: FDI - Foreign Direct Investment*

*Source: AT Kearney 2023 FDI Confidence Index, Prime Database*

### **Rising prominence of online retail**

- According to recent industry reports, the e-commerce industry witnessed a phenomenal 36.8% YoY growth in terms of order volumes. As consumers prefer to shop online throughout the year, this fast-changing consumer preference towards online shopping reveals the mature status acquired by e-commerce brands in India.
- The E-Commerce market is expected to touch US\$ 350 billion in GMV by 2030.
- With consumers rapidly adopting online shopping and renewed thrust from leading consumer goods and retail players in the country, gross merchandise value (GMV) of India's e-tailers touched US\$ 60 billion in FY2023.
- India's digital economy is expected to touch US\$ 800 billion by 2030.
- Online retailers deliver to 15,000-20,000 pin codes out of nearly 100,000 pin codes in the country.
- During the festival period in 2020, Amazon, Flipkart and various vertical players sold goods worth US\$ 9 billion despite the pandemic onslaught.
- Online shoppers in India are expected to reach ~500 million in 2030 from +150 million in 2020.
- As of December 2022, there were 7.8 billion daily e-commerce transactions. Online shoppers in India are expected to reach ~500 million in 2030 from +150 million in 2020.

*Notes: APMEA - Asia/ Pacific, Middle East and Africa, F- Forecast*

*Source: News Articles*

### **Growth drivers for retail in India:**

#### **1. Favourable demographics**

India's large and young population, Rising Middle Class, Urbanization, Changing Lifestyle and Consumption Patterns and favourable government initiatives prove to be a growth engine for the retail industry.

#### **2. Rise in income and purchasing power**

As of the most recent Purchasing Power Parity (PPP) calculations by the World Bank and the International Comparison Programme (ICP), India ranks 3rd in the world in terms of GDP by PPP.

Along with improvements in general purchasing power of the middle class, and a low cost of living, India has also almost completely eradicated extreme poverty at the global PPP poverty level of US \$ 1.9.

#### **3. Change in consumer mindset**

The transition from traditional retail to online platforms in India has spurred a shift in consumer mindset. This change is characterized by a prioritization of convenience, a wider product selection, increased price sensitivity, growing trust in online transactions, reliance on reviews and recommendations, evolving loyalty dynamics, a greater embrace of technology, and heightened expectations for fast delivery.

#### **4. Brand consciousness**

Brand consciousness in India is a multifaceted phenomenon shaped by economic, cultural, and technological factors. As consumer expectations continue to evolve, brands must remain agile and responsive to changing trends, ensuring that they deliver value, innovation, and authenticity to maintain their competitive edge in the market.

#### **5. Easy consumer credit and increase in quality products**

Share of unsecured retail loans grew to 25.2% from 22.9% in March 2021-2023, while secured loans eased from 77.1% to 74.8%. Banks' unsecured loan portfolio amounted to close to Rs. 12 lakh Crores (US\$ 144.58 billion) as of July 2023.

#### **Income growth to drive demand for organised retail**

- Over the years, retailing in India has been one of the most dynamic and fast paced industries, which has travelled through different phases.
- Easy availability of credit and use of 'plastic money' have contributed to a strong and growing consumer culture in India.
- According to the Retailers Association of India (RAI), the retail industry has experienced moderate growth in 2023 as consumers are getting into regular business routines, which accounts for the high base in April and May 2023.
- Acceptance and usage of E-retailers by consumers are increasing due to convenience and secured financial transactions.
- Expansion in the size of the upper middle class and advertisement has led to greater spending on luxury products and high brand consciousness.
- India's Nominal gross domestic product (GDP) at current prices is estimated to be Rs. 296.58 lakh crore (US\$ 3.5 trillion) in FY24, as per the provisional estimates for 2023-24 and the per capita income at current prices was estimated at Rs. 212,600 (US\$ 2,554.86) in FY24.
- The e-commerce market itself is estimated to grow to US\$ 98 billion in FY24.
- Given the strong retail and consumer outlook, India is expected to witness redefining trends which will shape the future of the retail market.

**Source:** IMF, MoSPI

#### **FDI policy details on single and multi-brand retail in India**

##### **51% FDI in multi-brand retail Status: Policy passed**

- Minimum investment cap is US\$ 100 million.
- 30% procurement of manufactured or processed products must be from SMEs.
- Minimum 50% of total FDI must be invested in backend infrastructure (logistics, cold storage, soil testing labs, seed farming and Agro processing units).
- Removes middlemen and provides better price to farmers.
- Development in retail supply chain system.
- 50% jobs in retail outlet could be reserved for rural youth and a certain amount of farm produce to be procured from poor farmers.
- To ensure public distribution system (PDS) and food security system (FSS), the Government reserves the right to procure a certain amount of food grains.

- It will keep food and commodity prices under control. It will also cut agricultural waste as mega retailers would develop backend infrastructure. Consumers will receive higher quality products at lower prices and with better service.

#### **100% FDI in single-brand retail Status: Policy passed**

- Products to be sold under the same brand internationally. Sale of multi-brand goods is not allowed even if produced by the same manufacturer.
- 100% FDI allowed in single-brand retail under the automatic route.
- Single-brand retail entities (SBRT) would be permitted to set off their incremental sourcing of goods from India for global operations during the initial five years, starting from the 1st April of the year of the opening of first store, as against the compulsory sourcing requirement of 30% of purchases from India. After completion of five-year period, the SBRT entity will be required to meet the 30% sourcing norms directly towards its India's operation, on an annual basis.
- 100% FDI in retail trading of food products manufactured or produced in India.
- Liberalisation of FDI is expected to give a boost to Ease of Doing Business and Make in India.

#### **Ample growth opportunities in Indian retail industry**

##### ***1. LARGE NUMBER OF RETAIL OUTLETS***

India is the fifth-largest preferred retail destination globally. With a strong presence across key consumption baskets and a leadership position in food, consumer electronics, and fashion retailing and with 10,415 stores covering 22 million square feet, Reliance Retail has the largest store network in the country. The company ranks first among the retail companies in India.

##### ***2. PRIVATE LABEL OPPORTUNITIES***

According to a KPMG report, online private labels are estimated to grow 1.3 to 1.6 times faster than the traditional ecommerce platforms. The share of private label strategy in the US and UK markets is 19% and 39%, respectively, while its share in India is just 6%. Stores like Shopper Stop and Lifestyle generates 15 to 25% of their revenue from private label brands.

##### ***3. SOURCING BASE***

India 's price competitiveness attracts large retail players to use it as a sourcing base. Global retailers such as Walmart, GAP, Tesco and JC Penney are increasing their sourcing from India and are moving from third-party buying offices to establishing their own wholly-owned/ wholly-managed sourcing and buying offices.

##### ***4.LUXURY RETAILING***

Young Indians have become aspirational consumers of luxury products owing to higher disposable income, increased awareness about luxury brands and stable economic growth in the country. Indian luxury market is expected to grow to US\$ 200 billion by 2030, supported by growing exposure of international brands among Indian youth and higher purchasing power of the upper class in tier II and III cities, according to ASSOCHAM.

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## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For the purpose of discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" beginning on page 19 of this Letter of offer, and for the purpose of discussion of the risks and uncertainties related to those statements, as well as for the discussion of certain factors that may affect our business, financial condition or results of operations, you should read "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 76 and 245, respectively of this Letter of offer. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Financial Statements.*

### **Overview and History**

Our Company was originally incorporated as 'Sarthak Suppliers Private Limited' in New Delhi as a Private Limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation on January 23, 2009 by the Registrar of Companies, Delhi and Haryana at New Delhi. Subsequently, the name of our Company was changed to 'IFL Enterprises Private Limited' and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Delhi and Haryana at New Delhi on January 27, 2016. Finally, the name of our Company was changed to 'IFL Enterprises Limited' and a fresh Certificate of Incorporation consequent upon change of name was granted by the Registrar of Companies, Delhi at Delhi on February 18, 2016.

Our company was a subsidiary of India Finsec Limited, and represents the other business activities of the group. We were engaged in the business of corporate advisory, debt syndication and execution services with paramount focus on small and medium enterprises (SMEs) in corporate and non-corporate sector. Further we were also involved in the business of trading in textile products primarily fabrics.

In the year 2021, our Company underwent change of Control in terms of Regulation 25 of Securities Exchange Board of India (Substantial Acquisition and Takeover of Shares) Regulation, 2011. Pursuant to the change of Control, Mr. Nishant Subhashchandra Gandhi became Promoter of the Company.

Further, in the year 2022, the company altered its object clause after passing special resolution dated April 24<sup>th</sup>, 2022 to carry on the business of manufacturing, importing & exporting, trading of all type of paper for writing, wrapping, kraft and semi-kraft, cloth paper, wall paper, paper films (plain and printed) and to do all types of metals and metal compounds whatsoever, whether ferrous or non-ferrous and buying, selling, reselling, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in all type of goods on retail as well as on wholesale basis in India or elsewhere and also act as Commission agent Stockiest on behalf of others. Also, to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company. And to acquire share in various business entities including but not limited to companies, partnership firms LLPs and other legal entities in India or outside India by establishing the relationship of holding-subsiary, joint venture and associate entities.

Company entered into new business to carry on the business of import, export, distribute, sale, purchase or deal in agriculture produce of all description like fruits, vegetable, seeds, organic products and herbal products and to do trading of the agri-commodities whether perishable or non- perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.

Also, to grow, produce, harvest raise or deal in agriculture produce and to set up processing unit, manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry.

Our consolidated revenues from operations for Fiscals 2024 and 2023 was ₹ 824.14/- lacs and ₹ 817.42/- lacs respectively.

Our consolidated EBITDA for Fiscals 2024 and 2023 was ₹ 127.07/- lacs and ₹ 71.98/- lacs respectively.

Our consolidated profit after tax for Fiscals 2024 and 2023 was ₹ 84.52/- lacs and ₹ 51.82/- lacs respectively.

## **Corporate Structure**

In year 2022, our Company formed a wholly owned subsidiary in the name of Yamunashtakam Tradeventures Private Limited to further diversify its activities. Presently, our Company holds 100% of the total issued and paid up share capital of the Yamunashtakam Tradeventures Private Limited.

Yamunashtakam Tradeventures Private Limited is engaged in the business as dealer, trader, import and export agents, representatives, buying and selling agents, brokers, importers, buyers, sellers, exporters and to buy, sell, or otherwise trade various goods, services and merchandise and to undertake the necessary activities and deal in all commodities including but not limited to paper, fabrics and textiles.

## **Our Business Strategy**

### ***Maintain and Expand Long-term Relationships with Customers***

Our Company believes that business is a by-product of relationship. The business model is based on customer relationships that are established over period of time rather than a project-based execution approach. Our Company believes that long-term client relationship fetches better dividends. Long-term relations are built on trust and continuous satisfaction of the customers. It helps understanding the basic approach of our Company, its products and its market. It also forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

### ***Leveraging of our Marketing Skills and Relationships***

We continue to enhance our business operations by ensuring that our network of customers increases through our marketing efforts. Our core competency lies in our deep understanding of our customers' buying preferences and behavior, which has helped us in achieving customer loyalty. We endeavor to continuously improve the product mix offered to the customers as well as strive to understand and anticipate any change in the expectation of our clients towards our products.

We seek to diversify our credit risk and ensure that no individual credit product contributes a large portion to our overall credit book. We believe that this mitigates the risk of concentration to any particular product or sector and helps us to manage our risk exposure in a more effective manner.

### ***Growth of the business through increasing geographical presence across India***

We intend to continue to grow by expanding our network through the addition of new branches. A good reach to customers is very important in our business. Increased revenue, profitability and visibility are the factors that drive the branch network. Our strategy for branch expansion includes further strengthening our presence in various parts of India by providing higher accessibility to customers.

## **Our Strength**

### ***Experienced Leadership Team***

Our company is managed by people who have a proven track record of delivering results & they possess the right acumen necessary in the build out phase of any organisation. Our senior management have diverse experience in various financial services and functions related to our business. We believe that the knowledge and experience of our senior and mid-level management team members provides us with a significant competitive advantage as we seek to grow our business and expand to new geographies.

### ***Strong Corporate Governance Standards***

Creating an institution that is built to last requires strong corporate governance standards. The governance standards are further strengthened by strong policies and processes enshrined in the Articles of Association and strong human resource. We have successfully placed process of credit evaluation, risk management, technology upliftment and business development. Further, we believe in fair trade practices and follow high standards of governance in managing the business of the Company.

## Marketing

We have dedicated marketing teams who cater to the demands of the customers and ensure that tailor made solutions are offered to attract and retain the customers.

## Competition

We face competition in the domestic trading market. The trading industry is highly competitive, and we expect this competition to grow in the future. Our competitors include domestic trading firms, online trading platforms, and informal market participants. Many large firms are expanding their reach into new regions, including rural and semi-urban areas of India. This expansion could increase competition and reduce our profit margins. Additionally, some of our competitors have advantages such as access to cheaper funding, better technology, and more efficient operations, which may put us at a disadvantage.

## Employees

We believe our human capital is one of our most important strengths and a key driver of growth, efficiency and productivity. We invest in developing our talent and leadership through various initiatives aimed at strengthening the ability of our managers to bring together people, strategies, and execution to drive business results. As on February 27<sup>th</sup>, 2024, there are five Employees in the company, which are engaged on payroll basis.

## Properties

As of the date of this Letter of offer, our Registered Office and Corporate Office are situated at Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015 is not owned by the company.

Sr. No.	Particulars of Property	Address	Licensees	Licensor	Lease period
1.	Corporate Office & Registered office	Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015	IFL Enterprises Limited	Aahna Organizers LLP & M/s. Zaveri Infracon LLP	For a period of Three (3) years w.e.f. 23.02.2024.

## Insurance:

There are no insurance policies in the name of the company.

## Intellectual Property Rights:

As on date of this letter of offer, there are no Intellectual Property Rights registered in the name of the company.

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## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Letter of offer, our Board consist of 06 (Six) Directors, out of which 02 (Two) are Executive Director, 3 (Three) are Non-Executive Independent Directors, 1 (One) is Non-Executive Non-Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

**The following table sets forth certain details regarding the members of our Company's Board as on the date of this Letter of offer:**

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term, Original Date of Appointment, Date of Appointment at Current Designation	Age (in Years)	Other Directorship
1.	<b>Ms. Vinaben Kanaiyalal Joshi</b> <b>DIN:</b> 07900014 <b>Date of Birth:</b> 03/09/1956 <b>Qualification:</b> Master of Arts <b>Designation:</b> Non-Executive – Non-Independent Director <b>Occupation:</b> Business <b>Address:</b> Flat No- 18/216, Adrshnagar, Near Vijaynagar, Naranpura, Ahmedabad, Gujarat-380013 <b>Nationality:</b> Indian <b>Term:</b> 5 years <b>Original Date of Appointment:</b> 13/05/2022 <b>Date of Appointment at Current Designation:</b> 09/09/2022	67	<b>Listed Companies:</b> 1. Natco Economicals Limited  <b>Public Companies:</b> Nil  <b>Private Companies:</b> Nil
2.	<b>Ms. Dimpleben Arajanbhai Makwana</b> <b>DIN:</b> 10745925 <b>Date of Birth:</b> 11/12/1987 <b>Qualification:</b> Master of Social Work <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> Kalyan society, Upleta, Rajkot, Gujarat, Upleta Lati Plot, Upleta, Rajkot, Gujarat, India-360490 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Term:</b> 5 Years <b>Original Date of Appointment:</b> 30/12/2024 <b>Date of Appointment at Current Designation:</b> 29/03/2025	49	<b>Listed Companies:</b> Nil  <b>Public Companies:</b> Nil  <b>Private Companies:</b> Nil
3.	<b>Mr. Sarang Dinesh Likhitkar</b> <b>DIN:</b> 10986050 <b>Date of Birth:</b> 17/01/1987 <b>Qualification:</b> Bachelors in Business Administration <b>Designation:</b> Non-Executive Director <b>Occupation:</b> Business <b>Address:</b> C/o Dineshrao Likhitkar, Jai Nagar, Old Bypass Road, Near Ganuwadi, Amravati 444606 Maharashtra. <b>Nationality:</b> Indian <b>Term:</b> 5 years <b>Original Date of Appointment:</b> 06th March, 2025 <b>Date of Appointment at Current Designation:</b> 09 <sup>th</sup> June, 2025	38	<b>Listed Companies:</b> Nil  <b>Public Companies:</b> Nil  <b>Private Companies:</b> Nil  <b>LLPs:</b> Nil

4.	<p><b>Mr. Samad Ahmed Khan</b>  <b>DIN:</b> 09527456  <b>Date of Birth:</b> 21/09/1989  <b>Qualification:</b> Higher Secondary  <b>Designation:</b> Non-Executive - Independent Director  <b>Address:</b> Room No 22, Chawl No 66, Bayabai, Sewri, Koliwada, Dry Fish Market, Near Godam No 20, Room No 85/2, Sewri, Mumbai, Maharashtra-400015  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years  <b>Original Date of Appointment:</b> 05/03/2022  <b>Date of Appointment at Current Designation:</b> 24/04/2022</p>	34	<p><b>Listed Companies:</b> Nil</p> <p><b>Public Companies:</b> Nil</p> <p><b>Private Companies:</b> Nil</p>
5.	<p><b>Mr. Meet Sureshbhai Chhatrala</b>  <b>DIN:</b> 10778872  <b>Date of Birth:</b> 29/07/1995  <b>Qualification:</b> Bachelor of Engineering  <b>Designation:</b> Executive Director  <b>Address:</b> Ta-Keshod, At-Agatarai, Junagadh, Gujarat, India- 362222  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years  <b>Original Date of Appointment:</b> 30/12/2024  <b>Date of Appointment at Current Designation:</b> 29/03/2025</p>	29	<p><b>Listed Companies:</b> Nil</p> <p><b>Public Companies:</b> Nil</p> <p><b>Private Companies:</b> Nil</p>
6.	<p><b>Mr. Pratapsinh Rajput</b>  <b>DIN:</b> 10905542  <b>Date of Birth:</b> 16/05/1989  <b>Qualification:</b> Bachelor of Commerce  <b>Designation:</b> Non-Executive Independent Director  <b>Address:</b> H. No. 74, Yogeshwarnagar part-1, Sarkhej Road, Vasna, Ahmedabad city, Paldi, Gujarat-380007  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years  <b>Original Date of Appointment:</b> 05/03/2025  <b>Date of Appointment at Current Designation:</b> 29/03/2025</p>	35	<p><b>Listed Companies:</b> Nil</p> <p><b>Public Companies:</b> Nil</p> <p><b>Private Companies:</b> Nil</p>
7.	<p><b>*Mr. Abhishek Pratapkumar Thakkar</b>  <b>DIN:</b> 02681513  <b>Date of Birth:</b> 10/06/1988  <b>Qualification:</b> Bachelor of Commerce  <b>Designation:</b> Managing Director  <b>Address:</b> H. No. 28 green park, ambli, bopal road, Bopal, PO: Bopal, Dist: Ahmedabad, Gujarat - 380058  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> 5 years  <b>Original Date of Appointment:</b> 09/06/2025  <b>Date of Appointment at Current Designation:</b> 09/06/2025</p>	36	<p><b>Listed Companies:</b> Nil</p> <p><b>Public Companies:</b> Nil</p> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>• Bonafide Laboratories Private Limited</li> <li>• Amar Warehousing Private Limited</li> <li>• Pride Commodity Private Limited</li> <li>• Aramco Greens Private Limited</li> <li>• Pharmis India Private Limited</li> <li>• Ewart Promoter</li> </ul>

			Holdings Private Limited • Amero Gift Startup Club Private Limited • Spot Gift Multi Commodities Market IFSC Private Limited • Indoclear Repository Private Limited • Uni Port India Private Limited • Amero Electronics Private Limited • Bizfly Airlines Private Limited • Spot Multi Commodities Market Limited • Brothers Mart India Private Limited • Amero Research & Loyalty Solutions Private Limited
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*\*Appointment of Mr. Abhishek Pratapkumar Thakkar (DIN: 02681513) as the Managing Director of the Company designated as "Managing Director under the Companies Act, 2013 and SEBI Listing Regulations, for a period of 5 (five) years, subject to approval of the shareholders of the Company at the ensuing general meeting of the Company.*

#### **Past Directorship in Suspended Companies**

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Letter of offer.

#### **Past Directorship in Delisted Companies**

Further, none of our directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such Company during the last 10 (Ten) years preceding the date of this Letter of offer.

#### **KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Set forth below are the details of our senior management and key managerial personnel: -

Name	Designation	Associated with Company since
*Mr. Abhishek Pratapkumar Thakkar	Managing Director	09/06/2025
Mr. Gurdeep Singh	Company Secretary	17/09/2024
Mr. Sarang Dinesh Likhitar	Chief Financial Officer	07/03/2025

*\*Appointment of Mr. Abhishek Pratapkumar Thakkar (DIN: 02681513) as the Managing Director of the Company designated as "Managing Director under the Companies Act, 2013 and SEBI Listing Regulations, for a period of 5 (five) years, subject to approval of the shareholders of the Company at the ensuing general meeting of the Company.*

#### **Confirmations**

- Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

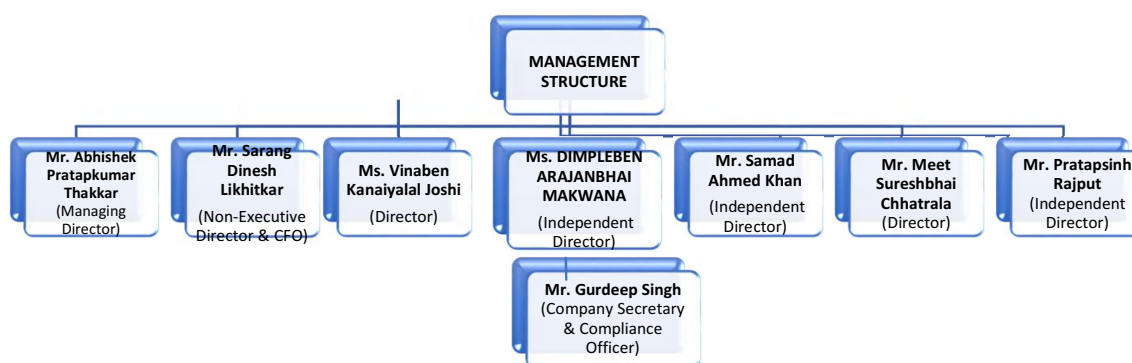
2. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Letter of offer, during the term of his/ her directorship in such company.
3. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

None of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

### **Management Organization Structure**

The Management Organization Structure of the company is depicted from the following chart;

#### **Management Organization Structure**



#### **Corporate Governance**

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to

oversee specific operational areas.

### **Committees of our Board**

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee

### **TERMS OF REFERENCE OF VARIOUS COMMITTEE:**

#### **1) Audit Committee**

The following members forming a part of the said Committee:

<b>Name</b>	<b>Designation</b>
1. Mr. Samad Ahmed Khan	Chairperson
2. Ms. Dimpleben Arajanbhai Makwana	Member
3. Mr. Jitendra Vaishnav	Member

The Company Secretary acts as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

- i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
- ii) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- iii) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- iv) Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement; to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013; changes, if any, in accounting policies and practices and reasons for the same;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transaction;
  - g) Modified opinion(s) in the draft audit report;
- v) Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
- vi) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the Report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii) Reviewing and monitoring the Auditor's independence & performance, and effectiveness of audit process;
- viii) Approval or any subsequent modification of transactions of the Company with related parties;
- ix) Scrutiny of inter-corporate loans and investments;
- x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi) Evaluation of internal financial controls and risk management systems;
- xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit

- department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv) Discussion with internal auditors of any significant findings and follow up there on;
  - xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - xvi) Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - xviii) To review the functioning of the Whistle-Blower mechanism;
  - xix) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
  - xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
  - xxi) Carrying out any other function as may be assigned to it by the board of director from time to time.

## 2) Nomination and Remuneration Committee

The following members forming a part of the said Committee:

Name	Designation
1. Mr. Samad Ahmed Khan	Chairman
2. Ms. Dimpleben Arajnabhai Makwana	Member
3. Ms. Vinaben Kanaiyalal Joshi	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of our Nomination and Remuneration Committee, is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations which are as follows:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel ("KMP") and other employees;
  - A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    - a) Use the services of an external agencies, if required;
    - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
    - c) Consider the time commitments of the candidates.
- (ii) Specification of manner and criteria for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- (iii) Devising a policy on diversity of board of directors;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (vi) Recommend to the board, all remuneration, in whatever form, payable to senior management.

### 3) Stakeholders' Relationship Committee

The following members forming a part of the said Committee:

Name	Designation
1. Mr. Samad Ahmed Khan	Chairperson
2. Ms. Dimpleben Arajnabhai Makwana	Member
3. Mr. Jitendra Vaishnav	Member

The Company Secretary acts as the secretary of the Stakeholders' Relationship Committee.

The scope, functions and the terms of reference of our Stakeholders' Relationship Committee, is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations which are as follows:

- (i) To consider and resolve the grievance of all the security holders related to transfer/ transmission of shares, non-receipts of annual reports and non-receipts of declared dividends, issue of new duplicate certificates, general meetings etc.;
- (ii) To review the measures taken for effective exercise of voting rights by shareholders
- (iii) To review the adherence to service standards adopted by the company in respect of various services being rendered by the Share Transfer Agent.
- (iv) To review various measures and initiatives undertaken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (v) To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

#### **Our Key Managerial Personnel:**

In addition to our Directors, whose details have been provided under paragraph above titled 'Brief Profile of our Directors', set forth below are the details of our Key Managerial personnel as on the date of filing of this Letter of offer:

#### **Mr. Abhishek Pratapkumar Thakkar, Managing Director**

Mr. Abhishek Pratapkumar Thakkar serves as the Managing Director of the Company. He holds B. Com degree and hands-on experience in financial management and personal business has positioned him as a well-rounded professional. His expertise in finance, paired with his entrepreneurial experience, allows him to offer valuable insights and strategies to businesses seeking growth and stability.

#### **Mr. Gurdeep Singh, Company Secretary and Compliance Officer**

Mr. Gurdeep Singh is the Company Secretary and Compliance Officer of the Company. He is an associate member of The Institute of Company Secretaries of India having deep insight in areas of Corporate Laws, Corporate Governance and related matters.

#### **Mr. Sarang Dinesh Likhitkar, Chief Financial Officer**

Mr. Sarang Dinesh Likhitkar serves as the Chief Financial Officer of the Company. He holds a Bachelor of Business Administration (BBA) degree from Shivaji University, Kolhapur, Maharashtra, and brings over twelve years of extensive experience to the role.

#### **Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel**

None of the Key Managerial Personnel are related in any capacity with the other Key Managerial Personnel of the Company.


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## OUR PROMOTER

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchanges at the time of filing this Letter of offer.

### BRIEF PROFILE OF OUR PROMOTERS IS AS UNDER:

#### 1. Mr. Nishant Subhashchandra Gandhi

	Mr. Nishant Subhashchandra Gandhi is a business tycoon having 15 years of experience in the business of trading of Agro commodities including 3 years working experience in revenue department of Gujarat Government.
<b>Age</b>	36 years (26/01/1987)
<b>PAN</b>	AJQPG2471C
<b>Qualification</b>	Post Graduation Diploma in Business administration
<b>Personal Address</b>	H. No. A/55, Ashok Tenament, Opp. Cadila Lab, Ghodasar, Ahmadabad City, Ahmedabad, Ghodasar, Gujarat-380050
<b>Directorship &amp; Other Ventures</b>	NA

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchanges at the time of filing this Letter of offer.

#### Confirmations:

1. None of our Promoter has been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
2. Our Promoter has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. None of our Promoter or Promoter Group entities have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
4. Except as disclosed in the chapter titled “Outstanding Litigation and Material Developments”, there are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter.

## INTEREST OF OUR PROMOTER

### *Interest of Promoters*

Our Promoter does not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by him or his relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by him or his relatives and associates or held by the companies, firms and trusts in which he is interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “**Capital Structure**”, “**Financial Statements**” and “**Our Management**” beginning on page 43, 76 and 63 of this Letter of offer.

Except as stated otherwise in this Letter of offer, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For

further details, please refer the section titled “**Related Party Transactions**” in chapter “**Financial Statements**” on page no. 74 and 76 of this Letter of offer.

***Interest in promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters is interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

***Interest in the property, land, construction of building, supply of machinery, etc.***

Except as mentioned in the chapter titled “**Our Business**” beginning on page 60 of this Letter of offer, our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 3 (three) years before filing of this Letter of offer or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

***Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years***

Except as stated above in “**Our Management**” and “**Financial Statements**” beginning on pages 63 and 76 respectively of this Letter of offer, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing Letter of Offer or intended to be paid or given to any Promoters or member of our Promoter Group and no consideration for payment of giving of the benefit.

**MATERIAL GUARANTEES GIVEN TO THIRD PARTIES**

Except as stated in the “**Financial Information**” beginning on page 76 of this Letter of offer, our Promoter has not given material guarantees to the third party(ies) with respect to the specified securities of our Company.

**RELATIONSHIP OF OUR PROMOTERS WITH OUR DIRECTORS**

As on the date of the Letter of offer, none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

**COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS**

Except as stated below, as on the date of the Letter of Offer, none of our Promoter(s) have disassociated with any Companies in the preceding three years: **NIL**

**OUR PROMOTER GROUP**

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

<b>Promoter</b>	Mr. Nishant Subhashchandra Gandhi
<b>Father</b>	Mr. Subhashchandra Chimanlal Gandhi
<b>Mother</b>	Mrs. Nayanaben Subhaschandra Gandhi
<b>Spouse</b>	Mrs. Bansari Nishant Gnadhi
<b>Brothers</b>	NA
<b>Sisters</b>	Ms. Ekta Subhas Gandhi
<b>Sons</b>	Mr. Aaryans Nishant Gandhi
<b>Daughters</b>	Ms. Chahana Nishant Gandhi
<b>Spouse Father</b>	Mr. Jayesh Dalichand Shah
<b>Spouse Mother</b>	Mrs. Bhartiben Jayesh Shah
<b>Spouse Brothers</b>	Mr. Rishit Jayesh Shah
<b>Spouse Sister</b>	NA

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## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, during the last three Fiscals, as per the requirements under Ind AS 24 read with SEBI ICDR Regulations and as reported in the Financial Statements, see section titled "**Financial Information**" at page 76 of this Letter of offer. For details of the related party transactions, during the period ended March 31, 2025, as per the requirements under the Ind AS 24 and as reported in the Interim Condensed Consolidated Financial Statements, see section titled "**Financial Information**" at page 76 of this Letter of offer.

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## **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

The Board of directors of the company has declared an Interim Dividend @ 0.01% i.e., 1 paisa/- per Equity Share of face value of Re. 1/- each for the Financial Year 2022-23 for the Financial Year 2023-24.

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**SECTION V – FINANCIAL INFORMATION**

**FINANCIAL STATEMENTS**

<b>S. No.</b>	<b>Particulars</b>	<b>Page No.</b>
<b>1.</b>	Consolidated & Standalone Financial Statements for the year ended March 31, 2025	77
<b>2.</b>	Consolidated Financial Statements for the year ended March 31, 2024 & March 31, 2023	98
<b>3.</b>	Standalone Financial Statements for the year ended March 31, 2024 & March 31, 2023	172
<b>4.</b>	Statement of Capitalisation	244



## PARIN PATWARI & Co.

CHARTERED ACCOUNTANT

Address: C-1, Panchratna Apartments, Mahalaxmi Cross Road,  
Paldi, Ahmedabad - 380 007

Phone : +91 90336 45654 ; E-Mail: parin.patwari@gmail.com

### Independent Auditor's Report

To,  
The Board of Directors  
IFL ENTERPRISES LIMITED

#### Report on the Audit of Standalone Financial Results

I have audited the accompanying **Standalone Annual Statement of Financial Results of IFL ENTERPRISES LIMITED** (hereinafter referred to as "the Company") for the **quarter and year ended 31st March, 2025**, attached herewith, being submitted by the Company pursuant to the requirements of **Regulation 33 and Regulation 52(4)** read with **Regulation 63 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended (hereinafter referred to as the "Listing Regulations")

#### Disclaimer of Opinion

Because of the significance of the matters described in the "Basis for Disclaimer of Opinion" paragraph of this report, I do not express an opinion on the accompanying standalone annual financial results. Specifically:

- a. I do not express an opinion as to whether the aforesaid standalone financial results are **presented in accordance with the requirements of Regulation 33 and Regulation 52(4)** read with Regulation 63 of the Listing Regulations; and
- b. I do not express an opinion as to whether the financial results **give a true and fair view**, in conformity with the **recognition and measurement principles** laid down in the applicable **Indian Accounting Standards (Ind AS)** and other accounting principles generally accepted in India, of the **net profit/loss, other comprehensive income**, and other **financial information** of the Company for the year ended 31st March, 2025.



### Basis for Disclaimer Opinion

I conducted my audit in accordance with the auditing standards specified under **Section 143(10)** of the **Companies Act, 2013**, as amended. My responsibilities under those standards are further described in the section titled “**Auditor’s Responsibilities for the Audit of the Standalone Financial Results**” of this report. I am **independent of the Company** in accordance with the **Code of Ethics** issued by the **Institute of Chartered Accountants of India (ICAI)** together with the ethical requirements that are relevant to my audit of the standalone financial results under the provisions of the Companies Act, 2013 and the Rules thereunder. I have also fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. However, despite my professional efforts, I was **unable to obtain sufficient and appropriate audit evidence**, data, workings, and documentation necessary to provide a basis for expressing an opinion on the standalone annual financial results. Accordingly, I do not express an opinion on these financial results.

**The company has unsecured loans amounting to ₹ 3,791.41 Lacs. Management has not charged interest on these loans, and relevant agreements along with cross-confirmations are not available. In the absence of valid agreements and necessary confirmations, the accuracy of the balances and their interest-free status could not be verified, potentially impacting the fair presentation of liabilities and interest expenses.**

**Balance of GST Credit ₹ 12.77 Lacs pending for GST reconciliation. Reconciliation with the GST Online Portal has not been carried out, affecting the accuracy of GST Input Credit and the liability towards the government.**

**The company has trade payables amounting to ₹ 1809.65 Lacs; however, the bifurcation of Micro, Small, and Medium Enterprises (MSME) creditors has not been provided. Non-disclosure of MSME classification contravenes the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, impacting regulatory compliance and financial transparency.**

**Advances to suppliers of ₹ 186.78 Lacs remain unconfirmed. Absence of confirmations from these suppliers affects the reliability of liabilities disclosed in the financial statements.**

**We were unable to obtain sufficient appropriate audit evidence regarding the carrying amounts of Property, Plant and Equipment and Intangible Assets as at year end, due to limitations in the availability of supporting documentation and the Company’s failure to maintain adequate records as required under applicable accounting standards. Consequently, we were unable to determine whether any adjustments were necessary in respect of the carrying amounts of these assets, related depreciation/amortization, and the resultant impact on the financial statements, including the statement of profit and loss and cash flows for the year then ended.**

**A loan/advances amounting to ₹ 346.76 Lacs remains unconfirmed to certain parties. The absence of loan confirmations impacts the reliability of Borrowings and financial disclosures.**

**We are in receipt of certain sales invoices; however, they are not supported with E-Way bills, Delivery Challans, or Transportation details. In the absence**



of these critical documents, we are unable to verify the genuineness of the transactions.

With respect to purchases, the company has not provided Goods Inward Reports. Further, the company does not own or lease any godown facilities, raising concerns over the storage of inventory. Management claims that the goods are traded directly from suppliers to customers without being held in the company's possession; however, in the absence of evidence, we are unable to verify this assertion.

#### **Managements and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the recognition and measurement principles laid down in IND AS, prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results**

My objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

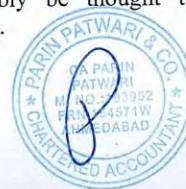
As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:



- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, I am also responsible for expressing my opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If I conclude that a material uncertainty exists, I required to draw attention in my auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Statement to express an opinion on the Statement. Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. I consider quantitative materiality and qualitative factors in
  - i) planning the scope of our audit work and in evaluating the results of our work; and
  - ii) to evaluate the effect of any identified misstatements in the Statement

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.



I also performed procedures in accordance with the Circular No. CIR/CFD/CMD 1/44/2019 dated 29th March, 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

**Other Matter(s)**

The standalone annual financial results include the results for the quarter ended 31st March, 2025 being the balancing figure between the audited figures in respect of the full financial year and the published audited year to date figures up to the third quarter of the current financial year. Our opinion on the Audit of the Financial Results for the year ended 31<sup>st</sup> March, 2025 is modified in respect of this matter.

**For, Parin Patwari & Co  
Chartered Accountants  
FRN: 154571W**



**Place : Ahmedabad  
Date : 28th May, 2025**

**CA Parin Patwari  
(Proprietor)  
M. No: 193952**

**UDIN: 25193952BMGWPO5494**

**IFL ENTERPRISES LIMITED**  
CIN No. - L74110GJ2009PLC151201  
Registered office - Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic, Ahmadabad City, Gujarat, India, 380015  
Website - www.iflenterprises.com  
Email - iflenterprises@rediffmail.com  
Mo.n - +91799080239

STATEMENT OF STANDALONE UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 31/03/2025					
Particulars	Three Months Ended on 31.03.2025	Three Months Ended on 31.12.2024	Corresponding Three Months ended in the previous year 31.03.2024	Year to date figures for current period ended on 31.3.2025	Previous Year ended 31.03.2024
	Audited	Unaudited	Audited	Audited	Audited
1. Revenue from operations	2000.72	3,030.57	198.69	6848.16	824.14
2. Other Income	226.77	0.02	26.28	259.01	131.75
3. Total Revenue (1+2)	2227.48	3,030.59	224.97	7107.17	955.89
4. Expenses					
Cost of Materials consumed	0.00	-	-	0.00	-
Purchase of stock-in-trade	1668.84	2,963.36	227.80	6578.75	637.69
Change in inventories of Finished Goods, Work-in-Process and Stock-in-Trade	0.00	-	-19.75	52.67	51.81
Employees benefits expenses	2.52	2.12	3.86	8.12	11.32
Finance Cost	(0.15)	0.13	0.58	1.17	1.29
Depreciation and Amortisation expense	3.30	3.24	3.69	12.90	8.04
Other Expenses	5.42	14.57	74.97	63.25	105.07
Total Expenses	1879.94	2,983.42	292.15	6716.88	815.22
5. Profit before exceptional and extraordinary items and tax (3 - 4)	347.55	47.17	-67.18	390.31	140.67
6. Exceptional Items	0.00	-	-	0.00	-
7. Profit before extraordinary items and tax (5 - 6)	347.55	47.17	-67.18	390.31	140.67
8. Extraordinary Items	0.00	-	-	0.00	-
9. Profit before tax (7-8)	347.55	47.17	-67.18	390.31	140.67
10. Tax Expenses	0.00	-	-	0.00	-
a) Current Tax	88.24	4.08	-9.27	99.00	44.83
b) Deferred Tax	(0.20)	-3.28	-4.11	2.88	-4.17
11. Profit/(Loss) for the period from continuing operations (9 - 10)	259.50	46.37	-53.80	288.43	100.01
12. Profit/(Loss) from discontinuing operations	0.00	-	-	0.00	-
13. Tax expense of discontinuing operations	0.00	-	-	0.00	-
14. Profit/(Loss) from Discontinuing operations (after tax) (12-13)	0.00	-	-	0.00	-
15. Profit/(Loss) for the period (11 + 14)	259.50	46.37	-53.80	288.43	100.01
16. Other comprehensive income net of taxes	0.00	-	-	0.00	-
17. Total comprehensive income for the period (15+16)	259.50	46.37	-53.80	288.43	100.01
18. Paid-up equity share capital(Face Value of Rs. 1/-Per Share)	7454.06	7,454.06	2,501.36	7454.06	2,501.36
19. Earing Per Share(EPS) (before extraordinary items)					
(Of Rs. 1/- each) (Not annualised except last column)					
(a) Basic	0.04	0.00	-0.022	0.05	0.04
(b) Diluted	0.04	0.00	-0.022	0.05	0.04
ii Earing Per Share(EPS) (after extraordinary items)					
(Of Rs. 1/- each) (Not annualised except last column)					
(a) Basic	0.04	0.00	-0.022	0.05	0.04
(b) Diluted	0.04	0.00	-0.022	0.05	0.04

**Notes :**

- The Chairman and Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by IND AS 108, "Operating Segments". The Company operates in single segments i.e. "Commodities & Securities Trading"
- The above mentioned Unaudited Financial Results were reviewed by the Audit Committee at meeting held on 28th May, 2025 and subsequently approved by the Board of Directors.
- The aforesaid Financial Results for the quarter ended on March 31, 2025 have been prepared in accordance with Companies (Indian Accounting Standard) Rule, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.
- The Statutory Auditors have carried out limited review of the above Financial Results for the quarter ended 31st March, 2025.

PLACE :- Ahmedabad  
DATE :- 28.05.2025

For IFL ENTERPRISES LIMITED

*Saravjesh Likhitar*  
SARAVJESH LIKHITAR  
MANAGING DIRECTOR & CFO  
DIN :- 10986050



**IFL ENTERPRISES LIMITED**  
**CIN No. - L74110GJ2009PLC151201**  
Registered office - Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic,  
Ahmadabad City, Gujarat, India, 380015  
Website - www.iflenterprises.com,  
Email - iflenterprises@rediffmail.com  
Mo.n - +917990080239

**Balance Sheet as at 31st March, 2025**

(Rupees in Lacs)

Particulars	Notes	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property Plant and Equipment	3	18.27	25.50
Other Intangible assets	4	9.56	14.32
<b>Financial Assets</b>			
Investments	5	603.00	603.00
Bank balances other than cash and cash equivalents	6	5.00	5.00
Other Financial Assets	7	0.00	1.17
Deferred tax assets (net)	8	3.04	5.92
Non-current Tax Assets (Net)			
Other non-current assets			
<b>Current assets</b>			
Inventories	9		48.52
<b>Financial Assets</b>			
Trade receivables	10	5399.26	489.07
Cash and cash equivalents	11	52.63	69.24
Other Balances with Bank			0.00
Loans	12	3791.41	1475.94
Other Financial Assets	13	29.50	0.50
Other current assets	14	252.62	75.99
<b>Total Assets</b>		<b>10164.30</b>	<b>2814.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	15	7454.06	2501.36
Other Equity	16	362.07	73.54
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	346.76	15.77
Other Financial Liabilities	18	13.37	10.14
Deferred tax liabilities (net)			
Provisions			0.00
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings		0.00	3.76
<b>Trade Payables</b>			
Total outstanding due of			
(A) Micro enterprises and small enterprises	19	0.14	88.42
(B) Creditors other than micro enterprises and small enterprises		1809.50	56.18
Other Financial Liabilities	20	18.66	22.09
Other current liabilities	21	13.58	42.93
Provisions		2.70	0.00
Current Tax Liabilities (Net)		143.47	0.00
<b>Total Equity and Liabilities</b>		<b>10164.30</b>	<b>2814.18</b>



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**CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH, 2025**

Particulars	(Rupees in Lacs)	
	2024-2025	2023-24
<b>A: Cash from Operating Activities :</b>		
Net Profit before Taxation	390.31	140.67
Adjustment For :		
Interest Income	(75.44)	-106.75
Re-measurement gain / (loss) on defined benefit plans		
Depreciation	12.90	8.04
Prior Period Expenses / (Income)		
Deficit/(Surplus) on Sale of Assets		
Loss / (Profit) on Sale of Investments		
Finance Cost	1.17	1.29
Excess/Short Provision of Income Tax		-
Mat Credit written off		-
	(61.37)	-97.42
<b>Operating Profit Before Working Capital changes :</b>	328.95	43.25
Adjustment For :		
Inventory	48.52	51.80
Trade Receivables	(4910.19)	-95.56
Long Term Loans and Advances	330.99	-6.33
Other Bank Balances		
Current Assets and Short Term Loans & Advances	(176.63)	-72.53
Trade Payables	1665.05	110.82
Other Long Term Liabilities	3.23	9.95
Tax liabilities	143.47	
Other Current Liability	(29.36)	-190.48
Other financial asset	(27.82)	-0.21
Other financial liabilities	(8.44)	
Provision	2.70	
	(2953.48)	-192.54
<b>Cash Generated From Operations</b>	(2624.54)	-149.29
Income Tax Paid	(99.00)	-32.52
<b>Cash from Operating Activity</b>	(2723.54)	-181.81
<b>B: Cash Flow From Investment Activities :</b>		
Purchase of Fixed Assets	(0.91)	-26.67
Loan advanced	(2315.47)	208.00
Interest on loan advanced	75.44	61.17
Sale of Fixed Assets		
Purchase of Investments		
Sale of Investments		
Dividend Received		
Purchase of Investments		
<b>Net Cash from Investment Activities</b>	(2240.94)	242.50
<b>C: Cash Flow From Financing Activities :</b>		
Proceeds from Issue of Equity Capital	4952.80	
Lease liability paid		-0.56
Share Application Money Received		
Proceeds From Long Term Borrowings (Net)		15.77
Repayment of Long Term Borrowings	(3.76)	
Proceeds From Short Term Borrowings (Net)		3.76
Finance Cost	(1.17)	-1.17
Dividend Paid		-22.74
<b>Net Cash from Financing Activities</b>	4947.87	-4.94
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	(16.61)	55.75
Cash & Cash Equivalents at the Beginning	69.24	13.49
Cash & Cash Equivalents at the End	52.63	69.24





## PARIN PATWARI & Co.

CHARTERED ACCOUNTANT

Address: C-1, Panchratna Apartments, Mahalaxmi Cross Road,  
Paldi, Ahmedabad - 380 007

Phone : +91 90336 45654 ; E-Mail: parin.patwari@gmail.com

### INDEPENDENT AUDITOR'S REPORT ON AUDIT OF THE CONSOLIDATED FINANCIAL RESULTS

To,  
**The Board of Directors**  
**IFL ENTERPRISES LIMITED**

#### Report on the audit of the Consolidated Financial Results

I have audited the accompanying consolidated financial statements of **IFL ENTERPRISES LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Disclaimer of Opinion

**Because of the significance of the matters described in the "Basis for Disclaimer of Opinion" paragraph of this report,** I do not express an opinion on the accompanying consolidated annual financial results. Specifically:

- a. I do not express an opinion as to whether the aforesaid consolidated financial results are **presented in accordance with the requirements of Regulation 33 and Regulation 52(4)** read with Regulation 63 of the Listing Regulations; and
- b. I do not express an opinion as to whether the financial results **give a true and fair view**, in conformity with the **recognition and measurement principles** laid down in the applicable **Indian Accounting Standards (Ind AS)** and other accounting principles generally accepted in India, of the **net profit/loss, other comprehensive income**, and other **financial information** of the Company for the year ended 31st March, 2025.



### **Basis for Disclaimer of Opinion**

I conducted my audit in accordance with the auditing standards specified under **Section 143(10)** of the **Companies Act, 2013**, as amended. My responsibilities under those standards are further described in the section titled “**Auditor’s Responsibilities for the Audit of the Consolidated Financial Results**” of this report. I am **independent of the Company** in accordance with the **Code of Ethics** issued by the **Institute of Chartered Accountants of India (ICAI)** together with the ethical requirements that are relevant to my audit of the consolidated financial results under the provisions of the Companies Act, 2013 and the Rules thereunder. I have also fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. However, despite my professional efforts, I was **unable to obtain sufficient and appropriate audit evidence**, data, workings, and documentation necessary to provide a basis for expressing an opinion on the consolidated annual financial results. Accordingly, I do not express an opinion on these financial results.

**The Group has unsecured loans amounting to ₹10,291.99 Lacs. No interest has been charged on these loans, and relevant agreements and cross-confirmations are not available. In the absence of valid agreements and confirmations, we are unable to verify the accuracy, terms, and interest-free nature of these balances, which may impact the fair presentation of liabilities and interest expense.**

**Balance of GST Payable ₹ 6.61 Lacs pending for GST reconciliation. Reconciliation with the GST Online Portal has not been carried out, affecting the accuracy of GST Input Credit and the liability towards the government.**

**The Group has trade payables of ₹7,955.42 Lacs. However, no bifurcation of creditors has been provided in terms of the Micro, Small, and Medium Enterprises (MSME) classification. This non-disclosure is not in compliance with the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, thereby impacting regulatory compliance and financial transparency.**

**Advances to suppliers of ₹ 305.59 Lacs remain unconfirmed. Absence of confirmations from these suppliers affects the reliability of liabilities disclosed in the financial statements.**

**We were unable to obtain sufficient appropriate audit evidence regarding the carrying amounts of Property, Plant and Equipment and Intangible Assets as at the year end due to limitations in the availability of supporting documentation and inadequate maintenance of records as per applicable accounting standards. As a result, we are unable to determine whether any adjustments are necessary in respect of these assets, including related depreciation/amortization, and the resultant impact on the consolidated statement of profit and loss and cash flows for the year then ended.**



**A loan/advances amounting to ₹ 355.50 Lacs remains unconfirmed to certain parties. The absence of loan confirmations impacts the reliability of Borrowings and financial disclosures.**

**We are in receipt of certain sales invoices; however, they are not supported with E-Way bills, Delivery Challans, or Transportation details. In the absence of these critical documents, we are unable to verify the genuineness of the transactions.**

**The Group has not maintained Goods Inward Reports, and it neither owns nor leases any godown facilities. Management has represented that goods are directly traded from suppliers to customers; however, no evidence has been provided to substantiate this claim. In the absence of verifiable documentation, we are unable to confirm the existence and completeness of purchases and inventory.**

### **Management's Responsibility for the Consolidated Financial Statements**

The Statement which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended 31st March, 2025 has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended 31st March, 2025 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income/(loss) and other financial information of the Group including its associates and joint ventures in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulations 33 and 52 of the LODR Regulations.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid.

In preparing the Statement, the respective management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.



The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.



The consolidated financial statements include the financial statements of one subsidiary, whose financial statements are unaudited. The unaudited financial statements of the subsidiary reflect total assets of ₹ 6166.18 Lacs as at the year end, total revenues of ₹ 5214.48, and net cash flows of ₹ -10.25 Lacs for the year then ended, as certified by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statements provided by the management.

**For, Parin Patwari & Co  
Chartered Accountants  
FRN: 154571W**



**Place : Ahmedabad  
Date : 28th May, 2025**

**CA Parin Patwari  
(Proprietor)  
M. No: 193952**

**UDIN: 25193952BMGWPP2701**

**IFL ENTERPRISES LIMITED**  
**CIN: L74110DL2009PLC186958**  
Registered Office: C-110 G/F Bholia Nath Nagar, Shahdara Delhi – 110032 India  
Corporate Office: A-607, Pratiknagar Trade Center Radio Mirchi Road, Vejalpur, Ahmedabad-380015  
Tel: 7990080239; e-mail id: iflenterprice3@gmail.com Website: www. iflenterprises.com

Particulars	STATEMENT OF CONSOLIDATED UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 31/03/2025					
	Quarter Ended			Year Ended		
	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024	
1. Revenue from operations	Audited	Unaudited	Audited	Audited	Audited	
2. Other Income	7213.18	3,620.57	198.69	12060.61	624.14	
3. Total Revenue (1+2)	228.79	0.02	62.18	261.03	167.66	
4. Expenses	7441.96	3,620.59	266.87	12321.65	991.80	
Cost of Materials consumed	0.00	-	-	-	-	
Purchase of stock-in-trade	7032.53	2,961.36	227.80	11742.43	637.69	
Change in inventories of Finished Goods, Work-in-Process and Stock-in-Trade	(3.47)	-	(16.76)	40.21	51.81	
Employees benefits expenses	2.92	1.46	3.86	6.12	11.32	
Finance Cost	(0.19)	0.13	0.58	1.17	1.29	
Depreciation and Amortisation expense	12.71	12.29	10.27	40.66	24.34	
Other Expenses	5.53	14.17	107.43	70.00	138.28	
Total Expenses	7049.67	2,989.41	340.16	11920.57	864.73	
5. Profit before exceptional and extraordinary items and tax (3 - 4)	362.29	-	-	401.08	127.07	
6. Exceptional items	0.00	-	(79.32)	-	-	
7. Profit before extraordinary items and tax (5 - 6)	362.29	-	(79.32)	401.08	127.07	
8. Extraordinary items	0.00	-	-	-	-	
9. Profit before tax (7- 8)	362.29	-	(79.32)	401.08	127.07	
10. Tax Expenses	0.00	-	-	0.00	-	
a) Current Tax	68.24	-	(5.85)	99.00	48.25	
b) Deferred Tax	(68.24)	-	(5.85)	2.88	(5.70)	
11. Profit/(Loss) for the period from continuing operations (9 - 10)	304.25	-	(67.87)	299.20	84.52	
12. Profit/(Loss) from discontinued operations	0.00	-	-	0.00	-	
13. Tax expense of discontinued operations	0.00	-	-	0.00	-	
14. Profit/(Loss) from Discontinuing operations (after tax) (12-13)	0.00	-	-	0.00	-	
15. Profit/(Loss) for the period (11 + 14)	304.25	-	(67.87)	299.20	84.52	
16. Other comprehensive income net of taxes	0.00	-	-	0.00	-	
17. Total comprehensive income for the period (15+16)	304.25	-	(67.87)	299.20	84.52	
18. Paid-up equity share capital (Face Value of Rs. 1/-Per Share)	7454.06	7,454.06	2,501.36	7454.06	2,501.36	
19. Earning Per Share(EPS) (before extraordinary items) (Of Rs. 1/- each) (Not annualised except last column)						
(a) Basic	0.05	0.00	(0.027)	0.05	0.03	
(b) Diluted	0.05	0.00	(0.027)	0.05	0.03	
20. Earning Per Share(EPS) (after extraordinary items) (Of Rs. 1/- each) (Not annualised except last column)						
(a) Basic	0.05	0.00	(0.027)	0.05	0.03	
(b) Diluted	0.05	0.00	(0.027)	0.05	0.03	

**Notes :**

- The Chairman and Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by IND AS 108, "Operating Segments". The Company operates in three segments i.e. "Commodities Trading & Securities Trading"
- The above mentioned Unaudited Financial Results were reviewed by the Audit Committee at meeting held on 28th May, 2025 and subsequently approved by the Board of Directors.
- The aforesaid Financial Results for the quarter ended on March 31, 2025 have been prepared in accordance with Companies (Indian Accounting Standard) Rule, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 and Regulation 52 of the SEB (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto.
- The Statutory Auditors have carried out limited review of the above Financial Results for the quarter ended 31st March, 2025.

PLACE :- Ahmedabad  
DATE :- 28.05.2025

For IFL ENTERPRISES LIMITED  
  
**SARANT DINESH KHATKAR**  
MANAGING DIRECTOR & CFO  
DIN - 1088699



**IFL ENTERPRISES LIMITED**  
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**Balance Sheet as at 31st March, 2025**

(Rupees in Lacs)

Particulars	Notes	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property Plant and Equipment	3	97.31	141.28
Other Intangible assets	4	9.56	14.32
<b>Financial Assets</b>			
Investments	5	21.45	21.45
Bank balances other than cash and cash equivalents	6	5.00	5.00
Other Financial Assets	7	0.00	1.33
Deferred tax assets (net)	8	4.65	7.54
Non-current Tax Assets (Net)			
Other non-current assets			
<b>Current assets</b>			
Inventories	9	3.47	48.52
<b>Financial Assets</b>			
Trade receivables	10	5433.53	521.28
Cash and cash equivalents	11	53.96	80.82
Other Balances with Bank			0.00
Loans	12	10291.99	1735.93
Other Financial Assets	13	31.40	74.54
Other current assets	14	378.16	238.09
<b>Total Assets</b>		<b>16330.48</b>	<b>2890.10</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	15	7454.06	2501.36
Other Equity	16	360.57	61.27
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	355.50	15.77
Other Financial Liabilities	18	13.37	10.14
Deferred tax liabilities (net)			
Provisions			0.00
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings		0.00	3.76
Trade Payables			
Total outstanding due of			
(A) Micro enterprises and small enterprises	19	0.14	88.42
(B) Creditors other than micro enterprises and small enterprises		7955.28	109.41
Other Financial Liabilities	20	20.69	53.90
Other current liabilities	21	20.39	46.07
Provisions		2.70	0.00
Current Tax Liabilities (Net)		147.80	0.00
<b>Total Equity and Liabilities</b>		<b>16330.48</b>	<b>2890.10</b>

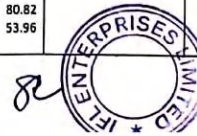


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**CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH, 2025**

Particulars	2024-2025		2023-24	
(Rupees In Lacs)				
<b>A: Cash from Operating Activities :</b>				
Net Profit before Taxation		401.08		127.07
Adjustment For :				
Interest Income	(77.58)		-142.66	
Re-measurement gain / (loss) on defined benefit plans				
Depreciation	49.65		24.34	
Prior Period Expenses / (Income)				
Deficit/(Surplus) on Sale of Assets				
Loss / (Profit) on Sale of Investments				
Finance Cost	1.17		1.29	
Excess/Short Provision of Income Tax				
Mat Credit written off				
		(26.77)		-117.03
<b>Operating Profit Before Working Capital changes :</b>		374.31		10.04
Adjustment For :				
Inventory	45.05		51.81	
Trade Receivables	(4912.25)		-95.51	
Long Term Loans and Advances	339.73		-6.31	
Other Bank Balances				
Current Assets and Short Term Loans & Advances	(140.07)		-50.75	
Trade Payables	7757.59		139.02	
Other Long Term Liabilities	3.23			
Tax liabilities	147.80			
Other Current Liability	(25.68)			
Other financial asset	44.47		-0.26	
Other Current Financial Liability			-246.97	
Other financial liabilities	(33.21)		39.89	
Provision	2.70			-169.08
		3229.34		-169.08
<b>Cash Generated From Operations</b>		3603.66		-159.04
Income Tax Paid		(99.00)		-35.52
<b>Cash from Operating Activity</b>		3504.66		-194.56
<b>B: Cash Flow From Investment Activities :</b>				
Purchase of Fixed Assets	(0.91)		-155.90	
Loan advanced	(8556.06)		378.00	
Interst on loan advanced	77.58		61.18	
Sale of Fixed Assets				
Purchase of Investments				
Sale of Investments				
Dividend Received				
Purchase of Investments			-18.02	
<b>Net Cash from Investment Activities</b>		(8479.39)		265.26
<b>C: Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Equity Capital	4952.80			
Lease liability paid			-0.56	
Share Application Money Received				
Proceeds From Long Term Borrowings (Net)			15.77	
Repayment of Long Term Borrowings	(3.76)			
Proceeds From Short Term Borrowings (Net)			3.76	
Finance Cost	(1.17)		-1.19	
Dividend Paid			-22.74	
<b>Net Cash from Financing Activities</b>		4947.87		-4.96
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		(26.86)		65.74
Cash & Cash Equivalents at the Beginning		80.82		15.08
Cash & Cash Equivalents at the End		53.96		80.82



ANNEXURE I

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)  
submitted along with Annual Audited Financial Results - (Standalone and  
Consolidated separately)**

(Amount Rs. in Lakhs)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total Income	7107.17	7107.17
	2.	Total Expenditure	6716.86	6716.86
	3.	Net Profit/(Loss)	288.43	288.43
	4.	Earnings Per Share	0.05	0.05
	5.	Total Assets	10164.30	10164.30
	6.	Total Liabilities	2348.17	2348.17
	7.	Net Worth	7816.13	7816.13
	8.	Any other financial item(s) (as felt appropriate by the management)	-	
II.	<b>Audit Qualification (each audit qualification separately):</b>			
	<p>a. <b>List of Audit Qualification:</b></p> <p>The company has unsecured loans amounting to ₹ 3,791.41 Lacs. Management has not charged interest on these loans, and relevant agreements along with cross-confirmations are not available. In the absence of valid agreements and necessary confirmations, the accuracy of the balances and their interest-free status could not be verified, potentially impacting the fair presentation of liabilities and interest expenses.</p> <p>Balance of GST Credit ₹ 12.77 Lacs pending for GST reconciliation. Reconciliation with the GST Online Portal has not been carried out, affecting the accuracy of GST Input Credit and the liability towards the government.</p> <p>The company has trade payables amounting to ₹ 1809.65 Lacs; however, the bifurcation of Micro, Small, and Medium Enterprises (MSME) creditors has not been provided. Non-disclosure of MSME classification contravenes the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, impacting regulatory compliance and financial transparency.</p> <p>Advances to suppliers of ₹ 186.78 Lacs remain unconfirmed. Absence of confirmations from these suppliers affects the reliability of liabilities disclosed in the financial statements.</p> <p>We were unable to obtain sufficient appropriate audit evidence regarding the carrying amounts of Property, Plant and Equipment and Intangible Assets as at year end, due to limitations in the availability of supporting documentation and the Company's failure to maintain adequate records as required under applicable accounting standards. Consequently, we were unable to determine whether any adjustments were necessary</p>			

In respect of the carrying amounts of these assets, related depreciation/amortization, and the resultant impact on the financial statements, including the statement of profit and loss and cash flows for the year then ended.

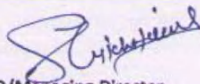
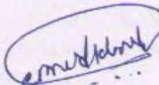
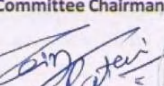
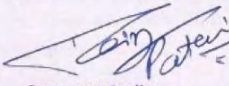
A loan/advances amounting to ₹ 346.76 Lacs remains unconfirmed to certain parties. The absence of loan confirmations impacts the reliability of Borrowings and financial disclosures.

We are in receipt of certain sales invoices; however, they are not supported with E-Way bills, Delivery Challans, or Transportation details. In the absence of these critical documents, we are unable to verify the genuineness of the transactions.

With respect to purchases, the company has not provided Goods Inward Reports. Further, the company does not own or lease any godown facilities, raising concerns over the storage of inventory. Management claims that the goods are traded directly from suppliers to customers without being held in the company's possession; however, in the absence of evidence, we are unable to verify this assertion.

- b. Type of Audit Qualification : Disclaimer of Opinion
- c. Frequency of qualification: repetitive
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NOT ASCERTAINABLE
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable
  - (i) Management's estimation on the impact of audit qualification: Unable to estimate
  - (ii) If management is unable to estimate the impact, reasons for the same:
  - (iii) Auditors' Comments on (i) or (ii) above: NA

III. Signatories:

-   
CEO/Managing Director
-   
CFO
-   
Audit Committee Chairman
-   
Statutory Auditor



Place: Ahmedabad  
Date: 28/05/2025

ANNEXURE I

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)  
submitted along-with Annual Audited Financial Results - (Standalone and  
Consolidated separately)**

*(Amount Rs. in Lakhs)*

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	12321.65	12321.65
	2.	Total Expenditure	11920.57	11920.57
	3.	Net Profit/(Loss)	299.20	299.20
	4.	Earnings Per Share	0.05	0.05
	5.	Total Assets	16330.48	16330.48
	6.	Total Liabilities	8515.86	8515.86
	7.	Net Worth	7814.63	7814.63
	8.	Any other financial item(s) (as felt appropriate by the management)	-	
II.	<b>Audit Qualification (each audit qualification separately):</b>			
	a.	<b>List of Audit Qualification:</b>		
		<p>The Group has unsecured loans amounting to ₹10,291.99 Lacs. No interest has been charged on these loans, and relevant agreements and cross-confirmations are not available. In the absence of valid agreements and confirmations, we are unable to verify the accuracy, terms, and interest-free nature of these balances, which may impact the fair presentation of liabilities and interest expense.</p> <p>Balance of GST Payable ₹ 6.61 Lacs pending for GST reconciliation. Reconciliation with the GST Online Portal has not been carried out, affecting the accuracy of GST Input Credit and the liability towards the government.</p> <p>The Group has trade payables of ₹7,955.42 Lacs. However, no bifurcation of creditors has been provided in terms of the Micro, Small, and Medium Enterprises (MSME) classification. This non-disclosure is not in compliance with the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, thereby impacting regulatory compliance and financial transparency.</p> <p>Advances to suppliers of ₹ 305.59 Lacs remain unconfirmed. Absence of confirmations from these suppliers affects the reliability of liabilities disclosed in the financial statements.</p> <p>We were unable to obtain sufficient appropriate audit evidence regarding the carrying amounts of Property, Plant and Equipment and Intangible Assets as at the year end due to limitations in the availability of supporting documentation and inadequate maintenance of records as per applicable accounting standards. As a</p>		

result, we are unable to determine whether any adjustments are necessary in respect of these assets, including related depreciation/amortization, and the resultant impact on the consolidated statement of profit and loss and cash flows for the year then ended.

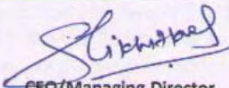
A loan/advances amounting to ₹ 355.50 Lacs remains unconfirmed to certain parties. The absence of loan confirmations impacts the reliability of Borrowings and financial disclosures.

We are in receipt of certain sales invoices; however, they are not supported with E-Way bills, Delivery Challans, or Transportation details. In the absence of these critical documents, we are unable to verify the genuineness of the transactions.

The Group has not maintained Goods Inward Reports, and it neither owns nor leases any godown facilities. Management has represented that goods are directly traded from suppliers to customers; however, no evidence has been provided to substantiate this claim. In the absence of verifiable documentation, we are unable to confirm the existence and completeness of purchases and inventory.

- b. **Type of Audit Qualification :** Disclaimer of Opinion
- c. **Frequency of qualification:** repetitive
- d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NOT ASCERTAINABLE
- e. **For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable**
  - (i) **Management's estimation on the impact of audit qualification:** Unable to estimate
  - (ii) **If management is unable to estimate the impact, reasons for the same:**
  - (iii) **Auditors' Comments on (i) or (ii) above:** NA

III. **Signatories:**

•   
CEO/Managing Director

• CFO

• Audit Committee Chairman

• Statutory Auditor



Place: Ahmedabad

Date: 28/05/2025

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of IFL Enterprises Limited  
Report on the Audit of the Standalone Financial Statements**

### **Opinion**

We have audited the accompanying standalone financial statements of **IFL Enterprises Limited** ("**the Company**") which comprises the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024 and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and take necessary actions, as applicable under the relevant law and regulations.

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of IFL Enterprises Limited Report on the Audit of the Standalone Financial Statements**

#### **Management's and Board of Director's Responsibilities for the Standalone Financial Statements**

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

In preparing the standalone financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of Standalone IND AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of IFL Enterprises Limited Report on the Audit of the Standalone Financial Statements**

estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

## INDEPENDENT AUDITOR'S REPORT

### To the Members of IFL Enterprises Limited Report on the Audit of the Standalone Financial Statements

- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of change in equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (IND AS) specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Control with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in the "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
    - The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
    - Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material mis-statement.
  - v. The Dividend declared and paid during the year ended 31 March 2024 by the Company is in compliance with section 123 of the Act.

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of IFL Enterprises Limited Report on the Audit of the Standalone Financial Statements**

- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024, which does not have a feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on audit trail requirements of the said software, as envisaged under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014, as amended.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable for the Company only w.e.f. 1 April 2023, therefore, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for financial year ended 31 March 2024.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

**For Kapish Jain & Associates,**  
Chartered Accountants  
Firm's Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVN8630

**Place:** New Delhi  
**Date:** 27 May 2024

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024.**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(B) The Company does not own any intangible assets during the year. Accordingly reporting under clause 3(i)(a)(B) of the order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) According to the information and explanations given to us physical verification of inventory has been conducted at a reasonable interval in a year by the management and no material discrepancies were noticed during the course of verification.  
  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned a working capital limit in excess of Rs 5 crore by bank or financial institution based on the security of current assets during the year. Accordingly, reporting under clause 3(ii)(b) of the Order are not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any investment provided guarantee or security secured or unsecured to companies, firms, limited liability partnerships or any others parties during the year. However, the company has granted loan to the parties during the year, details of the loan is stated in sub-clause (a) below.
  - (a) (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loan to its subsidiaries during the year.  
  
(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loan to the parties other than subsidiaries as below during the year.

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024.**

Particulars	Amounts in ₹ lacs
Aggregate amount during the year	4.20
Balance outstanding as at balance sheet date	1475.94

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are in opinion that the terms and conditions of the loan given are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than 90 days in respect of loans granted to companies, firms, LLPs or other parties.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loan either repayable on demand or without specifying the terms or period of repayment, details of which are given below:

Particulars	Rs. in lacs		
	Total Loan	Promoters	Related Parties
Aggregate Amount of Loan during the year	4.20	-	-
Balance outstanding as at balance sheet date	1475.94	-	-
Percentage of loan to the total loan	100.00%	-	-

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company’s products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024.**

- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, and as per books and records examined by us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts during the year.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender since all the borrowings taken as inter-corporate deposits/loans is repayable on demand and said loans have not been demanded from the respective parties during the year.
- (b) According to the information and explanations given to us including confirmations received from banks and financial institution, representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint venture or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debenture during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024.**

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standard
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under review
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi)(a) In our opinion and on the basis of information and explanations given to us, The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence reporting under clause 3 (xvi)(a), (b) and (c) of the order are not applicable.
- (d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.
- (xvii) The Company has not incurred cash loss in the current financial year and in the immediately preceding financial year.
- (xviii) There has been resignation of the previous statutory auditor during the year. As an incoming auditor, we have examined the issues, objections or concerns stated by the outgoing auditor and its effects on financials of company if any have been considered;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024.**

(xx) According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Kapish Jain & Associates,**  
Chartered Accountants  
Firm’s Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVN8630

**Place:** New Delhi  
**Date:** 27 May 2024

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024**

Independent Auditor’s Report on the Internal Financial Controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the standalone financial statements of IFL Enterprises Limited as at and for the year 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company on that date.

**Responsibilities of Management for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s Internal financial controls over financial reporting.

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2024**

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

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

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls systems over financial reporting and such internal financial controls systems over financial reporting were operating effectively as at 31 March 2024, based on internal financial controls systems over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls systems over financial reporting issued by the Institute of Chartered Accountants of India.

For **Kapish Jain & Associates,**  
Chartered Accountants  
Firm’s Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVN8630

**Place:** New Delhi  
**Date:** 27 May 2024

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Standalone Balance Sheet as at 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	As at	
		31 March 2024	31 March 2023
<b>Assets</b>			
<b>1 Non-current assets</b>			
a. Property, plant and equipment	3	25.50	6.37
b. Right to use assets	4	14.32	-
c. Financial assets			
i. Investments	5	603.00	603.00
ii. Bank balances other than cash and cash equivalents	6	5.00	-
iii. Other financial assets	12	1.33	-
d. Deferred tax assets(net)	7	5.92	1.75
e. Other non-current assets		-	-
<b>Total non-current assets</b>		<b>655.07</b>	<b>611.12</b>
<b>2 Current assets</b>			
a. Inventories	8	48.52	100.34
b. Financial assets			
i. Trade receivables	9	489.07	393.51
ii. Cash and cash equivalents	10	69.24	13.49
iii. Loans	11	1,475.94	1,638.61
iv. Other financial assets	12	0.50	-
c. Current tax assets(net)		-	-
d. Other current assets	13	75.99	3.46
<b>Total current assets</b>		<b>2,159.26</b>	<b>2,149.40</b>
<b>Total assets</b>		<b>2,814.33</b>	<b>2,760.53</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a. Equity share capital	14	2,501.36	1,819.23
b. Other equity	15	73.67	678.52
<b>Total equity</b>		<b>2,575.03</b>	<b>2,497.75</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
a. Financial liabilities			
i. Borrowings	16	15.77	-
ii. Lease liabilities	4	10.14	-
b. Provisions		-	-
c. Other non-current liabilities		-	-
<b>Total non-current liabilities</b>		<b>25.91</b>	<b>-</b>
<b>Current liabilities</b>			
a. Financial liabilities			
i. Borrowings	16	3.76	-
ii. Lease Liabilities	4	4.26	-
iii. Trade Payables	17		
a.) total outstanding dues of micro enterprises and small enterprises		88.42	0.68
b.) total outstanding dues other than micro and small enterprises		56.18	33.10
iv. Other financial liabilities	18	17.84	7.89
h. Other current liabilities	19	42.93	221.11
<b>Total current liabilities</b>		<b>213.39</b>	<b>262.78</b>
<b>Total equity and liabilities</b>		<b>2,814.33</b>	<b>2,760.53</b>

See accompanying notes to the financial statements

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IFL Enterprises Limited

**Kapish Jain**  
Partner  
Membership No. 514162

**JITENDRA VAISHNAV**  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

**SAMAD AHMED KHAN**  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Standalone statement of Profit and Loss for the year ended 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>I Revenue from operations</b>	20	824.14	554.56
<b>II Other income</b>	21	131.75	91.66
<b>III Total income</b>		<b>955.89</b>	<b>646.22</b>
<b>IV Expenses</b>			
Purchases of stock in trade	22	637.69	590.62
Changes in inventories of stock in trade	23	51.81	(100.34)
Employee benefits expense	24	11.32	11.46
Finance cost	25	1.29	0.02
Depreciation and amortisation expense	26	8.04	2.23
Other expenses	27	105.07	73.73
<b>Total expenses (IV)</b>		<b>815.22</b>	<b>577.72</b>
<b>V Profit/(Loss) before tax (III-IV)</b>		<b>140.67</b>	<b>68.50</b>
<b>VI Tax expense</b>	28		
Current tax		44.83	17.48
Deferred tax credit		(4.17)	0.18
Tax adjustments of earlier years		-	-
		<b>40.66</b>	<b>17.66</b>
<b>VII Profit/(Loss) (V-VI)</b>		<b>100.01</b>	<b>50.84</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit and loss		-	-
Income Tax relating to Items that will not be reclassified to profit and loss		-	-
		-	-
<b>IX Total comprehensive income (VII+VIII)</b>		<b>100.01</b>	<b>50.84</b>
<b>X Earning per equity share</b>	38		
Equity shares of face value Rs. 1 each			
Basic (Rs.)		<b>0.040</b>	<b>0.030</b>
Diluted (Rs.)		<b>0.040</b>	<b>0.030</b>

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

Kapish Jain  
Partner  
Membership No. 514162

**JITENDRA VAISHNAV**  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

**SAMAD AHMED KHAN**  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Standalone statement of Cash Flow for the year ended 31 March 2024**  
*(All amounts in ₹ lacs, unless otherwise stated)*

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>A. Cash flow from operating activities</b>		
Profit/(loss) before tax	140.67	68.50
Adjustments for :		
Interest Income	(106.75)	(91.66)
Depreciation of plant, property and equipment	8.04	2.23
Interest Expense	1.29	0.02
	<u>43.25</u>	<u>(20.91)</u>
<b>Changes in assets and liabilities</b>		
(Increase)/ decrease in trade receivables	(95.56)	(379.11)
(Increase)/ decrease in other current assets	(72.53)	60.74
(Increase)/ decrease in non current financial assets	(6.33)	-
(Increase)/ decrease in inventories	51.80	(100.34)
(Increase)/ decrease in Other financial asset	(0.21)	-
Increase/ (decrease) in trade payables	110.82	33.66
Increase/ (decrease) in other financial liabilities	9.95	3.93
Increase/ (decrease) in other current liabilities	(190.48)	203.19
<b>Cash generated from operating activities</b>	<u>(149.29)</u>	<u>(198.84)</u>
Direct tax paid	(32.52)	0.02
<b>Net cash generated from operating activities</b>	<u>(181.81)</u>	<u>(198.82)</u>
<b>B. Cash Flow from Investing Activities</b>		
Investments made	-	(603.00)
Purchase of fixed assets	(26.67)	(1.32)
Loans advanced	208.00	(1,246.54)
Interest on loans advanced	61.17	91.66
<b>Net cash generated from/(used in) investing activities</b>	<u>242.50</u>	<u>(1,759.20)</u>
<b>C. Cash flows from financing activities</b>		
Proceeds from issues of equity shares including security premium	-	1,828.20
Proceeds from long term borrowings	15.77	-
Dividend Paid	(22.74)	-
Proceeds from short term borrowings	3.76	-
Lease liability paid	(0.56)	-
Interest Expenses	(1.17)	-
<b>Net cash generated from/(used in) financing activities</b>	<u>(4.94)</u>	<u>1,828.20</u>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	55.75	(129.82)
Cash and cash equivalents at the beginning of year	13.49	143.31
<b>Cash and cash equivalents at the end of year</b>	<u>69.24</u>	<u>13.49</u>
<b>Cash &amp; Cash Equivalents Includes:</b>		
Cash on hand	14.33	11.43
Balances with banks in current accounts	54.91	2.06
	<u>69.24</u>	<u>13.49</u>

1) The statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 on statements of cash flow.  
2) Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 27 May 2024

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**JITENDRA VAISHNAV**                      **SAMAD AHMED KHAN**  
Managing Director and CFO              Director  
DIN: 10414407                                  DIN: 09527456  
Place : Ahmedabad                          Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Standalone statement of Change in equity for the year ended 31 March 2024**

(All amounts in ₹ lacs, unless otherwise stated)

**A. Equity share capital**

Particulars	No. of shares	Amount
Equity shares of Rs. 1 each issued and subscribed		
<b>Balance as at 1 April 2022</b>	<b>30,02,172</b>	<b>300.22</b>
Issue of equity share capital	1,51,90,172	1,519.01
<b>Balance as at 31 March 2023</b>	<b>1,81,92,344</b>	<b>1,819.23</b>
Share Extinguished on Splitting of Shares #	(1,81,92,344)	(1,819.23)
Splt of Share during the period #	18,19,23,440	1,819.23
Add: Bonus Issue *	6,82,12,871	682.13
<b>Balance as at 31 March 2024</b>	<b>25,01,36,311</b>	<b>2,501.36</b>

# During the year, the company has sub-divided (split) its 18,19,23,440 equity shares of face value of Rs.10 each fully paid-up into 181,923,440 equity shares of face value of Rs.1 each fully paid up w.e.f 21st April, 2023 as recommended by the board of directors and approved by the shareholders of the company.

\* During the year, the Company issued 4,54,80,440 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:4 i.e. one new fully paid equity share for every 4 existing equity shares held on the record date i.e. 21 April 2023 and 2,27,32,431 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:10 i.e. one new fully paid equity share for every 10 existing equity shares held on the record date i.e. 18 December 2023.

**B. Other equity**

Particulars	Retained earnings	Securities Premium	Equity instruments through other comprehensive income	Total
<b>Balance as at 1 April 2022</b>	<b>6.47</b>	<b>312.03</b>	-	<b>318.50</b>
Total Comprehensive Income for the year	-	-	-	-
Add: Changes during the year	-	309.18	-	309.18
Profit for the year	50.84	-	-	50.84
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>57.31</b>	<b>621.21</b>	-	<b>678.52</b>
Utilization for Bonus Issue	-	(621.21)	-	(621.21)
Profit / (loss) for the year	100.01	-	-	100.01
Utilization for Bonus Issue	(60.92)	-	-	(60.92)
Dividend paid	(22.74)	-	-	(22.74)
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>73.67</b>	<b>0.00</b>	-	<b>73.67</b>

See accompanying notes to the financial statements

In terms of our report attached  
**For Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 27 May 2024

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**JITENDRA VAISHNAV**  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

**SAMAD AHMED KHAN**  
Director  
DIN: 09527456  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Notes to the standalone financial statements for the year ended 31 March, 2024**

**1 Corporate Information**

IFL Enterprises Limited (CIN L74110GJ2009PLC151201) was incorporated on January 23rd, 2009 under the Companies Act, 1956 with the Registrar of Companies Delhi. The Company is involved in the business of trading in goods e.g. fabric and related products as well as shares and securities within permissible limits prescribed by the regulators such as RBI or SEBI. The company is listed on Bombay Stock exchange (BSE) [Script code: 540377].

**2 Material Accounting Policies :**

**2.1 Statement of compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these financial statements.

**2.2 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

**2.3 Basis of preparation and presentation**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

**Notes to the standalone financial statements for the year ended 31 March, 2024**

**2.4 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities.

**Valuation of deferred tax assets**

In view of uncertainty of future taxable profits, the Company has not recognized deferred tax asset (net of deferred tax liabilities) at the year end.

**2.5 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

a) Income is recognized on accrual basis except income related to non-performing assets, which is accounted on cash basis in accordance with prudential norms of Reserve Bank of India.

b) The Company has adopted Implicit Rate of Return (IRR) method of accounting in respect of finance charges income for hire purchase/loan transactions. As per this method, the IRR involved in each hire purchase/loan transaction is recognized and finance charges calculated by applying the same on outstanding principal financed thereby establishing equitable distribution of income over the period of the agreement.

c) Interest on overdue installments is accounted for on receipt basis.

d) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

e) Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

**2.6 Foreign currencies**

The functional currency of the Company is Indian rupee (Rs.).

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

**2.7 Employee benefits**

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

**2.7.1 Defined contribution plans**

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year in which the related employee services are received.

**Notes to the standalone financial statements for the year ended 31 March, 2024**

**2.8 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**2.8.1 Current tax**

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961.

**2.8.2 Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**2.8.3 Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**2.09 Inventories**

Inventories (Other than Quoted Shares & Securities) are valued at cost or net realisable value, whichever is lower. Cost is determined on First-In First-Out (FIFO) basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**2.10 Property plant and equipment**

The Company has elected to continue with the carrying value of all of its plant and equipment (including freehold land) as at the transition date, viz., 1 April 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Property plant and equipment and capital work in progress are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Profit and Loss during the financial period in which they are incurred.

<b>Particulars of PPE</b>	<b>Useful life (in years)</b>
Vehicles (Two-wheelers)	10
Generators	15
Furniture & fixtures	10
Computers	3

Depreciation is computed on Written Down Value method (WDV) based on estimated useful lives as determined by internal assessment of the assets in terms of Schedule of II to the Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

No further charge is provided in respect of assets that are fully written down but are still in use.

**Notes to the standalone financial statements for the year ended 31 March, 2024**

**2.11 Intangible assets**

Development of property (website) and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

**2.12 Impairment of tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**2.13 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**2.14 Financial Instruments**

**A. Initial recognition**

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**B. Subsequent measurement**

**I. Non-derivative financial instruments**

**a. Financial assets carried at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

**b. Financial assets at fair value through other comprehensive income**

Investment in equity instruments (other than subsidiaries / associates / joint ventures) - All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**c. Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**d. Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**II. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**C. Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.15 Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised

**2.16 Earnings Per Share**

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period, are adjusted for any bonus shares issued during the period, and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

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

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

**2.17 Impairment of financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition

**Notes to the Standalone financial statement as at 31 March, 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**3 Property, plant and equipment**

<b>Cost</b>	<b>As at 1 April 2023</b>	<b>Additions</b>	<b>Adjustments</b>	<b>Deletions</b>	<b>As at 31 March 2024</b>
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	4.25	-	-	-	4.25
Vehicles	0.63	26.67	-	-	27.29
Generators	5.57	-	-	-	5.57
Printer	0.17	-	-	-	0.17
<b>Total</b>	<b>36.24</b>	<b>26.67</b>	<b>-</b>	<b>-</b>	<b>62.90</b>

<b>Depreciation</b>	<b>As at 1 April 2023</b>	<b>Additions</b>	<b>Adjustments</b>	<b>Deletions</b>	<b>As at 31 March 2024</b>
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	17.73	0.99	-	-	18.72
Computer	3.45	0.62	-	-	4.07
Vehicles	0.54	5.58	-	-	6.12
Generators	4.03	0.28	-	-	4.31
Printer	0.07	0.06	-	-	0.13
<b>Total</b>	<b>29.87</b>	<b>7.53</b>	<b>-</b>	<b>-</b>	<b>37.40</b>

<b>Carrying amounts</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2024</b>
Office premises	-	0.00
Furniture & fixtures	3.83	2.85
Computer	0.79	0.17
Vehicles	0.09	21.18
Generators	1.55	1.26
Printer	0.11	0.04
<b>Total</b>	<b>6.37</b>	<b>25.50</b>

Previous year

Cost	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	3.10	1.15	-	-	4.25
Vehicles	0.63	-	-	-	0.63
Generators	5.57	-	-	-	5.57
Printer	-	0.17	-	-	0.17
<b>Total</b>	<b>34.92</b>	<b>1.32</b>	<b>-</b>	<b>-</b>	<b>36.24</b>

Depreciation	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	16.42	1.31	-	-	17.73
Computer	2.94	0.51	-	-	3.45
Vehicles	0.51	0.03	-	-	0.54
Generators	3.72	0.31	-	-	4.03
Printer	-	0.07	-	-	0.07
<b>Total</b>	<b>27.64</b>	<b>2.23</b>	<b>-</b>	<b>-</b>	<b>29.87</b>

Carrying amounts	As at 31 March 2022	As at 31 March 2023
Office premises	-	-
Furniture & fixtures	5.15	3.83
Computer	0.15	0.79
Vehicles	0.12	0.09
Generators	1.85	1.55
Printer	-	0.10
<b>Total</b>	<b>7.27</b>	<b>6.37</b>

**IPL Enterprises Limited**  
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**Notes to the Standalone financial statement as at 31 March, 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**4. Right to use asset**

Following are the changes in the carrying value of the Right to use Assets:

Particulars	Category of ROU Asset	Category of ROU Asset
	Building	Building
	As at Mar 31, 2024	As at Mar 31, 2023
Opening balance	-	-
Addition	14.84	-
Deletion	-	-
Depreciation	0.51	-
<b>Closing Balance</b>	<b>14.32</b>	<b>-</b>

The following is the break-up of current and non-current lease liabilities

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Current lease liabilities	4.26	-
Non-Current lease liabilities	10.14	-
<b>Total</b>	<b>14.39</b>	<b>-</b>

The following is the movement in lease liabilities:

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Opening balance	-	-
Reclassification on account of adoption of IND AS 116	14.84	-
Finance cost accrued during the period	0.12	-
Payment of lease liabilities	(0.56)	-
<b>Closing Balance</b>	<b>14.39</b>	<b>-</b>

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Notes to the Standalone financial statement as at 31 March, 2024  
(All amounts in lacs unless stated otherwise)

**5 Investments**

	As at 31 March 2024	As at 31 March 2023
(A) Debt securities		
(B) Equity Instruments		
Investment carried at cost		
Subsidiary company		
(i) Yamunashaktam Tradeventures Private Limited (60,30,000 equity shares of face value of Rs. 10/- each; Previous years : Nil)	603.00	603.00
	<u>603.00</u>	<u>603.00</u>
Less: Allowances for impairment loss		
(C) (i) Investments in India	603.00	603.00
(ii) Investments outside India	-	-
	<u>603.00</u>	<u>603.00</u>
Less: Allowances for impairment loss		
	<u>603.00</u>	<u>603.00</u>

**6 Bank balances other than cash and cash equivalents**

	As at 31 March 2024	As at 31 March 2023
Other non-current assets (Unsecured, considered good unless otherwise stated)		
Fixed Deposits	5.00	-
	<u>5.00</u>	<u>-</u>

**7 Deferred tax assets (net)**

	As at 31 March 2024	As at 31 March 2023
At the start of the year	1.75	1.93
Credit / (debit) to statement of profit and loss	(4.17)	(0.18)
At the end of the year	<u>5.92</u>	<u>1.75</u>

**8 Inventories**

	As at 31 March 2024	As at 31 March 2023
Fabric items (at lower of cost or NRV)	-	100.34
Equity instruments (measured at FVTPL)	48.52	-
	<u>48.52</u>	<u>100.34</u>

**9 Trade receivables**

	As at 31 March 2024	As at 31 March 2023
Unsecured		
i. Considered good	489.07	393.51
ii. Considered doubtful	23.64	-
	<u>512.71</u>	<u>393.51</u>
Less: Provision for expected credit loss	23.64	-
	<u>489.07</u>	<u>393.51</u>

Trade receivable ageing schedule for 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	113.88	322.53	52.66	-	-	489.07
ii. Considered doubtful	4.39	13.40	5.85	-	-	23.64
Total trade receivable	<u>118.27</u>	<u>335.93</u>	<u>58.51</u>	<u>-</u>	<u>-</u>	<u>512.71</u>

Trade receivable ageing schedule for 31 March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	262.93	119.89	10.69	-	-	393.50
ii. Considered doubtful	-	-	-	-	-	-
Total trade receivable	<u>262.93</u>	<u>119.89</u>	<u>10.69</u>	<u>-</u>	<u>-</u>	<u>393.50</u>

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Notes to the Standalone financial statement as at 31 March, 2024  
(All amounts in lacs unless stated otherwise)

**10 Cash and cash equivalents**

	As at 31 March 2024	As at 31 March 2023
Cash in hand	14.33	11.43
Balances with banks in current accounts	54.91	2.06
	<u>69.24</u>	<u>13.49</u>

**11 Loans**

	As at 31 March 2024	As at 31 March 2023
<u>Unsecured, considered good:-</u>		
Loans to others	1,475.94	1,638.61
	<u>1,475.94</u>	<u>1,638.61</u>

**12 Other financial assets**

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31-Mar-24	As at 31 March 2023
Interest accrued on fixed deposit	-	-	0.24	-
Security Deposit for Rent	1.33	-	-	-
Security Deposit for Godown Rent	-	-	0.26	-
	<u>1.33</u>	<u>-</u>	<u>0.50</u>	<u>-</u>

**13 Other current assets**

	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good unless otherwise stated)		
Duties & Taxes recoverable	3.13	3.22
Advance to Vendors	72.86	-
Other loans and advances	-	0.24
	<u>75.99</u>	<u>3.46</u>

**Notes to the Standalone financial statement as at 31 March, 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**14 Share capital**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised share capital</b>				
<b>Equity shares</b>				
Equity shares of Rs. 1 each (As at 31st March 2023 - 30,060,000 equity shares of Rs. 10 each)	30,06,00,000	3,006.00	30,06,00,000	3,006.00
	<b>30,06,00,000</b>	<b>3,006.00</b>	<b>30,06,00,000</b>	<b>3,006.00</b>
<b>Issued, subscribed and fully paid up</b>				
<b>Equity shares</b>				
Equity shares of Rs. 1 each (As at 31st March 2023 - 18,192,344 equity shares of Rs. 10 each)	25,01,36,311	2,501.36	18,19,23,440	1,819.23
<b>Total</b>	<b>25,01,36,311</b>	<b>2,501.36</b>	<b>18,19,23,440</b>	<b>1,819.23</b>

**(a) Reconciliation of number of shares**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Equity share capital</b>				
Balance as at the beginning of the year	1,81,92,344	1,819.23	30,02,172	300.22
Share Extinguished on Splitting of Shares #	(1,81,92,344)	(1,819.23)	-	-
Split of Share during the year #	18,19,23,440	1,819.23	-	-
Add: Bonus Issue *	6,82,12,871	682.13	-	-
Add: Increase during the year	-	-	1,51,90,172	1,519.01
<b>Balance as at the end of the year</b>	<b>25,01,36,311</b>	<b>2,501.36</b>	<b>1,81,92,344</b>	<b>1,819.23</b>

# During the year, the Company has sub-divided (split) its 18,192,344 equity shares of face value of Rs. 10 each fully paid-up into 181,923,440 equity shares of face value of Rs.1 each fully paid up w.e.f 21st April, 2023 as recommended by the board of directors and approved by the shareholders of the Company.

\* During the year, the Company issued 4,54,80,440 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:4 i.e. one new fully paid equity share for every 4 existing equity shares held on the record date i.e. 21 April 2023 and 2,27,32,431 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:10 i.e. one new fully paid equity share for every 10 existing equity shares held on the record date i.e. 18 December 2023.

**(b) Rights / preferences / restrictions attached to equity shares**

The Company has one class of equity shares having a par value of Rs. 1 per Share (As at 31st March 2023 Rs. 10 per share). Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the Company**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% Holding	No. of shares	% Holding
<b>Equity shares of Rs. 1 each fully paid up</b>				
Katyayani Tradelink	-	0.00%	33,60,000	18.47%
Banke Tradelink Private Limited	-	0.00%	33,60,000	18.47%
Moneystar Tradelink Private Limited	-	0.00%	33,60,000	18.47%

**(d) Details of Promoter's Shareholdings in the Company**

Name of shareholder	As at 31 March 2024		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	56,55,006	2.26%	-1.05%

Name of shareholder	As at 31 March 2023		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	2,20,344	1.21%	100%

**IFL Enterprises Limited**

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Notes to the Standalone financial statement as at 31 March, 2024

(All amounts in ₹ lacs, unless otherwise stated)

**15 Other Equity**

	As at 31 March 2024	As at 31 March 2023
<b>Securities premium: -</b>		
Balance at beginning of the year	621.21	312.03
Less: Unlised for Bonus issue	(621.21)	-
Add: Changes during the year	-	309.18
Balance at closing of the year	-	621.21
<b>Retained Earning</b>		
Balance at beginning of the year	57.31	6.47
Add: Profit/(Loss) for the year	100.01	50.84
Less: Unlised for Bonus issue	(60.92)	-
Less: Dividend paid	(22.74)	-
Balance at closing of the year	73.67	57.31
<b>Other Comprehensive Income, Net of Tax</b>		
Equity instruments measured at fair value through other comprehensive income		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Re-measurements of defined employee benefit plans		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
<b>Balance at the end</b>	<b>73.67</b>	<b>678.52</b>

**16 Borrowings**

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at # 31-Mar-24	As at 31 March 2023
From Bank*	15.77	-	3.76	-
From Others	-	-	-	-
	<b>15.77</b>	<b>-</b>	<b>3.76</b>	<b>-</b>

\* Vehicle loan from ICICI Bank at an interest rate of 9.20% per annum, repayable in 60 equal installments and hypothecated to the same vehicle.

**17 Trade Payables**

	As at 31 March 2024	As at 31 March 2023
<b>Trade Payables</b>		
a. Outstanding dues of micro and small enterprises	88.42	0.68
b. Outstanding dues other than micro and small enterprises	56.18	33.10
	<b>144.60</b>	<b>33.78</b>

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Notes to the Standalone financial statement as at 31 March, 2024

(All amounts in ₹ lacs, unless otherwise stated)

**Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.**

The Company has sent letters to suppliers to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as whether they have file required memorandum with the prescribed authorities. Based on the confirmation received, if any, the detail of outstanding are as under:

	As at 31 March 2024	As at 31 March 2023
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at ye	87.83	0.66
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.59	0.02
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
- Interest accrued and remaining unpaid as at the end of year.	-	0.02
- Amount of further interest remaining due and payable even in the succeeding years, until sube date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

**Trade Payables Ageing Schedule for 31 March 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	88.42	-	-	-	88.42
b. due to others	44.24	10.00	1.94	-	56.18
<b>Total trade payable</b>	<b>132.66</b>	<b>10.00</b>	<b>1.94</b>	<b>-</b>	<b>144.60</b>

**Trade Payables Ageing Schedule for 31 March 2023**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	0.68	-	-	-	0.68
b. due to others	30.18	2.92	-	-	33.10
<b>Total trade payable</b>	<b>30.86</b>	<b>2.92</b>	<b>-</b>	<b>-</b>	<b>33.78</b>

**18 Other financial liabilities**

	As at 31 March 2024	As at 31 March 2023
Audit fees payable	2.25	3.00
Other payable	15.59	4.89
	<b>17.84</b>	<b>7.89</b>

**19 Other current liabilities**

	As at 31 March 2024	As at 31 March 2023
Advance from customers	11.50	202.75
GST payable	-	0.18
Income tax payable	29.78	17.48
TDS payable	1.65	0.70
	<b>42.93</b>	<b>221.11</b>

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**Notes to the standalone financial statements for the year ended March 31, 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**20 Revenue from operations**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue from operations</b>		
Sale of products	709.14	554.56
Other operational income	115.00	-
	<u>824.14</u>	<u>554.56</u>

**21 Other income**

	For the year ended 31 March 2024	For the year ended 31 March 2023
a. Interest on loans advanced	106.45	91.66
b. Commission Income	25.00	-
c. Interest on FDs	0.30	-
	<u>131.75</u>	<u>91.66</u>

**22 Purchases of stock in trade**

	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchases	409.89	590.62
Purchases of Shares	227.34	-
Direct Expenses for Purchase of shares	0.45	-
	<u>637.69</u>	<u>590.62</u>

**23 Changes in inventories of stock in trade**

	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventories at the beginning of the year	100.34	-
Less : Inventories at the end of the year	48.52	100.34
	<u>51.81</u>	<u>(100.34)</u>

**24 Employee benefits expense**

	For the year ended 31 March 2024	For the year ended 31 March 2023
a. Salary, wages and bonus	11.32	11.46
b. Staff welfare expenses	-	-
	<u>11.32</u>	<u>11.46</u>

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**Notes to the standalone financial statements for the year ended March 31, 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**25 Finance cost**

	For the year ended 31 March 2024	For the year ended 31 March 2023
a. Interest on Lease Liabilities	0.12	-
b. Interest expense on ear loan	1.17	-
c. Other Interest	-	0.02
	<u>1.29</u>	<u>0.02</u>

**26 Depreciation and amortisation expense**

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on plant, property & equipment	7.53	2.23
Amortisation of Right to use assets	0.51	-
	<u>8.04</u>	<u>2.23</u>

**27 Other expenses**

	For the year ended 31 March 2024	For the year ended 31 March 2023
a. Advertisement expenses	3.33	0.36
b. Bank charges	-	0.02
c. Director sitting fee	-	0.10
d. Electricity expenses	0.23	0.09
e. Fee & subscription	0.13	-
f. Filing fee	40.95	-
g. Office expenses	0.93	0.73
h. Interest and penalties	1.11	0.01
i. Listing fee	12.69	49.91
j. Miscellaneous expenses	0.49	3.93
k. Payment to statutory auditors	2.50	3.00
l. Printing and stationery	-	0.07
m. Professional charges	15.74	5.68
o. Telephone expenses	0.06	0.15
p. Travelling and Conveyance	0.08	-
q. Bad debts	-	0.08
r. Commission	0.31	6.14
s. Rent	2.88	3.46
t. Expected credit loss	23.64	-
	<u>105.07</u>	<u>73.73</u>

**Note:**

A. Payments to auditors		
(i) Audit Fees	2.50	2.50
(ii) Other Services	-	0.50
(iii) Out of pocket expenses	-	-
	<u>2.50</u>	<u>3.00</u>

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Notes to the standalone financial statements for the year ended March 31, 2024  
(All amounts in ₹ lacs, unless otherwise stated)

28 Income taxes relating to continuing operations

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>a) Income tax recognised in profit or loss</b>		
<b>Current tax</b>		
In respect of the current year	44.83	17.48
In respect of earlier years	-	-
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	(4.17)	0.18
	<b>40.66</b>	<b>17.65</b>
<b>b) Income tax recognised in other comprehensive income</b>		
Origination and reversal of temporary differences	-	-
<b>c) Reconciliation of effective tax rate</b>		
Profit before tax / (Loss)	140.67	68.50
Add: Disallowances	42.95	26.52
Less: Allowances	5.50	1.62
Taxable Profit / (Loss)	<b>178.11</b>	<b>93.39</b>
Less: B/f losses	-	26.17
Taxable Profit / (Loss) after adjustment of b/f losses	<b>178.11</b>	<b>67.22</b>
At statutory income tax rate of 25.168% (31 March 2023 : 26%)	44.83	17.48

Movement of Deferred tax expense during the year ended 31 March, 2024

	Opening balance	Recognised In profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.75	(4.17)	-	5.92
Expense disallowed under Income Tax Act,1961	-	-	-	-
<b>Total</b>	<b>1.75</b>	<b>(4.17)</b>	<b>-</b>	<b>5.92</b>

Movement of Deferred tax expense during the year ended 31st March, 2023

	Opening balance	Recognised In profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.91	0.16	-	1.75
Expense disallowed under Income Tax Act,1961	-	-	-	-
<b>Total</b>	<b>1.91</b>	<b>0.16</b>	<b>-</b>	<b>1.75</b>

**IFL Enterprises Limited**  
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**Notes to the standalone financial statements for the year ended March 31, 2024**  
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### 29 Capital risk management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of net debt (borrowings offset by cash and cash equivalents in Notes 10 and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through long-term and short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at	
	31 March 2024	31 March 2023
Equity Share Capital	2,501.36	1,819.23
Other Equity	-	-
<b>Total Equity (A)</b>	<b>2,501.36</b>	<b>1,819.23</b>
Non Current Borrowings	15.77	-
Current Borrowings	3.76	-
<b>Gross Dehts (B)</b>	<b>19.52</b>	<b>-</b>
<b>Total Capital (A+B)</b>	<b>2,520.89</b>	<b>1,819.23</b>
Gross Debt as above	19.52	-
Less: Cash and Cash Equivalents	69.24	13.49
Less: Other Balances with Bank	-	-
<b>Net Debt (C)</b>	<b>(49.72)</b>	<b>(13.49)</b>
<b>Net Debt to Equity</b>	<b>(0.02)</b>	<b>(0.01)</b>

No changes were made in the objectives, policies or process for managing capital during the years ended March 31, 2023 and March 31, 2024.

### 30 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Particulars	As at	
	31 March 2024	31 March 2023
Current financial assets (CFA)	2,034.76	2,045.61
Non-current financial assets (NCFA)	609.33	603.00
<b>Total financial assets (FA)</b>	<b>2,644.09</b>	<b>2,648.61</b>
Current financial liabilities (CFL)	170.44	41.66
Non-current financial liabilities (NCFL)	15.77	-
<b>Total financial liabilities (FL)</b>	<b>186.21</b>	<b>41.66</b>
<b>Ratios</b>		
CFA/ CFL	11.94	49.10
FA/FL	14.20	63.58

**Notes to the standalone financial statements for the year ended March 31, 2024**

*(All amounts in ₹ lacs, unless otherwise stated)*

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2024:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	3.76	15.77	-	19.52
Trade payables	132.66	11.94	-	144.60
Lease liabilities	4.26	10.14	-	14.39
Other financial liabilities	17.84	-	-	17.84
<b>Total</b>	<b>158.50</b>	<b>37.84</b>	-	<b>196.35</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	30.86	2.92	-	33.77
Other financial liabilities	7.89	-	-	7.89
<b>Total</b>	<b>38.74</b>	<b>2.92</b>	-	<b>41.66</b>

**31 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk.

**Interest Rate Risk & Sensitivity Analysis**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The sensitivity analyses below have been determined based on the exposure to interest rates for assets and liabilities at the end of the reporting period. For floating rate assets and liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate assets and liabilities has been considered to be insignificant.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's Profit for the year would decrease/increase by amount as stated below. This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Particulars	Borrowings	Change in Interest rate	Impact on Profit or Loss before tax for the year increase by 1%	Impact on Profit or Loss before tax for the year decrease by 1%
As at 31 March 2024	19.52	1%	0.20	(0.20)
As at 31 March 2023	-	1%	-	-

\*This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

**Notes to the standalone financial statements for the year ended March 31, 2024**  
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**32 Fair Value Disclosures**

a) Categories of Financial Instruments	As at 31 March 2024			As at 31 March 2023			
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
Investments	-	-	603.00	-	-	-	603.00
Trade Receivables	-	-	489.07	-	-	-	393.51
Bank balances other than cash and cash equivalents	-	-	5.00	-	-	-	-
Cash and Cash Equivalents	-	-	69.24	-	-	-	13.49
Loans	-	-	1,475.94	-	-	-	1,638.61
Other Financial Assets	-	-	1.83	-	-	-	-
	-	-	<b>2,644.09</b>	-	-	-	<b>2,648.61</b>
<b>Financial Liabilities</b>							
Borrowings	-	-	19.52	-	-	-	-
Lease liabilities	-	-	14.39	-	-	-	-
Trade Payables	-	-	144.60	-	-	-	33.77
Other Financial Liability	-	-	17.84	-	-	-	7.89
	-	-	<b>196.35</b>	-	-	-	<b>41.66</b>

**b) Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e.as prices) or indirectly

Level 3: Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2024

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,644.09	-	-	2,644.09	2,644.09
<b>Financial Liabilities</b>					
Carried at Amortised Cost	196.35	-	-	196.35	196.35

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2023

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,648.61	-	-	2,648.61	2,648.61
<b>Financial Liabilities</b>					
Carried at Amortised Cost	41.66	-	-	41.66	41.66

**Notes to the standalone financial statements for the year ended March 31, 2024**

*(All amounts in ₹ lacs, unless otherwise stated)*

**33 Disclosure as per Ind AS 115 'Revenue from contracts with customers':**

**1. Disaggregated revenue information**

**1.1. Set out below is the disaggregation of the Company's revenue from contracts with customers:**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Sale of Services</b>		
Sale of product	709.14	554.56
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>554.56</b>
<b>India</b>	<b>709.14</b>	<b>554.56</b>
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>554.56</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	709.14	554.56
Services at a point in time	-	-
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>554.56</b>

**2. Contract balances**

	As at 31 March 2024	As at 31 March 2023
Trade receivables	489.07	393.51
Contract assets	-	-
Contract liabilities	-	-

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

**3. Performance obligation**

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

**Notes to the standalone financial statements for the year ended March 31, 2024**

*(All amounts in ₹ lacs, unless otherwise stated)*

**34 Commitments and contingencies**

- a. The estimated amount of contracts remaining to be executed on capital amount and not provided for (net of advances) amount to Rs. Nil.
- b. The Company has other commitments, for purchase of goods and services and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.

35 All the property, plant & equipment and intangible assets of the Company are fully depreciated in accordance with the provisions of Companies Act, 2013. The minimum residual value is carried in books of accounts.

**36 Related party disclosures**

<b>(a) Subsidiary Company</b>	Yannushatakam Tradeventures Private Limited
<b>(b) Key Managerial Personnel</b>	
Mr Dolar Kirit Shah (Resigned w.e.f.- 12.09.2023)	Managing Director & CFO
Mr Vinaben Kanaiyalal Joshi	Director
Mr. Samad Ahmed Khah	Director
Ms Falguni Mehal Raval (Appointed w.e.f- 07.07.2022)	Director
Mr Jitendra Vaishnav (Appointed w.e.f- 27.03.2024)	Managing Director & CFO
Mr. Kamlesh K. Joshi (Resigned w.e.f- 11.03.2024)	Managing Director & CFO

**37 Related party transactions**

Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended 31 March 2024	For the year ended on 31 March 2023
<b>Salary paid</b>		
Mr. Kamlesh K. Joshi (Resigned w.e.f- 11.03.2024)	0.35	2.50
Mr Vinaben Kanaiyalal Joshi	0.65	0.17
Mr. Samad Ahmed Khah	0.35	-
<b>Sitting Fee</b>		
Mr Samad Ahmed Khan	-	0.10

Following are the balances of the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended 31 March 2024	For the year ended on 31 March 2023
<b>Balance payable/(Recoverable)</b>		
Mr Dolar Kirit Shah	-	0.97
Mr Samad Ahmed Khan	-	(0.24)
Ms Falguni Mehal Raval (Appointed w.e.f- 07.07.2022)	(2.00)	-

**38 Earning per share**

Particulars	31 March 2024	31 March 2023
Net profit attributable to the shareholders	100.01	50.84
Weighted avg. number of outstanding equity shares during the year	25,01,36,311	16,82,47,385
Basic earning per share (in Rupees)	0.040	0.030
Diluted earning per share (in Rupees)	0.040	0.030

Note : During the year, the company has sub-divided (split) its 18,192,344 equity shares of face value of Rs.10 each fully paid-up into 181,923,440 equity shares of face value of Rs.1 each fully paid up and the Company has also issued 6,82,12,871 bonus shares to the fully paid equity shareholders of the Company. Therefore earning per share have been calculated/restated as applicable, for the current year and previous year both presented after considering the new number of equity shares post such sub-division and bonus share issued in line with the provision of the applicable Ind AS and to make figures of EPS comparable with previous year.

39 The Company has considered the possible effects that may result from the pandemic (Covid 19) on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. The Company continues to closely monitor any material changes to the future economic conditions.

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Notes to the standalone financial statements for the year ended March 31, 2024  
(All amounts in ₹ lacs, unless otherwise stated)

40 Additional regulatory information

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck-off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- (ix) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
- (x) There are no transactions / relationship with struck-off companies.

(xc) Analytical Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for changes by more than 25%
- Current ratio (in times)	Total current assets	Total current liabilities	10.12	8.18	23.71%	NA
- Debt equity ratio (in times)	Total debts (Net of Cash & Bank Balances)	Shareholders' Equity	(0.02)	(0.01)	NA	NA
- Debt service coverage ratio (in times)	Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments)	Debt service (Interest & lease payments + principal repayments)	39.17	-	NA	NA
- Return on equity ratio (in %)	Profits for the year less preference dividend (if any)	Average shareholders' equity	3.94%	3.24%	21.68%	NA
- Inventory turnover ratio (in times)	Revenue from operations	Average inventory	11.07	11.05	0.17%	NA
- Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivable	1.87	2.72	-31.32%	Decreased due to increase in trade receivable.
- Trade payables turnover ratio (in times)	Cost of traded goods and other expenses	Average trade payables	7.15	34.88	-79.50%	Decreased due to increase in credit purchase and trade payable liability
- Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.42	0.29	44.08%	NA
- Net profit ratio (in %)	Profit for the year	Revenue from operations	12.14%	9.17%	32.37%	Increased due to increase in profit during the year
- Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	5.58%	5.49%	1.63%	NA
- Return on investment (in %)	Income generated from invested funds	Average invested funds	3.94%	4.07%	-3.14%	NA

41 The Company has a single reportable segment for the purpose of Ind AS-108

42 There are no other event observed after the reported period which have an impact on the Company's operation

43 The figures for the previous year have been regrouped / rearranged / reclassified wherever necessary.

In terms of our report attached  
For Kapsiah Jais & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IFL Enterprises Limited

Kamish Jain  
Partner  
Membership No. 514162

JITENDRA VAISHNAV  
Managing Director and CFO  
DIN: 10414407  
Place: Ahmedabad

SAMAD AHMED KHAN  
Director  
DIN: 08527456  
Place: Ahmedabad

Place: New Delhi  
Date: 27 May 2024

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**IFL Enterprises Limited**  
**Report on the Audit of the Consolidated Financial Statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of **IFL Enterprises Limited** ("**the Holding Company**") and its subsidiaries (the Holding Company and its associates together referred to as "the Group") which comprises the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March 2024 and consolidated profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Group's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Group's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Group's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and take necessary actions, as applicable under the relevant law and regulations.

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**IFL Enterprises Limited**  
**Report on the Audit of the Consolidated Financial Statements**

### **Management's and Board of Director's Responsibilities for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance, including other comprehensive income, changes in equity and cash flow of the Group accordance with accounting principles generally accepted in India, including Indian Accounting Standards (IND AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the respective company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of Consolidated IND AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
IFL Enterprises Limited  
Report on the Audit of the Consolidated Financial Statements**

has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

The consolidated financial statements include the audited financial statements of 1 subsidiary, whose financial statements reflect total assets of Rs. 678.78 lacs as at 31 March 2024, total revenue of Rs. 35.91 lacs and total net profit/(loss) after tax of Rs. (15.47) lacs and net cash inflows of Rs. 9.99 lacs for the year ended on that date, as considered in the consolidated financial statements, which have

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**IFL Enterprises Limited**  
**Report on the Audit of the Consolidated Financial Statements**

been audited by us.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate entity, incorporated in India, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries referred to in the other matters section above we report, to the extent applicable that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the respective company of the Group so far as it appears from our examination of those books.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of change in equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (IND AS) specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 taken on record by the Board of Directors and audit report of statutory auditors who are appointed under section 139 of the Act, of its associate entity, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the Internal Financial Control with reference to Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate Report in the "**Annexure B**".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group has disclosed the impact of pending litigations on its financial position in its

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
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consolidated financial statements;

- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended 31 March 2024.
- iv.
  - The respective management of the Company and its associates has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or any of such subsidiaries or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
  - The respective management of the Company and its associates has represented, that, to the best of its knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material mis-statement.
- v. The Dividend declared and paid during the year ended 31 March 2024 by the holding Company is in compliance with section 123 of the Act.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024, which does not have a feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on audit trail requirements of the said software, as envisaged under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014, as amended.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable for the Company only w.e.f. 1 April 2023, therefore, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for financial year ended 31 March 2024.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
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requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and based on the consideration of reports of other statutory auditors of the associates, the remuneration paid to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For **Kapish Jain & Associates,**  
Chartered Accountants  
Firm's Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVO3516

**Place:** New Delhi  
**Date:** 27 May 2024

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2024**

In terms of the information and explanations sought by us and given by the Group and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (xxi) There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements.

**For Kapish Jain & Associates,**  
Chartered Accountants  
Firm's Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVO3516

**Place:** New Delhi  
**Date:** 27 May 2024

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2024**

Independent Auditor’s Report on the Internal Financial Controls with reference to the Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of IFL Enterprises Limited (“the Holding Company”) and its subsidiaries companies, as at and for the year 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company on that date.

**Responsibilities of Management for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its associate entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Internal financial controls over financial reporting with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

A company’s internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2024**

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

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

**Opinion**

In our opinion, the Holding Company and its associate entities, have, in all material respects, adequate internal financial controls systems over financial reporting with reference to these consolidated financial statements and such internal financial controls systems over financial reporting with reference to these consolidated financial statements were operating effectively as at 31 March 2024, based on internal financial controls systems over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls systems over financial reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to its associate entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such entities as applicable, incorporated in India.

For **Kapish Jain & Associates**,  
Chartered Accountants  
Firm’s Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVO3516

**Place:** New Delhi  
**Date:** 27 May 2024

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2024**

Independent Auditor’s Report on the Internal Financial Controls with reference to the Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of IFL Enterprises Limited (“the Holding Company”) and its subsidiaries companies, as at and for the year 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company on that date.

**Responsibilities of Management for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its associate entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Internal financial controls over financial reporting with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

A company’s internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2024**

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

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

**Opinion**

In our opinion, the Holding Company and its associate entities, have, in all material respects, adequate internal financial controls systems over financial reporting with reference to these consolidated financial statements and such internal financial controls systems over financial reporting with reference to these consolidated financial statements were operating effectively as at 31 March 2024, based on internal financial controls systems over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls systems over financial reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to its associate entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such entities as applicable, incorporated in India.

For **Kapish Jain & Associates**,  
Chartered Accountants  
Firm’s Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 24514162BKBHVO3516

**Place:** New Delhi  
**Date:** 27 May 2024

**IPL Enterprises Limited**  
CINL74110GJ2009PLC151201

**Consolidated Balance Sheet as at 31 March 2024**  
*(All amounts in ₹ lacs, unless otherwise stated)*

Particulars	Note No.	As at	
		31 March 2024	31 March 2023
<b>Assets</b>			
<b>1 Non-current assets</b>			
a Property, plant and equipment	3	141.28	9.21
b Right to use Assets	4	14.32	-
c Financial assets			
i Bank balances other than cash and cash equivalents	5	5.00	-
ii Other financial assets	12	1.33	-
d Deferred tax assets(net)	6	7.54	1.84
e Other non-current assets		-	-
<b>Total non-current assets</b>		<b>169.47</b>	<b>11.05</b>
<b>2 Current assets</b>			
a Inventories	7	48.52	100.34
b Financial assets			
i Investments	8	21.45	3.43
ii Trade receivables	9	521.28	425.73
iii Cash and cash equivalents	10	80.82	15.08
iv Loans	11	1,755.93	2,068.61
v Other financial assets	12	74.54	38.13
c Current tax assets(net)		-	-
d Other current assets	13	238.09	187.35
<b>Total current assets</b>		<b>2,720.63</b>	<b>2,838.67</b>
<b>Total assets</b>		<b>2,890.10</b>	<b>2,849.72</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a Equity share capital	14	2,501.36	1,819.23
b Other equity	15	61.27	681.61
<b>Total equity</b>		<b>2,562.63</b>	<b>2,500.84</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
a Financial liabilities			
i Borrowings	16	15.77	-
ii Lease liabilities	4	10.14	-
b Provisions		-	-
c Other non-current liabilities		-	-
<b>Total non-current liabilities</b>		<b>25.91</b>	<b>-</b>
<b>Current liabilities</b>			
a Financial liabilities			
i Borrowings	16	3.76	-
ii Lease liabilities	4	4.26	-
iii Trade Payables	17		
a) total outstanding dues of micro enterprises and small enterprises		88.42	0.68
b) total outstanding dues other than micro and small enterprises		109.41	58.13
iv Other financial liabilities	18	49.64	9.75
b Other current liabilities	19	46.07	280.32
<b>Total current liabilities</b>		<b>301.56</b>	<b>348.88</b>
<b>Total equity and liabilities</b>		<b>2,890.10</b>	<b>2,849.72</b>

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IPL Enterprises Limited**

**Kapish Jain**  
Partner  
Membership No. 514162

**Jitendra Vaishnav**  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

**Samad Ahmed Khan**  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Consolidated statement of Profit and Loss for the year ended 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>I Revenue from operations</b>	20	824.14	817.42
<b>II Other income</b>	21	167.66	129.56
<b>III Total income</b>		<b>991.80</b>	<b>946.98</b>
<b>IV Expenses</b>			
Purchases of stock in trade	22	637.69	848.90
Changes in inventories of stock in trade	23	51.81	(99.98)
Employee benefits expense	24	11.32	17.27
Finance cost	25	1.29	0.02
Depreciation and amortisation expense	26	24.34	3.63
Other expenses	27	138.28	105.15
<b>Total expenses (IV)</b>		<b>864.73</b>	<b>875.00</b>
<b>V Profit/(Loss) before tax (III-IV)</b>		<b>127.07</b>	<b>71.98</b>
<b>VI Tax expense</b>	28		
Current tax		48.25	20.09
Deferred tax credit		(5.70)	0.09
Tax adjustments of earlier years		-	-
		<b>42.55</b>	<b>20.18</b>
<b>VII Profit/(Loss) (V-VI)</b>		<b>84.52</b>	<b>51.82</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit and loss		-	-
Income Tax relating to Items that will not be reclassified to profit and loss		-	-
		-	-
<b>IX Total comprehensive income (VII+VIII)</b>		<b>84.52</b>	<b>51.82</b>
<b>X Earning per equity share</b>	38		
Equity shares of face value Rs. 1 each			
Basic (Rs.)		<b>0.034</b>	<b>0.031</b>
Diluted (Rs.)		<b>0.034</b>	<b>0.031</b>

See accompanying notes to the financial statements

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IFL Enterprises Limited

Kapish Jain  
Partner  
Membership No. 514162

Jitendra Vaishnav  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

Samad Ahmed Khan  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IFL Enterprises Limited**  
CIN.L74110GJ2009PLC151201

**Consolidated statement of Cash Flow for the year ended 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>A. Cash flow from operating activities</b>		
Profit/(loss) before tax	127.07	71.98
Adjustments for :		
Interest Income	(142.66)	(129.43)
Adjustments for consolidation	-	2.12
Depreciation of plant, property and equipment	24.34	3.63
Interest Expense	1.29	0.02
	<b>10.04</b>	<b>(51.68)</b>
Changes in assets and liabilities		
(Increase)/ decrease in trade receivables	(95.51)	(411.33)
(Increase)/ decrease in other current assets	(50.75)	-
(Increase)/ decrease in other financial assets	(0.26)	-
(Increase)/ decrease in non current financial assets	(6.31)	-
(Increase)/ decrease in other non-current assets	-	60.44
(Increase)/ decrease in inventories	51.81	(100.34)
Increase/ (decrease) in trade payables	139.02	58.69
Increase/ (decrease) in other financial liabilities	39.89	5.61
Increase/ (decrease) in other current liabilities	(246.97)	259.98
Cash generated from operating activities	<b>(159.04)</b>	<b>(178.63)</b>
Direct tax paid	(35.52)	0.02
Net cash generated from operating activities	<b>(194.56)</b>	<b>(178.61)</b>
<b>B. Cash Flow from Investing Activities</b>		
Investments made	(18.02)	(3.43)
Purchase of fixed assets	(155.90)	(5.56)
Loans advanced	378.00	(1,898.25)
Interest on loans advanced	61.18	129.43
Net cash generated from/(used in) investing activities	<b>265.26</b>	<b>(1,777.81)</b>
<b>C. Cash flows from financing activities</b>		
Dividend	(22.74)	-
Proceeds from issues of equity shares including security premium	-	1,828.20
Proceeds from long term borrowings	15.77	-
Proceeds from short term borrowings (net)	3.76	-
Lease liability paid	(0.56)	-
Interest Expenses	(1.19)	-
Net cash generated from/(used in) financing activities	<b>(4.96)</b>	<b>1,828.20</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	65.74	(128.23)
Cash and cash equivalents at the beginning of year	15.08	143.31
Cash and cash equivalents at the end of year	<b>80.82</b>	<b>15.08</b>
Cash & Cash Equivalents Includes:		
Cash on hand	14.71	12.64
Balances with banks in current accounts	66.11	2.44
	<b>80.82</b>	<b>15.08</b>

1) The statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 on statements of cash flow.  
2) Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

In terms of our report attached  
For Kaphish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IFL Enterprises Limited

Kaphish Jain  
Partner  
Membership No. 514162

Jitendra Vaishnav  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

Samad Ahmed Khan  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Consolidated statement of Change in Equity for the year ended 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**A. Equity share capital**

Particulars	No. of shares	Amount
Equity shares of Rs. 1 each issued and subscribed		
Balance as at 1 April 2022	30,02,172	300.22
Issue of equity share capital	1,51,90,172	1,519.02
<b>Balance as at 31 March 2023</b>	<b>1,81,92,344</b>	<b>1,819.23</b>
Share Extinguished on Splitting of Shares #	(1,81,92,344)	(1,819.23)
Split of Share during the period #	18,19,23,440	1,819.23
Add: Bonus Issue *	6,82,12,871	682.13
<b>Balance as at 31 March 2024</b>	<b>25,01,36,311</b>	<b>2,501.36</b>

# During the year, the holding Company has sub-divided (split) its 18,19,23,440 equity shares of face value of Rs.10 each fully paid-up into 181,923,440 equity shares of face value of Rs.1 each fully paid up w.e.f.21st April, 2023 as recommended by the board of directors and approved by the shareholders of the Company.

\* During the year, the holding Company issued 4,54,80,440 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:4 i.e. one new fully paid equity share for every 4 existing equity shares held on the record date i.e. 21 April 2023 and 2,27,32,431 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:10 i.e. one new fully paid equity share for every 10 existing equity shares held on the record date i.e. 18 December 2023.

**B. Other equity**

Particulars	Retained earnings	Securities Premium	Capital Reserve	Total
Balance as at 1 April 2022	6.46	312.03	-	318.49
Total Comprehensive Income for the year	-	-	-	-
Add: Changes during the year	-	309.18	1.65	310.83
Profit for the year	51.82	-	-	51.82
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>58.76</b>	<b>621.21</b>	<b>1.65</b>	<b>681.61</b>
Add: Changes during the year	-	-	-	-
Profit / (loss) for the year	84.52	-	-	84.52
Remeasurement benefit of defined benefit plans	-	-	-	-
Utilization for Bonus issue	(60.92)	(621.21)	-	(682.13)
Other comprehensive income for the year, net of income tax	-	-	-	-
Dividend paid	(22.74)	-	-	(22.74)
<b>Balance as at 31 March 2024</b>	<b>59.62</b>	<b>-</b>	<b>1.65</b>	<b>61.27</b>

See accompanying notes to the financial statements

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Kapish Jain**  
Partner  
Membership No. 514162

**Jitendra Vaishnav**  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

**Samad Ahmed Khan**  
Director  
DIN: 09527456  
Place : Ahmedabad

Place: New Delhi  
Date: 27 May 2024

**IPL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Notes to the consolidated financial statements for the year ended 31 March 2024**

**1 Corporate Information**

IPL Enterprises Limited (CIN L74110GJ2009PLC151201) was incorporated on January 23rd, 2009 under the Companies Act, 1956 with the Registrar of Companies Delhi. The Company is involved in the business of trading in goods e.g. fabric and related products as well as shares and securities within permissible limits prescribed by the regulators such as RBI or SEBI. The company is listed on Bombay Stock exchange (BSE) [Script code: 540377].

The consolidated financial statements as at 31 March 2024 present the consolidated financial position of the group as well as its subsidiary company. The list of Subsidiary, which are included in the consolidation and the Company's holding therein are as under:

Name of the Company	Country of Incorporation	Percentage of voting power as at 31March 2024
<b>Subsidiaries Companies</b>		
Yamunashikam Tradeventures Private Limited	India	100%

**2 Material Accounting Policies :**

**2.1 Statement of compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these financial statements.

**2.2 Basis of Preparation of consolidated financial Statements**

The consolidated financial statements of the group have been prepared in accordance with IND AS notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The consolidated financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant IND AS at the end of each reporting period.

The consolidated financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Indian Accounting Standard notified by Companies (Accounting Standards) Rules, 2006.

Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:

- a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
- b) The minority share of movements in equity since the date the parent subsidiary relationship came into existence.

Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit after tax of the Group.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

Goodwill/capital reserve arising on the acquisition of an associate by an investor is included in the carrying amount of investment in the associate and is disclosed separately.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Notes to the consolidated financial statements for the year ended 31 March 2024

**2.3 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
  - Held primarily for the purpose of trading
  - Expected to be realised within twelve months after the reporting period, or
  - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

**2.4 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are reused and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities

**Valuation of deferred tax assets**

In view of uncertainty of future taxable profits, the Company has not recognized deferred tax asset (net of deferred tax liabilities) at the year end.

**2.5 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

- a) Income is recognized on an accrual basis except income related to non-performing assets, which is accounted on cash basis in accordance with prudential norms of Reserve Bank of India.
- b) The Company has adopted Implicit Rate of Return (IRR) method of accounting in respect of finance charges income for hire purchase/loan transactions. As per this method the IRR involved in each hire purchase/loan transaction is recognized and finance charges calculated by applying the same on outstanding principal financed thereby establishing equitable distribution of income over the period of the agreement.
- c) Interest on overdue instalments is accounted for on receipt basis.
- d) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- e) Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

**2.6 Foreign currencies**

The functional currency of the Company is Indian rupee (Rs.).

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

**2.7 Employee benefits**

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

**2.7.1 Defined contribution plans**

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year in which the related employee services are received.

## **2.8 Taxation**

income tax expense represents the sum of the tax currently payable and deferred tax.

### **2.8.1 Current tax**

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961.

### **2.8.2 Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### **2.8.3 Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## **2.09 Inventories**

Repossessed assets are valued at the end at lower of book value or net realizable value as certified by the management of the Company.

## **2.10 Property plant and equipment**

The Company has elected to continue with the carrying value of all of its plant and equipment (including freehold land) as at the transition date, viz., 1 April 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Property plant and equipment and capital work in progress are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Profit and Loss during the financial period in which they are incurred.

Depreciation is computed on Written Down Value method ("WDV") based on estimated useful lives as determined by internal assessment of the assets in terms of Schedule II to the Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

No further charge is provided in respect of assets that are fully written down but are still in use.

**Notes to the consolidated financial statements for the year ended 31 March 2024**

**2.11 Intangible assets**

Development of property (website) and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

**2.12 Impairment of tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**2.13 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**2.14 Financial Instruments**

**A. Initial recognition**

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**B. Subsequent measurement**

**I. Non-derivative financial instruments**

**a. Financial assets carried at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**b. Financial assets at fair value through other comprehensive income**

Investment in equity instruments (other than subsidiaries / associates / joint ventures) - All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**c. Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**d. Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**II. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**C. Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.15 Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

**2.16 Impairment of financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3 Property, plant and equipment

Cost	As at 1 April 2023	Additions	Adjustments	Deletions	As at 31 March 2024
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	5.98	-	-	-	5.98
Mobile	2.52	-	-	-	2.52
Vehicles	0.63	155.90	-	-	156.53
Generators	5.57	-	-	-	5.57
Printer	0.16	-	-	-	0.16
<b>Total</b>	<b>40.48</b>	<b>155.90</b>	-	-	<b>196.38</b>

Depreciation	As at 1 April 2023	Additions	Adjustments	Deletions	As at 31 March 2024
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	17.73	0.99	-	-	18.72
Computer	4.48	1.17	-	-	5.65
Mobile	0.37	0.41	-	-	0.78
Vehicles	0.54	20.92	-	-	21.46
Generators	4.03	0.28	-	-	4.31
Printer	0.07	0.06	-	-	0.13
<b>Total</b>	<b>31.27</b>	<b>23.83</b>	-	-	<b>55.10</b>

Carrying amounts	As at 31 March 2023	As at 31 March 2024
Office premises	-	-
Furniture & fixtures	3.83	2.85
Computer	1.51	0.33
Mobile	2.15	1.74
Vehicles	0.09	135.07
Generators	1.54	1.26
Printer	0.09	0.03
<b>Total</b>	<b>9.22</b>	<b>141.28</b>

Previous year

Cost	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	3.10	2.88	-	-	5.98
Mobile	-	2.52	-	-	2.52
Vehicles	0.63	-	-	-	0.63
Generators	5.57	-	-	-	5.57
Printer	-	0.16	-	-	0.16
<b>Total</b>	<b>34.92</b>	<b>5.56</b>	-	-	<b>40.48</b>

Depreciation	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	16.42	1.31	-	-	17.73
Computer	2.94	1.54	-	-	4.48
Mobile	-	0.37	-	-	0.37
Vehicles	0.51	0.03	-	-	0.54
Generators	3.72	0.31	-	-	4.03
Printer	-	0.07	-	-	0.07
<b>Total</b>	<b>27.64</b>	<b>3.63</b>	-	-	<b>31.27</b>

Carrying amounts	As at 31 March 2022	As at 31 March 2023
Office premises	-	-
Furniture & fixtures	5.15	3.83
Computer	0.15	1.51
Mobile	-	2.15
Vehicles	0.12	0.09
Generators	1.85	1.54
Printer	-	0.09
<b>Total</b>	<b>7.27</b>	<b>9.21</b>

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**Notes to the consolidated financial statement as at 31 March 2024**

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**4. Right to use asset**

Following are the changes in the carrying value of the Right to use Assets:

Particulars	Category of ROU Asset	Category of ROU Asset
	Building	Building
	As at Mar 31, 2024	As at Mar 31, 2023
Opening balance	-	-
Addition	14.84	-
Deletion	-	-
Depreciation	0.51	-
<b>Closing Balance</b>	<b>14.32</b>	<b>-</b>

The following is the break-up of current and non-current lease liabilities

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Current lease liabilities	4.26	-
Non-Current lease liabilities	10.14	-
<b>Total</b>	<b>14.39</b>	<b>-</b>

The following is the movement in lease liabilities:

Particulars	As at Mar 31, 2024	As at Mar 31, 2023
Opening balance	-	-
Reclassification on account of adoption of IND AS 116	14.84	-
Finance cost accrued during the period	0.12	-
Payment of lease liabilities	(0.56)	-
<b>Closing Balance</b>	<b>14.39</b>	<b>-</b>

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Notes to the consolidated financial statement as at 31 March 2024  
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**5 Bank Balances Other than Cash and Cash Equivalent**

	As at 31 March 2024	As at 31 March 2023
<b>Other non-current assets</b> (Unsecured, considered good unless otherwise stated)		
Fixed Deposits	5.00	-
	<u>5.00</u>	<u>-</u>

**6 Deferred tax assets (net)**

	As at 31 March 2024	As at 31 March 2023
At the start of the year	1.84	1.93
Credit / (debit) to statement of profit and loss	5.70	(0.09)
<b>At the end of the year</b>	<u>7.54</u>	<u>1.84</u>

**7 Inventories**

	As at 31 March 2024	As at 31 March 2023
Fabric items (at lower of cost or NRV)	-	100.34
Equity instruments (measured at FVTPL)	48.52	-
	<u>48.52</u>	<u>100.34</u>

**8 Investments**

	As at 31 March 2024	As at 31 March 2023
Investment in Gold Ornaments	21.45	3.43
	<u>21.45</u>	<u>3.43</u>

**9 Trade receivables**

	As at 31 March 2024	As at 31 March 2023
<b>Unsecured</b>		
i. Considered good	521.28	425.73
ii. Considered doubtful	23.64	-
	<u>544.92</u>	<u>425.73</u>
Less: Provision for bad and doubtful trade receivables	23.64	-
	<u>521.28</u>	<u>425.73</u>

**Trade receivable ageing schedule for 31 March 2024**

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
i. Considered good	113.88	322.53	84.87	-	-	-	521.28
ii. Considered doubtful	4.39	13.40	5.85	-	-	-	23.64
<b>Total trade receivable</b>	<u>118.27</u>	<u>335.93</u>	<u>90.72</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>544.92</u>

**Trade receivable ageing schedule for 31 March 2023**

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
i. Considered good	279.94	135.10	10.69	-	-	-	425.73
ii. Considered doubtful	-	-	-	-	-	-	-
<b>Total trade receivable</b>	<u>279.94</u>	<u>135.10</u>	<u>10.69</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>425.73</u>

**10 Cash and cash equivalents**

	As at 31 March 2024	As at 31 March 2023
Cash in hand	14.71	12.64
Balances with banks in current accounts	66.11	2.44
	<u>80.82</u>	<u>15.08</u>

**11 Loans**

	As at 31 March 2024	As at 31 March 2023
<b>Unsecured, considered good:-</b>		
Loans to others	1,735.93	2,068.61
	<u>1,735.93</u>	<u>2,068.61</u>

**12 Other financial assets**

	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
<b>Unsecured, considered good:-</b>				
Interest accrued on loans	-	-	74.04	38.13
Interest accrued on fixed deposit	-	-	0.24	-
Security Deposit for Godown Rent	-	-	0.26	-
Security Deposit for Rent	1.33	-	-	-
	<u>1.33</u>	<u>-</u>	<u>74.54</u>	<u>38.13</u>

**13 Other current assets**

	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good unless otherwise stated)		
Duties & Taxes recoverable	5.07	3.53
Prepaid expenses	-	-
Advance to Vendors	233.02	183.59
Other loans and advances	-	0.23
	<u>238.09</u>	<u>187.35</u>

**Notes to the consolidated financial statement as at 31 March 2024**  
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**14 Share capital**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised share capital</b>				
Equity shares				
Equity shares of Rs. 1 each (As at 31st March 2023 - 30,060,000 shares of Rs.10 each)	3,00,60,000	3,006.00	3,00,60,000	3,006.00
	<b>3,00,60,000</b>	<b>3,006.00</b>	<b>3,00,60,000</b>	<b>3,006.00</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares				
Equity shares of Rs. 1 each (As at 31st March 2023 - 30,060,000 shares of Rs.10 each)	25,01,36,311	2,501.36	1,81,92,344	1,819.23
<b>Total</b>	<b>25,01,36,311</b>	<b>2,501.36</b>	<b>1,81,92,344</b>	<b>1,819.23</b>

**(a) Reconciliation of number of shares**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Equity share capital</b>				
Balance as at the beginning of the year	1,81,92,344	1,819.23	30,02,172	300.22
Share Extinguished on Splitting of Shares #	(1,81,92,344)	(1,819.23)	-	-
Split of shares during the year #	18,19,23,440	1,819.23	-	-
Add: Bonus Issue *	6,82,12,871	682.13	-	-
Add: Increase during the year			1,51,90,172	1,519.02
Balance as at the end of the year	<b>25,01,36,311</b>	<b>2,501.36</b>	<b>1,81,92,344</b>	<b>1,819.23</b>

# During the year, the holding Company has sub-divided (split) its 18,192,344 equity shares of face value of Rs.10 each fully paid-up into 181,923,440 equity shares of face value of Rs.1 each fully paid up w.e.f 21st April, 2023 as recommended by the board of directors and approved by the shareholders of the Company.

\* During the year, the holding Company Issued 4,54,80,440 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:4 i.e. one new fully paid equity share for every 4 existing equity shares held on the record date i.e. 21 April 2023 and 2,27,32,431 bonus shares to the fully paid equity shareholders of the Company in the proportion of 1:10 i.e. one new fully paid equity share for every 10 existing equity shares held on the record date i.e. 18 December 2023.

**(b) Rights / preferences / restrictions attached to equity shares**

The Company has one class of equity shares having a par value of Rs. 1 per Share (As at 31st March 2023 Rs. 10 each) Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the Company**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% Holding	No. of shares	% Holding
<b>Equity shares of Rs. 1 each fully paid up</b>				
Katyayani Tradelink	-	0.00%	33,60,000	18.47%
Banika Tradelink Private Limited	-	0.00%	33,60,000	18.47%
Moneystar Tradelink Private Limited	-	0.00%	33,60,000	18.47%

**(d) Details of Promoter's Shareholdings in the Company**

Name of shareholder	As at 31 March 2024		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	56,55,006	2.26%	-1.05%

Name of shareholder	As at 31 March 2023		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	2,20,344	1.21%	100%

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Notes to the consolidated financial statement as at 31 March 2024  
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15 Other Equity	As at	
	31 March 2024	31 March 2023
<b>Securities premium :-</b>		
Balance at beginning of the year	621.21	312.03
Less: Utilised for Bonus issue	(621.21)	-
Add: Changes during the year	-	309.18
Balance at closing of the year	-	621.21
<b>Capital Reserve</b>		
Balance at beginning of the year	1.65	-
Add(less): capital reserve on consolidation	-	1.65
Balance at closing of the year	1.65	1.65
<b>Retained Earnings</b>		
Balance at beginning of the year	58.76	6.46
Opening balance of reserve & surplus of subsidiary	-	2.12
Less: Opening balance of reserve & surplus of subsidiary	-	2.12
Less: Utilised for Bonus issue	(60.92)	-
Add: Profit/(Loss) for the year	84.52	51.82
Less: Pre-acquisition profits/(loss)	-	(9.48)
Less: Dividend Paid	(22.74)	-
Net surplus/(deficit) in the statement of profit and loss	99.62	86.76
<b>Other Comprehensive Income, Net of Tax</b>		
Equity instruments measured at fair value through other comprehensive income		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Re-nomination of defined employee benefit plans		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
<b>Balance at the end</b>	<b>61.27</b>	<b>681.61</b>

16 Borrowings	Non-current		Current	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
From Bank*	-	-	3.76	-
From Others	15.77	-	3.76	-
	<b>15.77</b>	<b>-</b>	<b>7.52</b>	<b>-</b>

\* Vehicle loan from ICICI Bank at an interest rate of 9.20% per annum, repayable in 60 equal installments and hypothecated to the same vehicle.

17 Trade Payables	As at	
	31 March 2024	31 March 2023
<b>Trade Payables</b>		
a. Outstanding dues of micro and small enterprises	88.42	0.68
b. Outstanding dues other than micro and small enterprises	109.41	58.13
	<b>197.83</b>	<b>58.81</b>

**Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.**

The Company has sent letters to suppliers to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as whether they have file required memorandums with the prescribed authorities. Based on the confirmation received, if any, the detail of outstanding are as under:

	As at	
	31 March 2024	31 March 2023
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at ye	87.53	0.66
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	0.59	0.02
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
- Interest accrued and remaining unpaid as at the end of year.	-	0.02
- Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Trade Payables Ageing Schedule for 31 March 2024

Particulars	Outstanding for following periods from the date of payment				Total
	Less than 1 Year	1-3 years	3-9 years	More than 9 years	
a. due to micro, small and medium enterprises	88.42	-	-	-	88.42
b. due to others	97.47	10.00	1.94	-	109.41
<b>Total trade payable</b>	<b>185.89</b>	<b>10.00</b>	<b>1.94</b>	<b>-</b>	<b>197.83</b>

Trade Payables Ageing Schedule for 31 March 2023

Particulars	Outstanding for following periods from the date of payment				Total
	Less than 1 Year	1-3 years	3-9 years	More than 9 years	
a. due to micro, small and medium enterprises	0.63	-	-	-	0.63
b. due to others	55.21	2.92	-	-	58.13
<b>Total trade payable</b>	<b>55.89</b>	<b>2.92</b>	<b>-</b>	<b>-</b>	<b>58.81</b>

18. Other financial liabilities

	As at 31 March 2024	As at 31 March 2023
Audit fees payable	3.60	4.35
GST payable	-	0.17
Other payable	46.04	5.23
	<b>50.54</b>	<b>9.75</b>

19. Other current liabilities

	As at 31 March 2024	As at 31 March 2023
Advance from customers	11.50	259.44
TDS payable	1.75	0.80
Income tax payable	32.82	20.65
	<b>46.07</b>	<b>280.89</b>

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Notes to the consolidated financial statement as at 31 March 2024  
(All amounts in ₹ lacs, unless otherwise stated)

**20 Revenue from operations**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue from operations</b>		
Sale of products	709.14	817.42
Other operational income	115.00	-
	<u>824.14</u>	<u>817.42</u>

**21 Other income**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>a. Interest on loans advanced</b>	142.36	129.43
<b>b. Commission Income</b>	25.00	-
<b>c. Interest on FDs</b>	0.30	-
<b>d. Other income</b>	-	0.13
	<u>167.66</u>	<u>129.56</u>

**22 Purchases of stock in trade**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Purchases</b>	409.89	848.90
<b>Purchases of Shares</b>	227.34	-
<b>Direct Expenses for Purchase of shares</b>	0.45	-
	<u>637.69</u>	<u>848.90</u>

**23 Changes in inventories of stock in trade**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Inventories at the beginning of the year</b>	100.34	-
<b>Consolidation Adjustments</b>	-	0.36
<b>Less : Inventories at the end of the year</b>	48.52	100.34
	<u>51.81</u>	<u>(99.98)</u>

**24 Employee benefits expense**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>a. Salary, wages and bonus</b>	11.32	17.27
<b>b. Staff welfare expenses</b>	-	-
	<u>11.32</u>	<u>17.27</u>

**25 Finance cost**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>a. Interest on Lease Liabilities</b>	0.12	-
<b>b. Interest expense on car loan</b>	1.17	-
<b>c. Other Interest</b>	-	0.02
	<u>1.29</u>	<u>0.02</u>

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Notes to the consolidated financial statement as at 31 March 2024  
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**26 Depreciation and amortisation expense**

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on plant, property & equipment	23.83	3.63
Amortisation of Right to use assets	0.51	
	<u>24.34</u>	<u>3.63</u>

**27 Other expenses**

	For the year ended 31 March 2024	For the year ended 31 March 2023
a. Advertisement expenses	3.33	0.36
b. Bank charges	-	0.04
c. Director sitting fee	-	0.10
d. Electricity expenses	0.23	0.09
e. Fee & subscription	0.13	-
f. Filing fee	40.95	6.31
g. Office expenses	0.93	1.24
h. Interest and penalties	1.12	0.06
i. Listing fee	12.69	49.91
j. Miscellaneous expenses	0.49	4.01
k. Payment to statutory auditors	3.50	4.00
l. Printing and stationery	-	0.07
m. Professional charges	16.49	7.07
n. Telephone expenses	0.06	0.15
p. Travelling and conveyance expenses	31.06	21.57
q. Bad debts	-	0.08
r. Commission	0.79	6.64
s. Rent	2.88	3.46
t. Expected credit loss	23.64	
	<u>138.28</u>	<u>105.18</u>

**Note:**

A. Payments to auditors		
(i) Audit Fees	3.50	3.50
(ii) Other Services	-	0.50
(iii) Out of pocket expenses	-	-
	<u>3.50</u>	<u>4.00</u>

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**Notes to the consolidated financial statement as at 31 March 2024**  
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**28 Income taxes relating to continuing operations**

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>a) Income tax recognised in profit or loss</b>		
<b>Current tax</b>		
In respect of the current year	48.25	20.09
In respect of earlier years	-	-
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	(5.70)	0.09
	<u>42.55</u>	<u>20.17</u>
<b>b) Income tax recognised in other comprehensive income</b>		
Origination and reversal of temporary differences	-	-
	<u>-</u>	<u>-</u>
<b>c) Reconciliation of effective tax rate</b>		
Profit before tax / (Loss)	127.07	71.98
Add: Disallowances	69.70	34.11
Less: Allowances	5.06	2.70
Taxable Profit / (Loss)	<u>191.71</u>	<u>103.39</u>
Less: B/f losses	-	26.17
<b>Taxable Profit / (Loss) after adjustment of b/f losses</b>	<u>191.71</u>	<u>77.22</u>
At statutory income tax rate of 26% (31 March 2023 : Nil)	48.25	20.09

**Movement of Deferred tax expense during the year ended 31st March, 2024**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.84	(5.70)	-	7.54
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<u>1.84</u>	<u>(5.70)</u>	<u>-</u>	<u>7.54</u>

**Movement of Deferred tax expense during the year ended 31st March, 2023**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.93	0.09	-	1.84
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<u>1.93</u>	<u>0.09</u>	<u>-</u>	<u>1.84</u>

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**Notes to the consolidated financial statement as at 31 March 2024**  
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**29 Capital risk management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of net debt (borrowings offset by cash and cash equivalents in Notes 10 and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through long-term and short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at	As at
	31 March 2024	31 March 2023
Equity Share Capital	2,501.36	1,819.23
Other Equity	61.27	681.61
<b>Total Equity (A)</b>	<b>2,562.63</b>	<b>2,500.84</b>
Non Current Borrowings	15.77	-
Current Borrowings	3.76	-
<b>Gross Debts (B)</b>	<b>19.53</b>	<b>-</b>
<b>Total Capital (A+B)</b>	<b>2,582.16</b>	<b>2,500.84</b>
Gross Debt as above	19.53	-
Less: Cash and Cash Equivalents	80.82	15.08
<b>Net Debt (C)</b>	<b>(61.29)</b>	<b>(15.08)</b>
<b>Net Debt to Equity</b>	<b>(0.02)</b>	<b>(0.01)</b>

No changes were made in the objectives, policies or process for managing capital during the years ended March 31, 2023 and March 31, 2024.

**30 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining a availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Particulars	As at	As at
	31 March 2024	31 March 2023
Current financial assets (CFA)	2,434.02	2,550.97
Non-current financial assets (NCEA)	6.33	-
<b>Total financial assets (FA)</b>	<b>2,440.35</b>	<b>2,550.97</b>
Current financial liabilities (CFL)	255.48	68.56
Non-current financial liabilities (NCFL)	-	-
<b>Total financial liabilities (FL)</b>	<b>255.48</b>	<b>68.56</b>
<b>Ratios</b>		
CFA/ CFL	9.53	37.21
FA/FL	9.55	37.21

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**Notes to the consolidated financial statement as at 31 March 2024**  
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The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2024:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	3.76	15.77	-	19.52
Trade payables	185.89	11.94	-	197.83
Other financial liabilities	49.64	-	-	49.64
<b>Total</b>	<b>239.29</b>	<b>27.71</b>	-	<b>266.99</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	55.89	2.92	-	58.81
Other financial liabilities	9.75	-	-	9.75
<b>Total</b>	<b>544.21</b>	<b>58.33</b>	-	<b>68.56</b>

### 31 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk.

#### Interest Rate Risk & Sensitivity Analysis

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The sensitivity analyses below have been determined based on the exposure to interest rates for assets and liabilities at the end of the

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's Profit for the year would decrease/increase by amount as stated below. This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Particulars	Borrowings	Change in Interest rate	Impact on Profit or Loss before tax for the year Increase by 1%	Impact on Profit or Loss before tax for the year decrease by 1%
As at 31 March 2024	19.52	1%	0.20	(0.20)
As at 31 March 2023	-	1%	-	-

\*This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

**IFL Enterprises Limited**  
CIN L74110GJ2009PLC151201

**Notes to the consolidated financial statement as at 31 March 2024**  
(All amounts in ₹ lacs, unless otherwise stated)

**32 Fair Value Disclosures**

Categories of Financial Instruments	As at 31 March 2024			As at 31 March 2023			
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTPL	FVTOCI	Amortised Cost
<b>a)</b>							
<b>Financial Assets</b>							
Investments	-	-	21.45	-	-	-	3.43
Trade Receivables	-	-	521.28	-	-	-	425.73
Bank balances other than cash and cash equivalents	-	-	5.00	-	-	-	-
Cash and Cash Equivalents	-	-	80.82	-	-	-	15.08
Loans	-	-	1,735.93	-	-	-	2,068.61
Other Financial Assets	-	-	75.87	-	-	-	38.13
	-	-	<b>2,440.35</b>	-	-	-	<b>2,550.97</b>
<b>Financial Liabilities</b>							
Borrowings	-	-	19.52	-	-	-	-
Lease liabilities	-	-	14.39	-	-	-	-
Trade Payables	-	-	197.83	-	-	-	58.81
Other Financial Liability	-	-	49.64	-	-	-	9.75
	-	-	<b>281.39</b>	-	-	-	<b>68.56</b>

**b) Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2024

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,440.35	-	-	2,440.35	2,440.35
<b>Financial Liabilities</b>					
Carried at Amortised Cost	281.39	-	-	281.39	281.39

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2023

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,550.97	-	-	2,550.97	2,550.97
<b>Financial Liabilities</b>					
Carried at Amortised Cost	68.56	-	-	68.56	68.56

**Notes to the consolidated financial statement as at 31 March 2024**

*(All amounts in ₹ lacs, unless otherwise stated)*

**33 Disclosure as per Ind AS 115 'Revenue from contracts with customers':**

**1. Disaggregated revenue information**

**1.1. Set out below is the disaggregation of the Company's revenue from contracts with customers:**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Sale of Services</b>		
Sale of Products	709.14	817.42
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>817.42</b>
<b>India</b>	<b>709.14</b>	<b>817.42</b>
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>817.42</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	709.14	817.42
Services at a point in time	-	-
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>709.14</b>	<b>817.42</b>

**2. Contract balances**

	As at 31 March 2024	As at 31 March 2023
Trade receivables	521.28	425.73
Contract assets	-	-
Contract liabilities	-	-

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

**3. Performance obligation**

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

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Notes to the consolidated financial statement as at 31 March 2024  
(All amounts in ₹ lacs, unless otherwise stated)

- 34 Commitments and contingencies**
- The estimated amount of contracts remaining to be executed on capital amount and not provided for (net of advances) amount to Rs. Nil (31 March 2023: Rs. Nil).
  - The Company has other commitments, for purchase of goods and services and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.
- 35** All the property, plant & equipment and intangible assets of the Company are fully depreciated in accordance with the provisions of Companies Act, 2013. The minimum residual value is carried in books of accounts.

- 36 Related party disclosures**
- (a) **Subsidiary Company** Yamunashaktam Tradeventures Private Limited
- (b) **Key Managerial Personnel**
- |   |                         |
|---|-------------------------|
| Mr. Dolar Kirir Shah (Resigned w.e.f. 12.09.2023)     | Managing Director & CFO |
| Mr. Vinaben Kanaiyalal Joshi                          | Director                |
| Mr. Sanad Ahmed Khan                                  | Director                |
| Ms. Falguni Mehal Raval (Appointed w.e.f. 07.07.2022) | Director                |
| Mr. Jitendra Vaishnav (Appointed w.e.f. 27.03.2024)   | Managing Director & CFO |
| Mr. Kamlesh K. Joshi (Resigned w.e.f. 11.03.2024)     | Managing Director & CFO |

**37 Related party transactions**

Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure"

	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Salary paid</b>		
Mr. Kamlesh K. Joshi (Resigned w.e.f. 11.03.2024)	0.35	2.50
Mr. Vinaben Kanaiyalal Joshi	0.65	0.17
Mr. Sanad Ahmed Khan	0.35	-
Ms. Falguni Mehal Raval	1.80	-
<b>Sitting Fee</b>		
Mr. Sanad Ahmed Khan	-	0.10
Following are the balances of the related parties covered under Ind AS- 24 on "Related Parties Disclosure"		
	For the year ended on 31 March 2024	For the year ended on 31 March 2023
<b>Balance payable/(Recoverable)</b>		
Mr. Dolar Kirir Shah	-	0.97
Mr. Sanad Ahmed Khan	0.00	(0.24)
Ms. Falguni Mehal Raval (Appointed w.e.f. 07.07.2022)	(2.00)	-

**38 Earning per share**

Particulars	31 March 2024	31 March 2023
Net profit attributable to the shareholders	84.52	51.82
Weighted avg. number of outstanding equity shares during the year	25,01,36,311	16,82,47,385
Basic earning per share (in Rupees)	0.034	0.031
Diluted earning per share (in Rupees)	0.034	0.031

Note : During the year, the holding company has sub-divided (split) its 18,192,344 equity shares of face value of Rs 10 each fully paid-up into 181,923,440 equity shares of face value of Rs 1 each fully paid up and the holding Company has also issued 6,82,12,871 bonus shares to the fully paid equity shareholders of the Company. Therefore earning per share have been calculated/restated, as applicable, for the current year and previous year both presented after considering the new number of equity shares post such sub-division and bonus share issued in line with the provision of the applicable Ind AS and to make figures of EPS comparable with previous year.

- 39** The Company has considered the possible effects that may result from the pandemic (Covid 19) on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. The Company continues to closely monitor any material changes to the future economic conditions.

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Notes to the consolidated financial statements as at 31 March 2024  
(All amounts in ₹ Inc, unless otherwise stated)

40 Additional regulatory information

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (under Benami Transactions).
- (ii) The Company has not been declared a defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been unrecorded or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search of survey or any other relevant).
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in.
- (vi) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources of kind of funds) to any other person or entity, including foreign entities ("intermediaries") with the understanding (whether recorded in writing or otherwise) that the intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other manner whatsoever by or on behalf of the Company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not been sanctioned or being capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- (viii) The Company has complied with the number of layers prescribed under clause (B) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- (ix) Valuation of PPEs, Intangible asset and investment property: The Company has not valued its property, plant and equipment (including right-of-use assets) or intangible assets at both during the current year.
- (x) There are no transactions / relationship with struck off companies.

(c) Analytical Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for changes by more than 25%
- Current ratio (in times)	Total current assets	Total current liabilities	9.02	8.14	11%	Increased due to increase in current assets.
- Debt equity ratio (in times)	Total debts (Net of Cash & Bank Balances)	Shareholders' Equity	(0.02)	(0.01)	297%	Decreased due to increase in share capital.
- Debt service coverage ratio (in times)	Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and	Debt service (interest & lease payments + principal repayments)	0.01	NA	NA	Since last year there is no debt in books of account, Hence variance is not required to be calculated
- Return on equity ratio (in %)	Profits for the year less preference dividend (if any)	Average shareholder's equity	0.03	0.04	-19%	NA
- Inventory turnover ratio (in times)	Revenue from operations	Average inventory	11.07	8.15	36%	Increased, due to decrease in inventories
- Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivable	1.74	3.84	-55%	Decreased due to increase in trade receivable
- Trade payables turnover ratio (in times)	Cost of traded goods and other expenses	Average trade payables	4.97	28.87	-83%	Decreased due to increase in average trade payable
- Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.34	0.33	4%	NA
- Net profit ratio (in %)	Profit for the year	Revenue from operations	10.26%	6.34%	62%	Increased due to increase in profit during the year.
- Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	5.05%	5.70%	-12%	NA
- Return on investment (in %)	Income generated from invested funds	Average invested funds	3.34%	4.14%	-19%	NA

41 Additional Information as per Part II of Schedule III, Companies Act, 2013

As at March 2024:

Name of the Entity	Net Assets		Share in profit or loss		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
<b>Holding:</b>						
IPL Enterprises Limited	76.95%	1,972.02	118.33%	100.01	-	-
<b>Subsidiary:</b>						
Yamunan bhikam Tradeventures Private Limited	23.05%	590.61	-18.33%	(15.49)	-	-
<b>Total</b>	<b>100.00%</b>	<b>2,562.63</b>	<b>100.00%</b>	<b>84.52</b>	<b>-</b>	<b>-</b>

As at March 2023:

Name of the Entity	Net Assets		Share in profit or loss		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
<b>Holding:</b>						
IPL Enterprises Limited	75.77%	1,894.77	98.17%	59.87	-	-
<b>Subsidiary:</b>						
Yamunan bhikam Tradeventures Private Limited	24.23%	606.07	1.83%	0.95	-	-
<b>Total</b>	<b>100.00%</b>	<b>2,500.84</b>	<b>100.00%</b>	<b>60.82</b>	<b>-</b>	<b>-</b>

42 The Company has a single reportable segment for the purpose of Ind AS-108.

43 There are no other events observed after the reported period which have an impact on the Company's operation.

44 The figures for the previous year have been regrouped / rearranged / reclassified wherever necessary.

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IPL Enterprises Limited

Himendra Vaishnav  
Managing Director and CFO  
DIN: 10414407  
Place : Ahmedabad

Samad Ahmed Khan  
Director  
DIN: 08527456  
Place : Ahmedabad

Kapish Jain  
Partner  
Membership No. 514182

Place: New Delhi  
Date: 27 May 2024

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, If we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and take necessary actions, as applicable under the relevant law and regulations.

#### **Management's and Board of Director's Responsibilities for the Standalone Financial Statements**

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

In preparing the standalone financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of Standalone IND AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of change in equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (IND AS) specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the Internal Financial Control with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to

our separate Report in the “Annexure B”.

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
  - The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
  - The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

(h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For **Kapish Jain & Associates,**  
Chartered Accountants  
Firm's Registration No.: 022743N

Sd/-

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 23514162BGWHAR4970

**Place:** New Delhi  
**Date:** 09 May 2023

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2023.**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(B) The Company does not own any intangible assets during the year. Accordingly reporting under clause 3(i)(a)(B) of the order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) According to the information and explanations given to us physical verification of inventory has been conducted at a reasonable interval in a year by the management and no material discrepancies were noticed during the course of verification.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned a working capital limit in excess of Rs 5 crore by bank or financial institution based on the security of current assets during the year. Accordingly, reporting under clause 3(ii)(b) of the Order are not applicable.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any investment provided guarantee or security secured or unsecured to companies, firms, limited liability partnerships or any others parties during the year. However, the company has granted loan to the parties during the year, details of the loan is stated in sub-clause (a) below.

(a) (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loan to its subsidiaries during the year.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loan to the parties other than subsidiaries as below during the year.

Particulars	Amounts in ₹ lacs
Aggregate amount during the year	2028.60
Balance outstanding as at balance sheet date	1638.61

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are in opinion that the terms and conditions of the loan given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular;

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than 90 days in respect of loans granted to companies, firms, LLPs or other parties.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loan either repayable on demand or without specifying the terms or period of repayment, details of which are given below:

Rs. in lacs

Particulars	Total Loan	Promoters	Related Parties
-------------	------------	-----------	-----------------

Aggregate Amount of Loan during the year	2028.60	-	-
Balance outstanding as at balance sheet date	1638.61	-	-
Percentage of loan to the total loan	100.00%	-	-

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and as per books and records examined by us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts during the year.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender since all the borrowings taken as inter-corporate deposits/loans is repayable on demand and said loans have not been demanded from the respective parties during the year.
- (b) According to the information and explanations given to us including confirmations received from banks and financial institution, representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint venture or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has made a preferential allotment of equity shares under non-promoter category during the year as per the provisions of Section 42 and 62

of the Companies Act, 2013 and other applicable provisions. Accordingly, the Company has allotted 60,94,000 warrants of the Company and further, converted into equity shares worth Rs. 1,828.20 lacs with a face value of Rs. 10 per share and at a premium of Rs. 20 per share upon receipt of complete amount from warrant ho. The amount received through the process of preferential allotment is utilized in the particular heads as mentioned:

Object of preferential issue	Amount utilised till 31 March 2023	Amount un-utilised till 31 March 2023	Deviation if any
Advances for Investment	603.00	-	-
Loans and Advances	821.00	-	-
To meet Working capital requirements	404.20	-	-
<b>Total</b>	<b>1828.20</b>	-	-

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standard
- (xiv) (a) *Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business.*
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under review
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) In our opinion and on the basis of information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3 (xvi)(a), (b) and (c) of the order are not applicable.

- (d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.
- (xvii) The Company has not incurred cash loss in the current financial year; and it incurred cash loss of Rs. 18.06 lacs in the immediately preceding financial year.
- (xviii) There has been resignation of the previous statutory auditor during the year. As an incoming auditor, we have examined the issues, objections or concerns stated by the outgoing auditor and its effects on financials of company if any have been considered;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Kapish Jain & Associates**,  
Chartered Accountants  
Firm's Registration No.: 022743N

Sd/-  
**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 23514162BGWHAR4970

Place: New Delhi  
Date: 09 May 2023

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the standalone financial statements for the year ended 31 March 2023**

Independent Auditor’s Report on the Internal Financial Controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the standalone financial statements of IFL Enterprises Limited as at and for the year 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company on that date.

**Responsibilities of Management for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls systems over financial reporting and such internal financial controls systems over financial reporting were operating effectively as at 31 March 2023, based on internal financial controls systems over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls systems over financial reporting issued by the Institute of Chartered Accountants of India.

For **Kapish Jain & Associates,**  
Chartered Accountants  
Firm's Registration No.: 022743N

Sd/-  
**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 23514162BGWHAR4970  
Place: New Delhi  
Date: 09 May 2023

**IFL Enterprises Limited**  
CIN:L74110DL2009PLC186958

**Standalone Balance Sheet as at 31 March 2023**

*(All amounts in ₹ lacs, unless otherwise stated)*

Particulars	Note No.	As at	
		31 March 2023	31 March 2022
<b>Assets</b>			
<b>1 Non-current assets</b>			
a. Property, plant and equipment	3	6.37	7.27
b. Financial assets			
i. Investments	4	603.00	-
ii. Other financial assets		-	-
c. Deferred tax assets	5	1.75	1.93
d. Income tax assets		-	-
e. Other non-current assets	6	3.46	64.20
<b>Total non-current assets</b>		<b>614.58</b>	<b>73.40</b>
<b>2 Current assets</b>			
a. Inventories	7	100.34	-
b. Financial assets			
i. Trade receivables	8	393.51	14.40
ii. Cash and cash equivalents	9	13.49	143.31
iii. Loans	10	1,638.61	392.08
c. Current tax assets(net)		-	0.02
d. Other current assets		-	-
<b>Total current assets</b>		<b>2,145.95</b>	<b>549.81</b>
<b>Total assets</b>		<b>2,760.53</b>	<b>623.21</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a. Equity share capital	11	1,819.23	300.22
b. Other equity			
Retained earnings	12	678.52	318.50
<b>Total equity</b>		<b>2,497.75</b>	<b>618.72</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
a. Financial liabilities		-	-
b. Provisions		-	-
c. Other non-current liabilities		-	-
<b>Total non-current liabilities</b>		<b>-</b>	<b>-</b>
<b>Current liabilities</b>			
a. Financial liabilities			
i. Borrowings		-	-
ii. Trade Payables	13		
a) total outstanding dues of micro enterprises and small enterprises		0.68	-
b) total outstanding dues other than micro and small enterprises		33.10	0.10
iii. Other financial liabilities	14	25.55	4.14
b. Other current liabilities	15	203.45	0.25
<b>Total current liabilities</b>		<b>262.78</b>	<b>4.49</b>
<b>Total equity and liabilities</b>		<b>2,760.53</b>	<b>623.21</b>

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Kapish Jain**  
Partner  
Membership No. 514162

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanalyalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

Place: New Delhi  
Date: 09 May 2023

**Shweta Dnsad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Standalone Statement of Profit & Loss for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>I Revenue from operations</b>	16	554.56	145.63
<b>II Other income</b>	17	91.66	109.15
<b>III Total income</b>		<b>646.22</b>	<b>254.78</b>
<b>IV Expenses</b>			
Purchases of stock in trade	18	590.62	-
Changes in inventories of stock in trade	19	(100.34)	257.95
Employee benefits expense	20	11.46	9.82
Finance cost	21	0.02	0.13
Depreciation and amortisation expense	22	2.23	3.26
Other expenses	23	73.73	4.94
<b>Total expenses (IV)</b>		<b>577.72</b>	<b>276.10</b>
<b>V Profit/(Loss) before tax (III-IV)</b>		<b>68.50</b>	<b>(21.32)</b>
<b>VI Tax expense</b>	24		
Current tax		17.48	-
Deferred tax credit		0.18	(0.02)
Tax adjustments of earlier years		-	-
		<b>17.66</b>	<b>(0.02)</b>
<b>VII Profit/(Loss) (V-VI)</b>		<b>50.84</b>	<b>(21.30)</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit and loss		-	-
Income Tax relating to Items that will not be reclassified to profit and loss		-	-
		-	-
<b>IX Total comprehensive income (VII+VIII)</b>		<b>50.84</b>	<b>(21.30)</b>
<b>X Earning per equity share</b>	34		
Equity shares of face value Rs. 10 each			
Basic		0.42	(0.71)
Diluted		0.42	(0.71)

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

Kapish Jain  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

**Shweta Dusad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Standalone Statement of Cash Flow for the year ended 31 March 2023**

*(All amounts in ₹ lacs, unless otherwise stated)*

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flow from operating activities</b>		
Profit/(loss) before tax	68.50	(21.32)
Adjustments for :		
Interest Income	(91.66)	(6.11)
Dividend	-	(0.14)
Depreciation of plant, property and equipment	2.23	3.26
Interest Expense	0.02	0.13
	(20.91)	(24.18)
<b>Changes in assets and liabilities</b>		
(Increase)/ decrease in trade receivables	(379.11)	160.30
(Increase)/ decrease in other current assets	-	5.47
(Increase)/ decrease in non current assets	60.74	-
(Increase)/ decrease in inventories	(100.34)	257.95
Increase/ (decrease) in trade payables	33.66	(0.86)
Increase/ (decrease) in other financial liabilities	3.93	1.78
Increase/ (decrease) in other current liabilities	203.19	0.20
<b>Cash generated from operating activities</b>	(198.84)	400.66
Direct tax paid	0.02	(0.01)
<b>Net cash generated from operating activities</b>	(198.82)	400.65
<b>B. Cash Flow from Investing Activities</b>		
Dividend	-	0.14
Investments made	(603.00)	-
Purchase of fixed assets	(1.32)	-
Loans advanced	(1,246.54)	(268.04)
Interest on loans advanced	91.66	6.11
<b>Net cash generated from/(used in) investing activities</b>	(1,759.20)	(261.79)
<b>C. Cash flows from financing activities</b>		
Proceeds from issues of equity shares including security premium	1,828.20	-
Interest Expenses	-	(0.13)
<b>Net cash generated from/(used in) financing activities</b>	1,828.20	(0.13)
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	(129.82)	138.73
Cash and cash equivalents at the beginning of year	143.31	4.58
<b>Cash and cash equivalents at the end of year</b>	13.49	143.31
<b>Cash &amp; Cash Equivalents Includes:</b>		
Cash on hand	11.43	3.18
Balances with banks in current accounts	2.06	140.13

- 1) The statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 on statements of cash flow.  
2) Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

In terms of our report attached  
**For Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyala Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

**Shweta Dusad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Standalone Statement of changes in equity for the year ended 31 March 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**A. Equity share capital**

Particulars	No. of shares	Amount
Equity shares of Rs. 10 each issued and subscribed		
<b>Balance as at 1 April 2021</b>	<b>3,002,172</b>	<b>300.22</b>
Issue of equity share capital	-	-
<b>Balance as at 31 March 2022</b>	<b>3,002,172</b>	<b>300.22</b>
Issue of equity share capital	15,190,172	1,519.01
<b>Balance as at 31 March 2023</b>	<b>18,192,344</b>	<b>1,819.23</b>

**B. Other equity**

Particulars	Retained earnings	Securities Premium	Equity instruments through other comprehensive income	Total
<b>Balance as at 1 April 2021</b>	<b>27.77</b>	<b>312.03</b>	-	<b>339.80</b>
Total Comprehensive Income for the year	-	-	-	-
Add: Changes during the year	-	-	-	-
Profit for the year	(21.30)	-	-	(21.30)
Remeasurement benefit of defined benefit plans	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>6.47</b>	<b>312.03</b>	-	<b>318.50</b>
Add: Changes during the year	-	309.18	-	309.18
Profit / (loss) for the year	50.84	-	-	50.84
Remeasurement benefit of defined benefit plans	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>57.31</b>	<b>621.21</b>	-	<b>678.52</b>

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Kapish Jain**  
Partner  
Membership No. 514162

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

Place: New Delhi  
Date: 09 May 2023

**Shweta Dusat**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

Notes to the standalone financial statements for the year ended March 31, 2023

**I Corporate Information**

IFL Enterprises Limited (CIN L67400DL2009PLC186958) was incorporated on January 23rd, 2009 under the Companies Act, 1956 with the Registrar of Companies Delhi. The Company is involved in the business of trading in goods e.g. fabric and related products as well as shares and securities within permissible limits prescribed by the regulators such as RBI or SEBI. The company is listed on Bombay Stock exchange (BSE) [Script code: IFL].

**2 Significant Accounting Policies :**

**2.1 Statement of compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these financial statements.

**2.2 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is current when

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

**2.3 Basis of preparation and presentation**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly, and
- Level 3 inputs are unobservable inputs for the asset or liability.

**Notes to the standalone financial statements for the year ended March 31, 2023**

**2.4 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities.

**Valuation of deferred tax assets**

In view of uncertainty of future taxable profits, the Company has not recognized deferred tax asset (net of deferred tax liabilities) at the year end

**2.5 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

- a) Income is recognized on accrual basis except income related to non-performing assets, which is accounted on cash basis in accordance with prudential norms of Reserve Bank of India.
- b) The Company has adopted Implicit Rate of Return (IRR) method of accounting in respect of finance charges income for hire purchase/loan transactions. As per this method, the IRR involved in each hire purchase/loan transaction is recognized and finance charges calculated by applying the same on outstanding principal financed thereby establishing equitable distribution of income over the period of the agreement.
- c) Interest on overdue installments is accounted for on receipt basis.
- d) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- e) Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

**2.6 Foreign currencies**

The functional currency of the Company is Indian rupee (Rs.).

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

**2.7 Employee benefits**

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

**2.7.1 Defined contribution plans**

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year in which the related employee services are received.

**2.7.2 Defined benefit plans**

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and post service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Notes to the standalone financial statements for the year ended March 31, 2023

**Other long-term employee benefits**

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

**Short-term employee benefits**

Expenses in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**2.8 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**2.8.1 Current tax**

**2.8.2 Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**2.8.3 Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**2.09 Inventories**

Repossessed assets are valued at the end at lower of book value or net realizable value as certified by the management of the Company.

**2.10 Property plant and equipment**

The Company has elected to continue with the carrying value of all of its plant and equipment (including freehold land) as at the transition date, viz, 1 April 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Property plant and equipment and capital work in progress are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Profit and Loss during the financial period in which they are incurred.

Depreciation is computed on Straight Line Method (SLM) based on estimated useful lives as determined by internal assessment of the assets in terms of Schedule of II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

No further charge is provided in respect of assets that are fully written down but are still in use.

**Notes to the standalone financial statements for the year ended March 31, 2023**

**2.11 Intangible assets**

Development of property (website) and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

**2.12 Impairment of tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of these from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**2.13 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration, required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**2.14 Financial Instruments**

**A. Initial recognition**

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**Notes to the standalone financial statements for the year ended March 31, 2023**

**B. Subsequent measurement**

**1. Non-derivative financial Instruments**

**a. Financial assets carried at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**b. Financial assets at fair value through other comprehensive Income**

Investment in equity instruments (other than subsidiaries / associates / joint ventures) - All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**c. Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**d. Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**11. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**C. Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.15 Fair value of financial Instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

**2.16 Impairment of financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition

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Notes to the Standalone financial statement as at 31st March, 2023  
(All amounts in ₹ Lacs, unless otherwise stated)

**3 Property, plant and equipment**

Cost	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	3.10	1.15	-	-	4.25
Vehicles	0.63	-	-	-	0.63
Generators	5.57	-	-	-	5.57
Printer	-	0.17	-	-	0.17
<b>Total</b>	<b>34.92</b>	<b>1.32</b>	<b>-</b>	<b>-</b>	<b>36.24</b>

Depreciation	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	16.42	1.31	-	-	17.73
Computer	2.94	0.51	-	-	3.45
Vehicles	0.51	0.03	-	-	0.54
Generators	3.72	0.31	-	-	4.03
Printer	-	0.07	-	-	0.07
<b>Total</b>	<b>27.64</b>	<b>2.23</b>	<b>-</b>	<b>-</b>	<b>29.87</b>

Carrying amounts	As at 31 March 2022	As at 31 March 2023
Office premises	-	-
Furniture & fixtures	5.15	3.83
Computer	0.15	0.79
Vehicles	0.12	0.09
Generators	1.85	1.55
Printer	-	0.10
<b>Total</b>	<b>7.27</b>	<b>6.37</b>

**Previous year**

Cost	As at 1 April 2021	Additions	Adjustments	Deletions	As at 31 March 2022
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	3.10	-	-	-	3.10
Vehicles	0.63	-	-	-	0.63
Generators	5.57	-	-	-	5.57
<b>Total</b>	<b>34.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34.92</b>

Depreciation	As at 1 April 2021	Additions	Adjustments	Deletions	As at 31 March 2022
Office premises	3.04	1.01	-	-	4.05
Furniture & fixtures	14.62	1.80	-	-	16.42
Computer	2.94	-	-	-	2.94
Vehicles	0.47	0.04	-	-	0.51
Generators	3.32	0.41	-	-	3.72
<b>Total</b>	<b>24.38</b>	<b>3.26</b>	<b>-</b>	<b>-</b>	<b>27.64</b>

Carrying amounts	As at 31 March 2021	As at 31 March 2022
Office premises	1.01	-
Furniture & fixtures	6.95	5.15
Computer	0.15	0.15
Vehicles	0.16	0.12
Generators	2.26	1.85
<b>Total</b>	<b>10.53</b>	<b>7.27</b>

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Notes to the Standalone financial statement as at 31st March, 2023  
(All amounts in Rs. unless stated otherwise)

**4 Investments**

	As at 31 March 2023	As at 31 March 2022
<b>(A) Debt securities</b>		
<b>(B) Equity Instruments</b>		
Investment carried at cost		
Subsidiary company		
(i) Yamunashaktam Tradeventures Private Limited (60,30,000 equity shares of face value of Rs. 10/- each, Previous years : Nil)	603.00	-
	<u>603.00</u>	<u>-</u>
Less: Allowances for impairment loss	-	-
<b>(C) (i) Investments in India</b>	603.00	-
(ii) Investments outside India	-	-
	<u>603.00</u>	<u>-</u>
Less: Allowances for impairment loss	-	-
	<u>603.00</u>	<u>-</u>

**5 Deferred tax assets (net)**

	As at 31 March 2023	As at 31 March 2022
At the start of the year	1.93	1.91
Credit / (debit) to statement of profit and loss	(0.18)	0.02
<b>At the end of the year</b>	<u>1.75</u>	<u>1.93</u>

**6 Other assets**

	As at 31 March 2023	As at 31 March 2022
<b>Other non-current assets</b> (Unsecured, considered good unless otherwise stated)		
Capital Advance	-	64.20
Other Advances	3.46	-
	<u>3.46</u>	<u>64.20</u>

**6 Inventories**

	As at 31 March 2023	As at 31 March 2022
Fabric items (at lower of cost or NRV)	100.34	-
Equity instruments (measured at FVTPL)	-	-
	<u>100.34</u>	<u>-</u>

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Notes to the Standalone financial statement as at 31st March, 2023  
(All amounts in lakhs unless stated otherwise)

**7 Trade receivables**

	As at 31 March 2023	As at 31 March 2022
Unsecured		
i. Considered good	393.51	14.40
ii. Considered doubtful	-	-
	<u>393.51</u>	<u>14.40</u>
Less: Provision for bad and doubtful trade receivables	-	-
	<u>393.51</u>	<u>14.40</u>

**Trade receivable ageing schedule for 31 March 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	262.93	119.89	10.69	-	-	393.51
ii. Considered doubtful	-	-	-	-	-	-
<b>Total trade receivable</b>	<u>262.93</u>	<u>119.89</u>	<u>10.69</u>	<u>-</u>	<u>-</u>	<u>393.51</u>

**Trade receivable ageing schedule for 31 March 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	14.40	-	-	-	-	14.40
ii. Considered doubtful	-	-	-	-	-	-
<b>Total trade receivable</b>	<u>14.40</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14.40</u>

**8 Cash and cash equivalents**

	As at 31 March 2023	As at 31 March 2022
Cash on hand	11.43	3.18
Balances with banks in current accounts	2.06	140.13
	<u>13.49</u>	<u>143.31</u>

**9 Loans**

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good-		
Loans to others	1,638.61	392.08
	<u>1,638.61</u>	<u>392.08</u>

Notes to the Standalone financial statement as at 31st March, 2023  
(All amounts in ₹ lacs, unless otherwise stated)

**10 Share capital**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised share capital</b>				
<b>Equity shares</b>				
Equity shares of Rs. 10 each	30,060,000	3,006.00	3,100,000	310.00
	<b>30,060,000</b>	<b>3,006.00</b>	<b>3,100,000</b>	<b>310.00</b>
<b>Issued, subscribed and fully paid up</b>				
<b>Equity shares</b>				
Equity shares of Rs. 10 each	18,192,344	1,819.23	3,002,172	300.22
<b>Total</b>	<b>18,192,344</b>	<b>1,819.23</b>	<b>3,002,172</b>	<b>300.22</b>

**(a) Reconciliation of number of shares**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Equity share capital</b>				
Balance as at the beginning of the year	3,002,172	300.22	3,002,172	300.22
Add: Increase during the year	15,190,172	1,519.01	-	-
<b>Balance as at the end of the year</b>	<b>18,192,344</b>	<b>1,819.23</b>	<b>3,002,172</b>	<b>300.22</b>

**(b) Rights / preferences / restrictions attached to equity shares**

The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the Company**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% Holding	No. of shares	% Holding
<b>Equity shares of Rs. 10 each fully paid up</b>				
Artiben Kiranbhar Sheth	-	-	156,000	5.20%
Katyayani Tradelink	3,360,000	18.47%	-	-
Banke Tradelink Private Limited	3,360,000	18.47%	-	-
Moneystar Tradelink Private Limited	3,360,000	18.47%	-	-

(d) No bonus shares or shares issued for consideration other than cash or shares bought back over the last five years immediately preceding the reporting date.

**(e) Details of Promoter's Shareholdings in the Company**

Name of shareholder	As at 31 March 2023		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	220,344	1.21%	2.46%
Name of shareholder	As at 31 March 2022		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	110,172	3.67%	100%

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Notes to the Standalone financial statement as at 31st March, 2023  
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	As at 31 March 2023	As at 31 March 2022
<b>11 Other Equity</b>		
<b>Securities premium :-</b>		
Balance at beginning of the year	312.03	312.03
Add: Changes during the year	309.18	-
Balance at closing of the year	<b>621.21</b>	<b>312.03</b>
<b>Retained Earnings</b>		
Balance at beginning of the year	6.47	27.77
Add: Profit/(Loss) for the year	50.84	(21.30)
Balance at closing of the year	<b>57.31</b>	<b>6.47</b>
<b>Other Comprehensive Income, Net of Tax</b>		
Equity instruments measured at fair value through other comprehensive income		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Re-measurements of defined employee benefit plans		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
<b>Balance at the end of 31 March 2023</b>	<b>678.52</b>	<b>318.50</b>

**13 Trade Payables**

	As at 31 March 2023	As at 31 March 2022
<b>Trade Payables</b>		
a. Outstanding dues of micro and small enterprises	0.68	-
b. Outstanding dues other than micro and small enterprises	33.10	0.10
	<b>33.78</b>	<b>0.10</b>

**Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.**

The Company has sent letters to suppliers to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as whether they have filed required memorandum with the prescribed authorities. Based on the confirmation received, if any, the detail of outstanding are as under:

	As at 31 March 2023	As at 31 March 2022
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at ye	0.66	-
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	0.02	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
- Interest paid under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
- Interest accrued and remaining unpaid as at the end of year.	0.02	-
- Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

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Notes to the Standalone financial statement as at 31st March, 2023  
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**Trade Payables Ageing Schedule for 31 March 2023**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	0.68	-	-	-	0.68
b. due to others	30.18	2.92	-	-	33.10
<b>Total trade payable</b>	<b>30.86</b>	<b>2.92</b>	<b>-</b>	<b>-</b>	<b>33.78</b>

**Trade Payables Ageing Schedule for 31 March 2022**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	-	-	-	-	-
b. due to others	0.10	-	-	-	0.10
<b>Total trade payable</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.10</b>

**14 Other financial liabilities**

	As at 31 March 2023	As at 31 March 2022
Audit fees payable	3.00	0.49
GST payable	0.18	1.08
Income tax payable	17.48	-
Other payable	4.89	2.57
	<b>25.55</b>	<b>4.14</b>

**15 Other current liabilities**

	As at 31 March 2023	As at 31 March 2022
Advance from customers	202.75	-
TDS payable	0.70	0.25
	<b>203.45</b>	<b>0.25</b>

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**16 Revenue from operations**

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Revenue from operations</b>		
Sale of materials	554.56	145.63
	<u>554.56</u>	<u>145.63</u>

**17 Other income**

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Interest on loans advanced	91.66	6.11
b. Sale of shares	-	102.90
c. Dividend income	-	0.14
	<u>91.66</u>	<u>109.15</u>

**18 Purchases of stock in trade**

	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchases	590.62	-
	<u>590.62</u>	<u>-</u>

**19 Changes in inventories of stock in trade**

	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventories at the beginning of the year	-	257.95
Less : Inventories at the end of the year	100.34	-
	<u>100.34</u>	<u>257.95</u>

**20 Employee benefits expense**

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Salary, wages and bonus	11.46	9.74
b. Staff welfare expenses	-	0.08
	<u>11.46</u>	<u>9.82</u>

**21 Finance cost**

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Interest paid on loan	-	0.03
b. Interest expense on lease liabilities	-	0.10
c. Other interest	0.02	-
	<u>0.02</u>	<u>0.13</u>

**22 Depreciation and amortisation expense**

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on plant, property & equipment	2.23	3.26
	<u>2.23</u>	<u>3.26</u>

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**23 Other expenses**

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Advertisement expenses	0.36	0.19
b. Bank charges	0.02	0.04
c. Conveyance expenses	-	0.13
d. Demat account charges	-	0.06
e. Director sitting fee	0.10	0.37
f. Electricity expenses	0.09	0.06
g. Fec & subscription	-	0.29
h. Filing fee	-	0.08
i. Office expenses	0.73	-
j. Interest and penalties	0.01	0.00
k. Listing fee	49.91	0.25
l. Miscellaneous expenses	3.93	0.08
m. Payment to statutory auditors	3.00	0.62
n. Postage & telegram	-	0.01
o. Printing and stationery	0.07	0.04
p. Professional charges	5.68	2.61
q. Telephone expenses	0.15	0.02
r. Website expenses	-	0.09
s. Bad debts	0.08	-
t. Commission	6.14	-
u. Rent	3.46	-
	<b>73.73</b>	<b>4.94</b>
<b>Note:</b>		
A. Payments to auditors		
(i) Audit Fees	2.50	0.55
(ii) Other Services	0.50	0.07
(iii) Out of pocket expenses	-	-
	<b>3.00</b>	<b>0.62</b>

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**24 Income taxes relating to continuing operations**

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>a) Income tax recognised in profit or loss</b>		
<b>Current tax</b>		
In respect of the current year	17.48	-
In respect of earlier years	-	-
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	0.18	(0.02)
	<b>17.66</b>	<b>(0.02)</b>
<b>b) Income tax recognised in other comprehensive Income</b>		
Origination and reversal of temporary differences	-	-
	-	-
<b>c) Reconciliation of effective tax rate</b>		
Profit before tax / (Loss)	68.50	(21.32)
Add: Disallowances	26.52	-
Less: Allowances	1.62	-
Taxable Profit / (Loss)	<b>93.39</b>	<b>(21.32)</b>
Less: B/f losses	26.17	-
Taxable Profit / (Loss) after adjustment of b/f losses	<b>67.22</b>	-
At statutory income tax rate of 26% (31 March 2022 : Nil)	17.48	-

**Movement of Deferred tax expense during the year ended 31st March, 2023**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.93	0.18	-	1.75
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<b>1.93</b>	<b>0.18</b>	-	<b>1.75</b>

**Movement of Deferred tax expense during the year ended 31st March, 2022**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.91	(0.02)	-	1.93
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<b>1.91</b>	<b>(0.02)</b>	-	<b>1.93</b>

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
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**25 Capital risk management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of net debt (borrowings offset by cash and cash equivalents in Notes 9 and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through long - term and short - term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at	
	31 March 2023	31 March 2022
Equity Share Capital	1,819.23	300.22
Other Equity	678.52	318.50
<b>Total Equity (A)</b>	<b>2,497.75</b>	<b>618.72</b>
Non Current Borrowings	-	-
Current Borrowings	-	-
<b>Gross Debts (B)</b>	<b>-</b>	<b>-</b>
<b>Total Capital (A+B)</b>	<b>2,497.75</b>	<b>618.72</b>
Gross Debt as above	-	-
Less: Cash and Cash Equivalents	13.49	143.31
Less: Other Balances with Bank	-	-
<b>Net Debt (C)</b>	<b>(13.49)</b>	<b>(143.31)</b>
<b>Net Debt to Equity</b>	<b>(0.01)</b>	<b>(0.23)</b>

No changes were made in the objectives, policies or process for managing capital during the years ended March 31, 2022 and March 31, 2023.

**26 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Particulars	As at	
	31 March 2023	31 March 2022
Current financial assets (CFA)	2,045.61	549.79
Non-current financial assets (NCFA)	603.00	-
<b>Total financial assets (FA)</b>	<b>2,648.61</b>	<b>549.79</b>
Current financial liabilities (CFL)	59.32	4.23
Non-current financial liabilities (NCFL)	-	-
<b>Total financial liabilities (FL)</b>	<b>59.32</b>	<b>4.23</b>
<b>Ratios</b>		
CFA/ CFL	34.48	129.84
FA/FL	44.65	129.84

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
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The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	30.86	2.92	-	33.77
Other financial liabilities	25.55	-	-	25.55
<b>Total</b>	<b>56.40</b>	<b>2.92</b>	-	<b>59.32</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2022:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	0.10	-	-	0.10
Other financial liabilities	4.14	-	-	4.14
<b>Total</b>	<b>4.23</b>	-	-	<b>4.23</b>

## 27 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk.

### Interest Rate Risk & Sensitivity Analysis

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The sensitivity analyses below have been determined based on the exposure to interest rates for assets and liabilities at the end of the reporting period. For floating rate assets and liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate assets and liabilities has been considered to be insignificant.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's Profit for the year would decrease/increase by amount as stated below. This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Particulars	Borrowings	Change in Interest rate	Impact on Profit	Impact on Profit
			or Loss before tax for the year Increase by 1%	or Loss before tax for the year decrease by 1%
As at 31 March 2023	-	1%	-	-
As at 31 March 2022	-	1%	-	-

\*This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

**Notes to the standalone financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**28 Fair Value Disclosures**

a) Categories of Financial Instruments	As at 31 March 2023			As at 31 March 2022			
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
Investments	-	-	603.00	-	-	-	-
Trade Receivables	-	-	393.51	-	-	-	14.40
Cash and Cash Equivalents	-	-	13.49	-	-	-	143.31
Loans	-	-	1,638.61	-	-	-	392.08
Other Financial Assets	-	-	-	-	-	-	-
	-	-	<b>2,648.61</b>	-	-	-	<b>549.79</b>
<b>Financial Liabilities</b>							
Borrowings	-	-	-	-	-	-	-
Lease liabilities	-	-	-	-	-	-	-
Trade Payables	-	-	33.77	-	-	-	0.10
Other Financial Liability	-	-	25.55	-	-	-	4.14
	-	-	<b>59.32</b>	-	-	-	<b>4.23</b>

**b) Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e.as prices) or indirectly

Level 3: Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2023

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,648.61	-	-	2,648.61	2,648.61
<b>Financial Liabilities</b>					
Carried at Amortised Cost	59.32	-	-	59.32	59.32

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2022

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	549.79	-	-	549.79	549.79
<b>Financial Liabilities</b>					
Carried at Amortised Cost	4.23	-	-	4.23	4.23

**Notes to the standalone financial statements for the year ended March 31, 2023**

*(All amounts in ₹ lacs, unless otherwise stated)*

**29 Disclosure as per Ind AS 115 'Revenue from contracts with customers':**

**1. Disaggregated revenue information**

**1.1. Set out below is the disaggregation of the Company's revenue from contracts with customers:**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of Services		
Sale of Materials	554.56	145.63
<b>Total revenue from contracts with customers</b>	<b>554.56</b>	<b>145.63</b>
India	554.56	145.63
<b>Total revenue from contracts with customers</b>	<b>554.56</b>	<b>145.63</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	554.56	145.63
Services at a point in time	-	-
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>554.56</b>	<b>145.63</b>

**2. Contract balances**

	As at 31 March 2023	As at 31 March 2022
Trade receivables	393.51	14.40
Contract assets	-	-
Contract liabilities	-	-

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

**3. Performance obligation**

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

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**Notes to the standalone financial statements for the year ended March 31, 2023**  
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**30 Commitments and contingencies**

- The estimated amount of contracts remaining to be executed on capital amount and not provided for (net of advances) amount to Rs. Nil (31 March 2022: Rs. Nil).
- The Company has other commitments, for purchase of goods and services and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.

31 All the property, plant & equipment and intangible assets of the Company are fully depreciated in accordance with the provisions of Companies Act, 2013. The minimum residual value is carried in books of accounts.

**32 Related party disclosures**

(a) Subsidiary Company	Yamunashaktam Tradeventures Private Limited
(b) Key Managerial Personnel	
Mr Dolar Kirit Shah (Appointed on 05.03.2022)	Managing Director & CFO
Mr Vinaben Kanaiyalal Joshi (Appointed on 13.05.2022)	Director
Mr. Samad Ahmed Khan (Appointed on 05.03.2022)	Director
Ms Falguni Michal Raval (Appointed on 07.07.2022)	Director
Ms Shweta Dusad (Appointed on 24.03.2022)	Company Secretary
Mr. Ashok Kumar Bansal (Resigned w.e.f 11-03-22)	Whole-Time Director
Mr. Gopal Bansal (Resigned as Director w.e.f 20-9-21)	Director
Mrs. Kusum Bansal (Appointed W.e.f 29.09.2021 and resigned w.e.f. 05.03.2022)	Director
Mr. Manoj Kumar (Resigned w.e.f. 05.03.2022)	Director
Ms. Himanshi Kashyap (Resigned w.e.f. 05.03.2022)	Director
Ms. Dimple Mangal (Resigned w.e.f. 20.10.2020)	CFO
Mrs. Kiishna Agarwal (Resigned w.e.f. 05.03.2022)	CFO
Mr. Sandeep Kumar (Resigned w.e.f. 24.03.2022)	Company Secretary

**33 Related party transactions**

Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended on 31 March 2023	For the year ended 31 March 2022
<b>Salary paid</b>		
Mr Dolar Kirit Shah	2.50	-
Mr Vinaben Kanaiyalal Joshi	0.17	-
Mr. Sandeep Kumar	0.78	1.49
Mrs. Kiishna Agarwal	-	3.85
Ms. Dimple Mangal	-	4.40
<b>Sitting Fee</b>		
Mr Samad Ahmed Khan	0.10	-
Mr. Gopal Bansal	-	0.10
Mrs. Kusum Bansal	-	0.03
Mr. Manoj Kumar	-	0.12
Ms. Himanshi Kashyap	-	0.12

Following are the balances of the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended on 31 March 2023	For the year ended on 31 March 2022
<b>Balance payable/(Recoverable)</b>		
Mr Dolar Kirit Shah	0.97	-
Mr Samad Ahmed Khan	(0.24)	-

**34 Earning per share**

Particulars	31 March 2023	31 March 2022
Net profit attributable to the shareholders	50.84	(21.30)
Weighted avg. number of outstanding equity shares during the year	12,236,585	3,002,172
Basic earning per share (in Rupees)	0.42	(0.71)
Diluted earning per share (in Rupees)	0.42	(0.71)

35 The Company has considered the possible effects that may result from the pandemic (Covid 19) on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. The Company continues to closely monitor any material changes to the future economic conditions.

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Notes to the standalone financial statements for the year ended March 31, 2023  
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**36 Additional regulatory information**

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been unrecognized or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layer.
- (ix) Valuation of PPE, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
- (x) There are no transactions / relationship with struck off companies.

**(xi) Analytical Ratios**

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for changes by more than 25%
- Current ratio (in times)	Total current assets	Total current liabilities	8.17	122.53	-93%	Decreased due to increase in current liabilities.
- Debt equity ratio (in times)	Total debts (Net of Cash & Bank Balances)	Shareholders' Equity	(0.01)	(0.23)	-98%	Decreased due to increase in share capital
- Debt service coverage ratio (in times)	Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments)	Debt service (Interest & lease payments + principal repayments)	NA	NA	NA	NA
- Return on equity ratio (in %)	Profits for the year less preference dividend (if any)	Average shareholder's equity	0.03	-0.03	-196%	Increased due to increase in profit earned during the year
- Inventory turnover ratio (in times)	Revenue from operations	Average inventory	5.53	NA	100%	Increased due to increase in inventory.
- Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivable	2.72	1.54	77%	Increased due to increase in revenue from operations
- Trade payables turnover ratio (in times)	Cost of traded goods and other expenses	Average trade payables	34.88	NA	NA	NA
- Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.26	0.18	46%	Increased due to increase in revenue from operations
- Net profit ratio (in %)	Profit for the year	Revenue from operations	9.17%	-14.63%	-163%	Increased due to increase in profit during the year
- Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	4.40%	3.37%	231%	Increased due to increase in profit during the year
- Return on investment (in %)	income generated from invested funds	Average invested funds	3.01%	-3.36%	-189%	Increased due to increase in profits and total assets

37 The Company has a single reportable segment for the purpose of Ind AS-108

38 There are no other event observed after the reported period which have an impact on the Company's operation

39 The figures for the previous year have been regrouped / rearranged / reclassified wherever necessary.

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
IFL Enterprises Limited

Kapish Jain  
Partner  
Membership No. 514162

Devar Kirit Shah  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

Vinaben Kamalvaji Joshi  
Director  
DIN: 07900014  
Place : Ahmedabad

Place: New Delhi  
Date: 09 May 2023

Shveta Dusad  
Company Secretary  
M. No. : A 58214  
Place : Ahmedabad

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**IFL Enterprises Limited**

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **IFL Enterprises Limited** ("**the Holding Company**") and its subsidiaries (the Holding Company and its associates together referred to as "the Group") which comprises the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March 2023 and consolidated profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Group's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Group's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Group's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and take necessary actions, as applicable under the relevant law and regulations.

#### **Management's and Board of Director's Responsibilities for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance, including other comprehensive income, changes in equity and cash flow of the Group accordance with accounting principles generally accepted in India, including Indian Accounting Standards (IND AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the respective company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of Consolidated IND AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement

when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

The consolidated financial statements include the audited financial statements of 2 subsidiaries, whose financial statements reflect total assets of Rs. 692.20 lacs as at 31 March 2023, total revenue of Rs. 300.75 lacs and total net profit after tax of Rs. 0.96 lacs and net cash inflows of Rs. 0.33 lacs for the year ended on that date, as considered in the consolidated financial statements, which have been audited by us.

#### **Report on Other Legal and Regulatory Requirements**

3. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate entity, incorporated in India, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
4. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries referred to in the other matters section above we report, to the extent applicable that:
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated

financial statements.

- (j) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the respective company of the Group so far as it appears from our examination of those books.
- (k) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of change in equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (l) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (IND AS) specified under Section 133 of the Act.
- (m) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors and audit report of statutory auditors who are appointed under section 139 of the Act, of its associate entity, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (n) With respect to the adequacy of the Internal Financial Control with reference to Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate Report in the "Annexure B".
- (o) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - vi. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements;
  - vii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - viii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended 31 March 2023.
  - ix.
    - The respective management of the Company and its associates has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or any of such subsidiaries or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

- The respective management of the Company and its associates has represented, that, to the best of its knowledge and belief, no funds have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material misstatement.

x. The Holding Company and its associates have not declared or paid any dividend during the year ended 31 March 2023.

(p) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and based on the consideration of reports of other statutory auditors of the associates, the remuneration paid to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For **Kapish Jain & Associates**,  
Chartered Accountants  
Firm's Registration No.: 022743N

**Sd/-**  
**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 23514162BGWHAU9602

**Place:** New Delhi  
**Date:** 09 May 2023

**Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2023**

In terms of the information and explanations sought by us and given by the Group and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (xxi) There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements.

For **Kapish Jain & Associates,**  
Chartered Accountants  
Firm’s Registration No.: 022743N

**Kapish Jain**  
Partner  
Membership No.: 514162  
UDIN: 23514162BGWHAU9602

**Place:** New Delhi  
**Date:** 09 May 2023

**Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of IFL Enterprises Limited on the consolidated financial statements for the year ended 31 March 2023**

Independent Auditor’s Report on the Internal Financial Controls with reference to the Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of IFL Enterprises Limited (“the Holding Company”) and its subsidiaries companies, as at and for the year 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company on that date.

**Responsibilities of Management for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its associate entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Internal financial controls over financial reporting with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Consolidated Balance Sheet as at 31 March 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	As at	
		31 March 2023	31 March 2022
<b>Assets</b>			
<b>1 Non-current assets</b>			
a. Property, plant and equipment	3	9.21	-
b. Financial assets		-	-
c. Deferred tax assets	4	1.84	-
d. Income tax assets		-	-
e. Other non-current assets	5	3.77	-
<b>Total non-current assets</b>		<b>14.82</b>	<b>-</b>
<b>2 Current assets</b>			
a. Inventories	6	100.34	-
b. Financial assets			
i. Investments	7	3.43	-
ii. Trade receivables	8	425.73	-
iii. Cash and cash equivalents	9	15.08	-
iv. Loans	10	2,290.32	-
c. Current tax assets(net)		-	-
d. Other current assets		-	-
<b>Total current assets</b>		<b>2,834.90</b>	<b>-</b>
<b>Total assets</b>		<b>2,849.72</b>	<b>-</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a. Equity share capital	11	1,819.23	-
b. Other equity			
Retained earnings	12	681.61	-
<b>Total equity</b>		<b>2,500.84</b>	<b>-</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
a. Financial liabilities		-	-
b. Provisions		-	-
c. Other non-current liabilities		-	-
<b>Total non-current liabilities</b>		<b>-</b>	<b>-</b>
<b>Current liabilities</b>			
a. Financial liabilities			
i. Borrowings		-	-
ii. Trade Payables	13		
a.) total outstanding dues of micro enterprises and small enterprises		0.68	-
b.) total outstanding dues other than micro and small enterprises		58.13	-
b. Other financial liabilities	14	29.83	-
c. Other current liabilities	15	260.24	-
<b>Total current liabilities</b>		<b>348.88</b>	<b>-</b>
<b>Total equity and liabilities</b>		<b>2,849.72</b>	<b>-</b>

See accompanying notes to the financial statements

In terms of our report attached  
**For Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

**Shweta Dnsad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Consolidated Statement of profit & loss for the year ended 31 March 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>I</b> Revenue from operations	16	817.42	-
<b>II</b> Other income	17	129.56	-
<b>III</b> Total income		<b>946.98</b>	-
<b>IV</b> Expenses			
Purchases of stock in trade	18	848.90	-
Changes in inventories of stock in trade	19	(99.98)	-
Employee benefits expense	20	17.27	-
Finance cost	21	0.02	-
Depreciation and amortisation expense	22	3.63	-
Other expenses	23	105.16	-
<b>Total expenses (IV)</b>		<b>875.01</b>	-
<b>V</b> Profit/(Loss) before tax (III-IV)		<b>71.97</b>	-
<b>VI</b> Tax expense			
Current tax		20.08	-
Deferred tax credit		0.09	-
Tax adjustments of earlier years		-	-
		<b>20.17</b>	-
<b>VII</b> Profit/(Loss) (V-VI)		<b>51.81</b>	-
<b>VIII</b> Other comprehensive income			
Items that will not be reclassified to profit and loss		-	-
Income Tax relating to Items that will not be reclassified to profit and loss		-	-
<b>IX</b> Total comprehensive income (VII+VIII)		<b>51.81</b>	-
<b>X</b> Earning per equity share	35		
Equity shares of face value Rs. 10 each			
Basic		<b>0.42</b>	-
Diluted		<b>0.42</b>	-

See accompanying notes to the financial statements

In terms of our report attached  
**For Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

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**Shweta Dusad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Consolidated Statement of Cash Flow for the year ended 31 March 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flow from operating activities</b>		
Profit/(loss) before tax	71.97	-
Adjustments for :		
Interest Income	(129.43)	-
Adjustment for consolidation	2.12	-
Depreciation of plant, property and equipment	3.63	-
Interest Expense	0.02	-
	<u>(51.69)</u>	<u>-</u>
<b>Changes in assets and liabilities</b>		
(Increase)/ decrease in trade receivables	(411.33)	-
(Increase)/ decrease in non current assets	60.44	-
(Increase)/ decrease in inventories	(100.34)	-
Increase/ (decrease) in trade payables	58.69	-
Increase/ (decrease) in other financial liabilities	5.61	-
Increase/ (decrease) in other current liabilities	259.98	-
<b>Cash generated from operating activities</b>	<u>(178.64)</u>	<u>-</u>
Direct tax paid	0.02	-
<b>Net cash generated from operating activities</b>	<u>(178.62)</u>	<u>-</u>
<b>B. Cash Flow from Investing Activities</b>		
Investments made	(3.43)	-
Purchase of fixed assets	(5.56)	-
Loans advanced	(1,898.25)	-
Interest on loans advanced	129.43	-
<b>Net cash generated from/(used in) investing activities</b>	<u>(1,777.81)</u>	<u>-</u>
<b>C. Cash flows from financing activities</b>		
Proceeds from issues of equity shares including security premium	1,828.20	-
<b>Net cash generated from/(used in) financing activities</b>	<u>1,828.20</u>	<u>-</u>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<u>(128.23)</u>	<u>-</u>
Cash and cash equivalents at the beginning of year	143.31	-
<b>Cash and cash equivalents at the end of year</b>	<u>15.08</u>	<u>-</u>
<b>Cash &amp; Cash Equivalents Includes:</b>		
Cash on hand	12.64	-
Balances with banks in current accounts	2.44	-

- 1) The statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 on statements of cash flow.  
2) Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

In terms of our report attached  
**For Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyahl Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

**Shweta Dnsad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Consolidated statement of changes in equity for the year ended 31 March 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**A. Equity share capital**

Particulars	No. of shares	Amount
Equity shares of Rs. 10 each issued and subscribed		
Balance as at 1 April 2022	3,002,172	300.22
Issue of equity share capital	15,190,172	1,519.02
<b>Balance as at 31 March 2023</b>	<b>18,192,344</b>	<b>1,819.23</b>

**B. Other equity**

Particulars	Retained earnings	Securities Premium	Capital Reserve	Total
Balance as at 1 April 2022	6.46	312.03	-	318.49
Add: Changes during the year		309.18	1.65	310.83
Profit / (loss) for the year	51.81	-	-	51.81
Less: Pre-acquisition profit / (loss)	(0.48)	-	-	(0.48)
Other comprehensive income for the year, net of income tax	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>58.75</b>	<b>621.21</b>	<b>1.65</b>	<b>681.61</b>

See accompanying notes to the financial statements

In terms of our report attached  
For **Kapish Jain & Associates**  
Chartered Accountants  
Firm's Registration No. 022743N

**Kapish Jain**  
Partner  
Membership No. 514162

Place: New Delhi  
Date: 09 May 2023

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaiyalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

**Shweta Dnsad**  
Company Secretary  
M. No. : A58214  
Place : Ahmedabad

**Notes to the consolidated financial statements for the year ended March 31, 2023**

**1 Corporate Information**

IFL Enterprises Limited (CIN L67400DL2009PLC186958) was incorporated on January 23rd, 2009 under the Companies Act, 1956 with the Registrar of Companies Delhi. The Company is involved in the business of trading in goods e.g. fabric and related products as well as shares and securities within permissible limits prescribed by the regulators such as RBI or SEBI. The company is listed on Bombay Stock exchange (BSE) [Script code: IFL].

The consolidated financial statements as at 31 March 2023 present the consolidated financial position of the group as well as its subsidiary company. The list of Subsidiary, which are included in the consolidation and the Company's holding therein are as under:

Name of the Company	Country of Incorporation	Percentage of voting power as at 31 March 2023
<b>Subsidiaries Companies</b>		
Yamunashtakam Tradeventures Private Limited	India	100%

**2 Significant Accounting Policies :**

**2.1 Statement of compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these financial statements.

**2.2 Basis of Preparation of consolidated financial Statements**

The consolidated financial statements of the group have been prepared in accordance with IND AS notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The consolidated financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant IND AS at the end of each reporting period.

The consolidated financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Indian Accounting Standard notified by Companies (Accounting Standards) Rules, 2006.

Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:

- a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
- b) The minority share of movements in equity since the date the parent subsidiary relationship came into existence.

Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit after tax of the Group.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

Goodwill/capital reserve arising on the acquisition of an associate by an investor is included in the carrying amount of investment in the associate and is disclosed separately.

**2.3 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

**2.4 Basis of preparation and presentation**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

**2.5 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities.

**Valuation of deferred tax assets**

In view of uncertainty of future taxable profits, the Company has not recognized deferred tax asset (net of deferred tax liabilities) at the year end.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

**2.6 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

a) Income is recognized on accrual basis except income related to non-performing assets, which is accounted on cash basis in accordance with prudential norms of Reserve Bank of India.

b) The Company has adopted Implicit Rate of Return (IRR) method of accounting in respect of finance charges income for hire purchase/loan transactions. As per this method, the IRR involved in each hire purchase/loan transaction is recognized and finance charges calculated by applying the same on outstanding principal financed thereby establishing equitable distribution of income over the period of the agreement.

c) Interest on overdue installments is accounted for on receipt basis.

d) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

e) Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

**2.7 Foreign currencies**

The functional currency of the Company is Indian rupee (Rs.).

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

**2.8 Employee benefits**

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

**2.7.1 Defined contribution plans**

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year in which the related employee services are received.

**2.7.2 Defined benefit plans**

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and post service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

**Other long-term employee benefits**

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

**Short-term employee benefits**

Expenses in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

**2.9 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**2.8.1 Current tax**

**2.8.2 Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**2.8.3 Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**2.10 Inventories**

Repossessed assets are valued at the end at lower of book value or net realizable value as certified by the management of the Company.

**2.11 Property plant and equipment**

The Company has elected to continue with the carrying value of all of its plant and equipment (including freehold land) as at the transition date, viz., 1 April 2015 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date

Property plant and equipment and capital work in progress are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Profit and Loss during the financial period in which they are incurred.

Depreciation is computed on Straight Line Method (SLM) based on estimated useful lives as determined by internal assessment of the assets in terms of Schedule of II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised

No further charge is provided in respect of assets that are fully written down but are still in use.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

**2.12 Intangible assets**

Development of property (website) and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

**2.13 Impairment of tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

**2.14 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**2.15 Financial Instruments**

**A. Initial recognition**

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**B. Subsequent measurement**

**I. Non-derivative financial instruments**

**a. Financial assets carried at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

**h. Financial assets at fair value through other comprehensive Income**

Investment in equity instruments (other than subsidiaries / associates / joint ventures) - All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**c. Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**d. Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**II. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

**C. Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**2.16 Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

**2.17 Impairment of financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition

**IFL Enterprises Limited**  
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Notes to the consolidated financial statement as at 31st March, 2023

(All amounts in ₹ Lacs, unless otherwise stated)

**3 Property, plant and equipment**

Cost	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	21.57	-	-	-	21.57
Computer	3.10	2.88	-	-	5.98
Mobile	-	2.52	-	-	2.52
Vehicles	0.63	-	-	-	0.63
Generators	5.57	-	-	-	5.57
Printer	-	0.16	-	-	0.16
<b>Total</b>	<b>34.92</b>	<b>5.56</b>	<b>-</b>	<b>-</b>	<b>40.48</b>

Depreciation	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Office premises	4.05	-	-	-	4.05
Furniture & fixtures	16.42	1.32	-	-	17.74
Computer	2.94	1.54	-	-	4.48
Mobile	-	0.37	-	-	0.37
Vehicles	0.51	0.03	-	-	0.54
Generators	3.72	0.31	-	-	4.03
Printer	-	0.07	-	-	0.07
<b>Total</b>	<b>27.64</b>	<b>3.63</b>	<b>-</b>	<b>-</b>	<b>31.27</b>

Carrying amounts	As at 31 March 2022	As at 31 March 2023
Office premises	-	-
Furniture & fixtures	5.15	3.83
Computer	0.15	1.51
Mobile	-	2.15
Vehicles	0.12	0.09
Generators	1.85	1.54
Printer	-	0.09
<b>Total</b>	<b>7.27</b>	<b>9.21</b>

**IPL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Notes to the consolidated financial statement as at 31st March, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**4 Deferred tax assets (net)**

	As at 31 March 2023	As at 31 March 2022
Balance at beginning of the year	1.93	-
Credit / (debit) to statement of profit and loss	(0.09)	-
At the end of the year	<u>1.84</u>	<u>-</u>

**5 Other non-current assets**

	As at 31 March 2023	As at 31 March 2022
<b>Other non-current assets</b>	-	-
<b>Other current assets</b> (Unsecured; considered good unless otherwise stated)		
Dunes & Taxes recoverable	3.53	-
Other loans and advances	0.24	-
	<u>3.77</u>	<u>-</u>

**6 Inventories**

	As at 31 March 2023	As at 31 March 2022
Fabric items (at lower of cost or NRV)	100.34	-
Equity instruments (measured at FVTPL)	-	-
	<u>100.34</u>	<u>-</u>

**7 Investment**

	As at 31 March 2023	As at 31 March 2022
Investment in Gold Ornaments	3.43	-
	<u>3.43</u>	<u>-</u>

**8 Trade receivables**

	As at 31 March 2023	As at 31 March 2022
<b>Unsecured</b>		
i. Considered good	425.73	-
ii. Considered doubtful	-	-
	<u>425.73</u>	<u>-</u>
Less: Provision for bad and doubtful trade receivables	-	-
	<u>425.73</u>	<u>-</u>

**Trade receivable ageing schedule for 31 March 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	279.94	135.10	10.69	-	-	425.73
ii. Considered doubtful	-	-	-	-	-	-
<b>Total trade payable</b>	<u>279.94</u>	<u>135.10</u>	<u>10.69</u>	<u>-</u>	<u>-</u>	<u>425.73</u>

**Trade receivable ageing schedule for 31 March 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	-	-	-	-	-	-
ii. Considered doubtful	-	-	-	-	-	-
<b>Total trade payable</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

**9 Cash and cash equivalents**

	As at 31 March 2023	As at 31 March 2022
Cash on hand	12.64	-
Balances with banks in current accounts	2.44	-
	<u>15.08</u>	<u>-</u>

**10 Loans**

	As at 31 March 2023	As at 31 March 2022
<u>Unsecured, considered good:-</u>		
Loans to others	2,290.32	-
	<u>2,290.32</u>	<u>-</u>

**IFL Enterprises Limited**  
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Notes to the consolidated financial statement as at 31st March, 2023  
(All amounts in ₹ lacs, unless otherwise stated)

**11 Share capital**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised share capital</b>				
Equity shares				
Equity shares of Rs. 10 each	30,060,000	3,006.00	-	-
	<b>30,060,000</b>	<b>3,006.00</b>	-	-
<b>Issued, subscribed and fully paid up</b>				
Equity shares				
Equity shares of Rs. 10 each	18,192,344	1,819.23	-	-
<b>Total</b>	<b>18,192,344</b>	<b>1,819.23</b>	-	-

**(a) Reconciliation of number of shares**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity share capital				
Balance as at the beginning of the year	3,002,172	300.22	-	-
Add: Increase during the year	15,190,172	1,519.02	-	-
<b>Balance as at the end of the year</b>	<b>18,192,344</b>	<b>1,819.23</b>	-	-

**(b) Rights / preferences / restrictions attached to equity shares**

The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the Company**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of Rs. 10 each fully paid up				
Kayayani Tradelink	3,360,000	18.47%	-	-
Banke Tradelink Private Limited	3,360,000	18.47%	-	-
Moneystar Tradelink Private Limited	3,360,000	18.47%	-	-

(d) No bonus shares or shares issued for consideration other than cash or shares bought back over the last five years immediately preceding the reporting date.

**(e) Details of Promoter's Shareholdings in the Company**

Name of shareholder	As at 31 March 2023		
	No of shares	% holding	% of change during the year
Nishant Subhash Chandra Gandhi	220,344	1.21%	2.46%

**11 Other Equity**

	As at 31 March 2023	As at 31 March 2022
<b>Securities premium: -</b>		
Balance at beginning of the year	312.03	-
Add/(less): utilise/transfer during the year	309.18	-
Balance at closing of the year	<b>621.21</b>	-
<b>Capital Reserve: -</b>		
Balance at beginning of the year	-	-
Add/(less): capital reserve on consolidation	1.65	-
Balance at closing of the year	<b>1.65</b>	-
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	6.46	-
Opening balance of reserve & surplus of subsidiary	2.12	-
Less: Opening balance of reserve & surplus of subsidiary	2.12	-
Profit / (Loss) for the year	51.81	-
Less: Pre-acquisition profit / (loss)	(0.48)	-
Net surplus / (deficit) in the statement of profit and loss	<b>58.75</b>	-
<b>Other Comprehensive Income, Net of Tax</b>		
Equity instruments measured at fair value through other comprehensive income		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Re-measurements of defined employee benefit plans		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
<b>Balance at closing of the year</b>	<b>681.61</b>	-

**13 Trade Payables**

	As at 31 March 2023	As at 31 March 2022
<b>Trade Payables</b>		
a. Outstanding dues of micro and small enterprises	0.68	-
b. Outstanding dues other than micro and small enterprises	58.13	-
	<b>58.81</b>	-

**Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.**

The Company has sent letters to suppliers to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as whether they have file required memorandum with the prescribed authorities. Based on the confirmation received, if any, the detail of outstanding are as under:

	As at 31 March 2023	As at 31 March 2022
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	0.66	-
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.02	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
- Interest accrued and remaining unpaid as at the end of year.	0.02	-
- Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Trade Payables Ageing Schedule for 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a due to micro, small and medium enterprises	0.68	-	-	-	0.68
b. due to others	55.21	2.92	-	-	58.13
<b>Total trade payable</b>	<b>55.89</b>	<b>2.92</b>	<b>-</b>	<b>-</b>	<b>58.81</b>

Trade Payables Ageing Schedule for 31 March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a due to micro, small and medium enterprises	-	-	-	-	-
b. due to others	-	-	-	-	-
<b>Total trade payable</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

14 Other financial liabilities

	As at 31 March 2023	As at 31 March 2022
Audit fees payable	4.35	-
GST payable	0.17	-
Incometax payable	20.08	-
Other payable	5.23	-
	<b>29.83</b>	<b>-</b>

15 Other current liabilities

	As at 31 March 2023	As at 31 March 2022
Advance from customers	259.44	-
TDS payable	0.80	-
	<b>260.24</b>	<b>-</b>

**Notes to the consolidated financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

<b>16 Revenue from operations</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Revenue from operations</b>		
Sale of materials	817.42	-
	<u>817.42</u>	<u>-</u>
<b>17 Other income</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Interest on loans advanced	129.43	-
Other income	0.13	-
	<u>129.56</u>	<u>-</u>
<b>18 Purchases of stock in trade</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Purchases	848.90	-
	<u>848.90</u>	<u>-</u>
<b>19 Changes in inventories of stock in trade</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Consolidation adjustment	0.36	-
Less : Inventories at the end of the year	100.34	-
	<u>(99.98)</u>	<u>-</u>
<b>20 Employee benefits expense</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Salary, wages and bonus	17.27	-
	<u>17.27</u>	<u>-</u>
<b>21 Finance cost</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Other Interest	0.02	-
	<u>0.02</u>	<u>-</u>
<b>22 Depreciation and amortisation expense</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Depreciation on plant, property & equipment	3.63	-
	<u>3.63</u>	<u>-</u>

23 Other expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
Advertisement expenses	0.36	-
Accounting expenses	0.25	-
Bank charges	0.04	-
Travelling & conveyance expenses	21.57	-
Director sitting fee	0.10	-
Electricity expenses	0.09	-
Filing fee	6.31	-
Office expenses	1.24	-
Interest and penalties	0.06	-
Listing fee	49.91	-
Miscellaneous expenses	4.01	-
Payment to statutory auditors	4.00	-
Printing and stationery	0.07	-
Professional charges	6.82	-
Telephone expenses	0.15	-
Bad debts	0.08	-
Commission	6.64	-
Rent	3.46	-
	<b>105.16</b>	-
<b>Note:</b>		
A Payments to auditors		
(i) Audit Fees	3.50	-
(ii) Other Services	0.50	-
	<b>4.00</b>	-

**IFL Enterprises Limited**  
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**Notes to the consolidated financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**24 Income taxes relating to continuing operations**

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>a) Income tax recognised in profit or loss</b>		
<b>Current tax</b>		
In respect of the current year	20.08	-
In respect of earlier years	-	-
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	0.09	-
	<u>20.17</u>	<u>-</u>
<b>b) Income tax recognised in other comprehensive Income</b>		
Origination and reversal of temporary differences	-	-
	<u>-</u>	<u>-</u>
<b>c) Reconciliation of effective tax rate</b>		
Profit before tax / (Loss)	71.97	-
Add: Disallowances	34.11	-
Less: Allowances	<u>2.70</u>	<u>-</u>
Taxable Profit / (Loss)	<u>103.38</u>	<u>-</u>
Less: B/f losses	<u>26.17</u>	<u>-</u>
Taxable Profit / (Loss) after adjustment of b/f losses	<u>77.21</u>	<u>-</u>
At statutory income tax rate of 26% (31 March 2022 : Nil)	<u>20.08</u>	<u>-</u>

**Movement of Deferred tax expense during the year ended 31st March, 2023**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.93	0.09	-	1.84
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<u>1.93</u>	<u>0.09</u>	<u>-</u>	<u>1.84</u>

**Movement of Deferred tax expense during the year ended 31st March, 2022**

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Difference Between Book and Tax Depreciation	1.91	0.02	-	1.93
Expense disallowed under Income Tax Act, 1961	-	-	-	-
<b>Total</b>	<u>1.91</u>	<u>0.02</u>	<u>-</u>	<u>1.93</u>

**IFL Enterprises Limited**  
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**Notes to the consolidated financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**25 Capital risk management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of net debt (borrowings offset by cash and cash equivalents in Notes 9 and total equity of the Company.

The Company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through long-term and short-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at	As at
	31 March 2023	31 March 2022
Equity Share Capital	1,819.23	-
Other Equity	681.61	-
<b>Total Equity (A)</b>	<b>2,500.84</b>	-
Non Current Borrowings	-	-
Current Borrowings	-	-
<b>Gross Debts (B)</b>	<b>-</b>	-
<b>Total Capital (A+B)</b>	<b>2,500.84</b>	-
Gross Debt as above	-	-
Less: Cash and Cash Equivalents	15.08	-
Less: Other Balances with Bank	-	-
<b>Net Debt (C)</b>	<b>(15.08)</b>	-
<b>Net Debt to Equity</b>	<b>(0.01)</b>	-

No changes were made in the objectives, policies or process for managing capital during the years ended March 31, 2022 and March 31, 2023.

**26 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Particulars	As at	As at
	31 March 2023	31 March 2022
Current financial assets (CFA)	2,734.56	-
Non-current financial assets (NCFA)	-	-
<b>Total financial assets (FA)</b>	<b>2,734.56</b>	-
Current financial liabilities (CFL)	88.64	-
Non-current financial liabilities (NCFL)	-	-
<b>Total financial liabilities (FL)</b>	<b>88.64</b>	-
<b>Ratios</b>		
CFA/ CFL	30.85	-
FA/FL	30.85	-

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting with Reference to these Consolidated Financial Statements**

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

**Opinion**

In our opinion, the Holding Company and its associate entities, have, in all material respects, adequate internal financial controls systems over financial reporting with reference to these consolidated financial statements and such internal financial controls systems over financial reporting with reference to these consolidated financial statements were operating effectively as at 31 March 2023, based on internal financial controls systems over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls systems over financial reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to its associate entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such entities as applicable, incorporated in India.

**For Kapish Jain & Associates,**

Chartered Accountants

Firm's Registration No.: 022743N

**Sd/-**

**Kapish Jain**

Partner

Membership No.: 514162

UDIN: 23514162BGWHAU9602

**Place:** New Delhi

**Date:** 09 May 2023

**IFL Enterprises Limited**  
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Notes to the consolidated financial statements for the year ended March 31, 2023  
(All amounts in ₹ lacs, unless otherwise stated)

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	55.89	2.92	-	58.81
Other financial liabilities	29.83	-	-	29.83
<b>Total</b>	<b>85.72</b>	<b>2.92</b>	-	<b>88.64</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2022:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	-	-	-	-
Trade payables	-	-	-	-
Other financial liabilities	-	-	-	-
<b>Total</b>	-	-	-	-

## 27 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk

### Interest Rate Risk & Sensitivity Analysis

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The sensitivity analyses below have been determined based on the exposure to interest rates for assets and liabilities at the end of the reporting period. For floating rate assets and liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate assets and liabilities has been considered to be insignificant.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's Profit for the year would decrease/increase by amount as stated below. This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Particulars	Borrowings	Change in Interest rate	Impact on Profit or Loss before tax for the year Increase by 1%	Impact on Profit or Loss before tax for the year decrease by 1%
As at 31 March 2023	-	1%	-	-
As at 31 March 2022	-	1%	-	-

\* This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Notes to the consolidated financial statements for the year ended March 31, 2023  
(All amounts in ₹ lacs, unless otherwise stated)

28 Fair Value Disclosures

a) Categories of Financial Instruments	As at 31 March 2023			As at 31 March 2022			
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
Investments	-	-	3.43	-	-	-	-
Trade Receivables	-	-	425.73	-	-	-	-
Cash and Cash Equivalents	-	-	15.08	-	-	-	-
Loans	-	-	2,290.32	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-
	-	-	<b>2,734.56</b>	-	-	-	-
<b>Financial Liabilities</b>							
Borrowings	-	-	-	-	-	-	-
Lease liabilities	-	-	-	-	-	-	-
Trade Payables	-	-	58.81	-	-	-	-
Other Financial Liability	-	-	29.83	-	-	-	-
	-	-	<b>88.64</b>	-	-	-	-

b) **Fair Value Hierarchy and Method of Valuation**

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e.as prices) or indirectly (i.e.derived from prices)

Level 3: Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2023

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	2,734.56	-	-	2,734.56	2,734.56
<b>Financial Liabilities</b>					
Carried at Amortised Cost	88.64	-	-	88.64	88.64

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2022

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Carried at Amortised Cost	-	-	-	-	-
<b>Financial Liabilities</b>					
Carried at Amortised Cost	-	-	-	-	-

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**Notes to the consolidated financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**29 Disclosure as per Ind AS 115 'Revenue from contracts with customers':**

**1. Disaggregated revenue information**

**1.1. Set out below is the disaggregation of the Company's revenue from contracts with customers:**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Sale of Goods/Services</b>		
Sale of Materials	817.42	-
<b>Total revenue from contracts with customers</b>	<b>817.42</b>	<b>-</b>
<b>India</b>		
<b>Total revenue from contracts with customers</b>	<b>817.42</b>	<b>-</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	817.42	-
Services at a point in time	-	-
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>817.42</b>	<b>-</b>

**2. Contract balances**

	As at 31 March 2023	As at 31 March 2022
Trade receivables	425.73	-
Contract assets	-	-
Contract liabilities	-	-

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

**3. Performance obligation**

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

**IFL Enterprises Limited**

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**Notes to the consolidated financial statements for the year ended March 31, 2023***(All amounts in ₹ lacs, unless otherwise stated)***30 Commitments and contingencies**

- a. The estimated amount of contracts remaining to be executed on capital amount and not provided for (net of advances) amount to Rs. Nil (31 March 2022: Rs. Nil).
- b. The Company has other commitments, for purchase of goods and services and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.

31 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at balance sheet date together with interest paid / payable under this Act has not been given.

32 All the property, plant & equipment and intangible assets of the Company are fully depreciated in accordance with the provisions of Companies Act, 2013. The minimum residual value is carried in books of accounts.

**33 Related party disclosures**

(a) Holding Company	Not applicable
(b) Parties with whom control exists	Not applicable
(c) Key Managerial Personnel	
Mr Dolar Kirit Shah (Appointed on 05.03.2022)	Managing Director & CFO
Mr Vinaben Kanaiyalal Joshi (Appointed on 13.05.2022)	Director
Mr. Samad Ahmed Khan (Appointed on 05.03.2022)	Director
Ms Falguni Mehal Raval (Appointed on 07.07.2022)	Director
Ms Shweta Dusad (Appointed on 24.03.2022)	Company Secretary
Mr. Ashok Kumar Bansal (Resigned w.e.f 11-03-22)	Whole-Time Director
Mr. Gopal Bansal (Resigned as Director w.e.f 20-9-21)	Director
Mrs. Kusum Bansal (Appointed W.e.f. 29.09.2021 and resigned w.e.f. 05.03.2022)	Director
Mr. Manoj Kumar (Resigned w.e.f 05.03.2022)	Director
Ms. Himanshi Kashyap (Resigned w.e.f. 05.03.2022)	Director
Ms. Dimple Mangal (Resigned w.e.f. 20.10.2020)	CFO
Mrs. Krishna Agarwal (Resigned w.e.f. 05.03.2022)	CFO
Mr. Sandeep Kumar (Resigned w.e.f. 24.03.2022)	Company Secretary

**34 Related party transactions**

Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Salary paid</b>		
Mr Dolar Kirit Shah	2.50	-
Mr Vinaben Kanaiyalal Joshi	0.17	-
Mr. Sandeep Kumar	0.78	1.49
Mrs. Krishna Agarwal	-	3.85
Ms. Dimple Mangal	-	4.40
<b>Sitting Fee</b>		
Mr Samad Ahmed Khan	0.10	-
Mr. Gopal Bansal	-	0.10
Mrs. Kusum Bansal	-	0.03
Mr. Manoj Kumar	-	0.12
Ms. Himanshi Kashyap	-	0.12

Following are the balances of the related parties covered under Ind AS- 24 on "Related Parties Disclosure".

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Balance payable/(Recoverable)</b>		
Mr Dolar Kirit Shah	0.97	-
Mr Samad Ahmed Khan	(0.24)	-

**35 Earning per share**

Particulars	31 March 2023	31 March 2022
Net profit attributable to the shareholders	51.81	-
Weighted avg. number of outstanding equity shares during the year	12,236,585	-
Basic earning per share (in Rupees)	0.42	-
Diluted earning per share (in Rupees)	0.42	-

36 The Company has considered the possible effects that may result from the pandemic (Covid 19) on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. The Company continues to closely monitor any material changes to the future economic conditions.

**37 Additional regulatory information**

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- (ix) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
- (x) There are no transactions / relationship with struck off companies.

**(xi) Analytical Ratios**

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for changes by more than 25%
- Current ratio (in times)	Total current assets	Total current liabilities	8.13	NA	NA	NA
- Debt equity ratio (in times)	Total debts	Shareholders' Equity	(0.01)	NA	NA	NA
- Debt service coverage ratio (in times)	Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments)	Debt service (Interest & lease payments + principal repayments)	NA	NA	NA	NA
- Return on equity ratio (in %)	Profits for the year less preference dividend (if any)	Average shareholder's equity	0.04	NA	NA	NA
- Inventory turnover ratio (in times)	Revenue from operations	Average inventory	8.15	NA	NA	NA
- Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivable	3.84	NA	NA	NA
- Trade payables turnover ratio (in times)	Cost of traded goods and other expenses	Average trade payables	28.87	NA	NA	NA
- Net capital turnover ratio (in times)	Revenue from operations	Average working capital	0.33	NA	NA	NA
- Net profit ratio (in %)	Profit for the year	Revenue from operation	6.34%	NA	NA	NA
- Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	5.76%	NA	NA	NA
- Return on investment (in %)	Income generated from invested funds	Average invested funds	3.64%	NA	NA	NA

**IFL Enterprises Limited**  
CIN L74110DL2009PLC186958

**Notes to the consolidated financial statements for the year ended March 31, 2023**  
(All amounts in ₹ lacs, unless otherwise stated)

**38 Additional Information as per Part II of Schedule III, Companies Act, 2013**  
**As at March 2023:**

Name of the Entity	Net Assets		Share in profit or loss		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
<b>Holding:</b>						
IFL Enterprises Limited	75.77%	1,894.77	98.17%	50.86	-	-
<b>Subsidiary:</b>						
Yamunashatakam Tradeventures Private Limited	24.23%	606.07	1.83%	0.95	-	-
<b>Total</b>	<b>100.00%</b>	<b>2,500.84</b>	<b>100.00%</b>	<b>51.81</b>	<b>-</b>	<b>-</b>

**As at March 2022:**

Name of the Entity	Net Assets		Share in profit or loss		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated profit and loss	Amount
<b>Holding:</b>						
IFL Enterprises Limited	-	-	-	-	-	-
<b>Subsidiary:</b>						
Yamunashatakam Tradeventures Private Limited	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

39 The Company has a single reportable segment for the purpose of Ind AS-108.

40 As the consolidated financial statements are prepared for the first time, hence comparative figures are not available.

41 There are no other event observed after the reported period which have an impact on the Company's operation.

See accompanying notes to the financial statements

In terms of our report attached  
For Kapish Jain & Associates  
Chartered Accountants  
Firm's Registration No. 022743N

For and on behalf of the Board of Directors  
**IFL Enterprises Limited**

**Kapish Jain**  
Partner  
Membership No. 514162

**Dolar Kirit Shah**  
Managing Director and CFO  
DIN: 09515662  
Place : Ahmedabad

**Vinaben Kanaivalal Joshi**  
Director  
DIN: 07900014  
Place : Ahmedabad

Place: New Delhi  
Date: 09 May 2023

**Shweta Dnsad**  
Company Secretary  
M. No.: A58214  
Place : Ahmedabad

## STATEMENT OF CAPITALISATION

(Rs. in Lakhs)

Particulars	Pre-issue as at March 31, 2025
<b>Borrowings</b>	
Current Borrowing	0
Non-Current Borrowing	355.50
<b>Total Borrowings</b>	<b>355.50</b>
<b>Equity</b>	
Equity Share Capital	7454.06
Other Equity	360.57
<b>Total Equity</b>	<b>7814.63</b>
Ratio: Non-current borrowings/Total Equity	0.045
Ratio: Total borrowings/Total Equity	0.045

# The amounts disclosed above are based on the Consolidated Financial Statements of the Company.

*This space has been left blank intentionally.*

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read in conjunction with the **"Financial Statements"** beginning on page 76 of this Letter of offer.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and **"Forward Looking Statements"** beginning on pages 19 and 13 respectively of this Letter of offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Letter of offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2025, 2024 and 2023 included herein is based on the Financial Statements, included in this Letter of offer. For further information, see **"Financial Statements"** beginning on page 76 of this Letter of offer.

Neither we, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see **"Presentation of Financial and other Information"** beginning on page 11 of this Letter of offer.

### **SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS**

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Letter of offer, no other circumstances have arisen which would materially and adversely affect or which would be likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 (twelve) months.

1. Board of Directors of our Company has, at its meeting held on May 27<sup>th</sup>, 2024 approved the audited financial statements for the year ended March 31, 2024 and the shareholders of the Company have, at annual general meeting of the Company held on September 12<sup>th</sup>, 2024, adopted the audited financial statements for the year ended March 31, 2024.
2. The Board of Directors of our Company has approved to raise funds through Rights Issue in the Board meeting held on December 30, 2024.
3. During the F.Y. 2024-25, Our subsidiary company named Yamunashtakam Tradeventures Private Limited has secured a substantial order from Reliance Industries Limited for INR 600 Million for the provision of construction supplies required at Reliance Industries Limited's Jamnagar Plant.
4. The Board of Directors of our Company has approved the appointment of Ms. Dimpleben Arajanbhai Makwana and Mr. Meet Sureshbhai Chhatrala, as additional Directors w.e.f. 25/09/2024.
5. The Board of Directors of our Company has approved the appointment of Mr. Gurdeep Singh, as the Company Secretary w.e.f. 17/09/2024.
6. The Board of Directors of our Company has approved the appointment of Mr. Pratapsinh Rajput, as the Additional Non-Executive Director w.e.f. 05/03/2025.
7. The Board of Directors of our Company has approved the appointment of Mr. Sarang Dinesh Likhitkar, as the Additional Executive Director w.e.f. 06/03/2025.
8. The Board of Directors of our company has appointed Mr. Sarang Dinesh Likhitkar, as the Chief Financial Officer w.e.f. 07/03/2025.

**FURTHER, SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS:**

1. Change in Designation of Mr. Sarang Dinesh Likhitkar (DIN: 10986050) from Managing Director to Non-Executive Director on Board of Directors of 'IFL Enterprises Limited' effective from June 09, 2025.

2. Appointment of Mr. Abhishek Pratapkumar Thakkar (DIN: 02681513) as the Managing Director of the Company designated as "Managing Director under the Companies Act, 2013 and SEBI Listing Regulations, for a period of 5 (five) years, subject to approval of the shareholders of the Company at the ensuing general meeting of the Company.

**FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

**Compliance with environmental laws and regulations**

We are subject to central and state environmental laws and regulations, which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from its operations. In case of any change in environmental or pollution laws and regulations, we may be required to incur significant amounts on, among other things, environmental monitoring, pollution control equipment and emissions management. In addition, failure to comply with environmental laws may result in the assessment of penalties and fines against us by regulatory authorities.

**Results of Operations**

The following table sets out selected data from the Consolidated Financial Statements for Period ended March 2025, Financial Year ended March 2024 and 2023 together with the percentage that each line item represents of our total revenue for the periods presented.

<b>(Rs. Lakhs)</b>							
<b>S. No</b>	<b>Particulars</b>	<b>For the year Ended 31 March, 2025</b>	<b>%age of Total Income</b>	<b>For the year ended 31 March, 2024</b>	<b>%age of Total Income</b>	<b>For the year ended 31 March, 2023</b>	<b>%age of Total Income</b>
<b>I</b>	Revenue from Operations	12060.61	97.88%	824.14	83.10%	817.42	86.32%
<b>II</b>	Other Income	261.03	2.11%	167.66	16.90%	129.56	13.68%
<b>III</b>	<b>Total Income (I + II)</b>	<b>12321.65</b>	<b>100.00%</b>	<b>991.80</b>	<b>100.00%</b>	<b>946.98</b>	<b>100.00%</b>
<b>IV</b>	<b>Expenses</b>						
	(a) Cost of material Consumed			-	-	-	-
	(b) Purchases of stock-in-trade	11742.43	95.29%	637.69	64.30%	848.90	89.64%
	(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	49.21	0.39%	51.81	5.22%	(99.98)	(10.56%)
	(d) Employee benefits expenses	8.21	0.06%	11.32	1.14%	17.27	1.82%
	(e) Finance costs	1.17	0.009%	1.29	0.13%	0.02	0.00%
	(f) Depreciation and amortization expenses	49.65	0.40%	24.34	2.45%	3.63	0.38%
	(g) Other expenses	70.00	0.57%	138.28	13.94%	105.15	11.10%
	<b>Total Expenses</b>	<b>11920.57</b>	<b>96.74%</b>	<b>864.73</b>	<b>87.19%</b>	<b>874.99</b>	<b>92.40%</b>

	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>	<b>401.08</b>	<b>3.25%</b>	<b>127.07</b>	<b>12.81%</b>	<b>71.99</b>	<b>7.60%</b>
	Exceptional items & Extraordinary items			-	-	-	-
<b>V</b>	<b>Profit before tax (V + VI)</b>	<b>401.08</b>	<b>3.25%</b>	<b>127.07</b>	<b>12.81%</b>	<b>71.99</b>	<b>7.60%</b>
<b>X</b>	<b>Tax expense:</b>						
	(a) Current tax	99.00	0.80%	48.25	4.86%	20.09	2.12%
	(b) Mat Credit entitlement			-	-	-	-
	(c) Deferred tax	2.88	0.023%	(5.7)	-0.57%	0.09	0.01%
	<b>Total tax expense</b>	<b>101.88</b>	<b>0.82%</b>	<b>42.55</b>	<b>4.29%</b>	<b>20.18</b>	<b>2.13%</b>
<b>XI</b>	<b>Profit for the year (VII - VIII)</b>	<b>299.20</b>	<b>2.41%</b>	<b>84.52</b>	<b>8.52%</b>	<b>51.81</b>	<b>5.47%</b>
<b>XI I</b>	<b>Other Comprehensive Income</b>						
	Items That will not be classified to profit or loss			-	-	-	-
	income tax relating to items that will not be classified to profit and loss			-	-	-	-
<b>XI II</b>	<b>Total Comprehensive Income (XI+XII)</b>	<b>299.20</b>	<b>2.41%</b>	<b>84.52</b>	<b>8.52%</b>	<b>51.81</b>	<b>5.47%</b>
<b>XI V</b>	<b>Earning Per equity Share</b>						
	<b>Basic</b>	0.05		0.03	-	0.03	-
	<b>Diluted</b>	0.05		0.03	-	0.03	-

## SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled "**Financial Information**" on page 76.

## CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter "**Financial Information**" on page 76, there has been no change in accounting policies in last 3 years.

## RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, see section titled "**Financial Information**" on page 76.

## PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT REVENUE

The following descriptions set forth information with respect to the key components of the Financial Statements.

## Comparison of Financial Year ended March 31, 2025 with Financial Year ended March 31, 2024

### Income

### **Revenue from Operations**

Revenue from operation increased to ₹ 12,060.61/- Lakhs in FY 2024-25 as compared to ₹ 824.14/- Lakhs in FY 2023-24, due to increase in sale, representing an increase of 1363.41%.

### **Other Income**

Our other income increases to ₹ 261.03/- Lakhs in FY 2024-25 as compared to ₹ 167.66/- Lakhs in FY 2023-24. Other Income comprise mainly Interest on loan advanced and other misc. income, representing total increase of 55.7%.

### **Expenditure**

#### **Purchase of Stock-In-Trade**

Purchase of stock-in-trade increases to ₹ 11,742.43/- Lakhs in FY 2024-25 as compared to ₹ 637.69/- in FY 2023-24, The increase is due to more purchase of traded goods during the year.

#### **Finance Cost**

Finance Cost Expense decreased to ₹ 1.17/- Lakhs in financial year 2024-25 from ₹ 1.29/- Lakhs in financial year 2023-24, due to new lease liability increased by Rs. 0.22 Lakhs and Car loan has been closed in the current year and therefor change in the Interest payout compared to previous year.

#### **Other Expenses**

Our other expenses decreased to ₹ 70.00/- Lakhs in financial year 2024-25 from ₹ 138.28/- Lakhs in financial year 2023-24. As, last year Professional fees of Rs. 40,94,600 have been debited for ROC related work, further there was provision in FY 2023-24 for expected credit loss of Rs. 23,63,743, however the same is not in the current year.

#### **Depreciation**

Depreciation increases to ₹ 49.65/- lakhs in in financial year 2024-25 from ₹ 24.34/- Lakhs in financial year 2023-24, This increase is due to purchase of Right to use assets and Vehicle.

#### **Profit/Loss after Tax**

Profit after tax during the Fiscal year 2024-25 was ₹ 299.20/- lakhs as compared to ₹ 84.52/- Lakhs for the Fiscal 2023-24. The increase was due to increase in sales and business scope.

### **Comparison of Financial Year ended March 31, 2024 with Financial Year ended March 31, 2023**

#### **Income**

##### **Revenue from Operations**

Revenue from operation increased to ₹ 824.14/- Lakhs in FY 2023-24 as compared to ₹ 817.42/- Lakhs in FY 2022-23, due to increase in sale, representing an increase of 0.82%.

##### **Other Income**

Our other income increases to ₹ 167.66/- Lakhs in FY 2023-24 as compared to ₹ 129.56/- Lakhs in FY 2022-23. Other Income comprise mainly Interest on loan advanced and other misc. income, representing Total of 26.40%.

##### **Expenditure**

###### **Purchase of Stock-In-Trade**

Purchase of stock-in-trade Decrease to ₹ 637.69/- Lakhs in FY 2023-24 as compared to ₹848.90/- in FY 2022-23, The decrease is due to less purchase of traded goods during the year.

### **Finance Cost**

Finance Cost Expense increased to ₹1.29/- Lakhs in financial year 2023-24 from ₹ 0.02/- Lakhs in financial year 2022-23 due to New Loan for a motor car, representing an increase of 6350%.

### **Other Expenses**

Our other expenses increased to ₹ 138.28/- Lakhs in financial year 2023-24 from ₹ 105.15/- Lakhs in financial year 2022-23. Other expense mainly includes Professional fees and Provision of ECL, representing an increase of 31.5%.

### **Depreciation**

Depreciation increases to ₹ 24.34/- lakhs in in financial year 2023-24 from ₹ 3.63/- Lakhs in financial year 2022-23, representing an increase of 570.52%. This increase is due to purchase of Right to use assets and Vehicle.

### **Profit/Loss after Tax**

For the reason discussed above, the Profit after tax during the Fiscal year 2023-24 was ₹ 84.52/- lakhs as compared to ₹51.82/- Lakhs for the Fiscal 2022-23. The increase was due to better profit margins in the normal course of business, representing an increase of 63.10%.

### **OTHER MATTERS**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Letter of offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in this Letter of offer to our knowledge there are not any significant economic changes that materially affected or are likely to affect income from continuing operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the section titled "*Risk Factors*" beginning on page 19 of this Letter of offer to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **4. Future relationship between Costs and Income**

Our Company's future costs and revenues will be determined by demand/supply situation, government policies, subsidies available and prices of raw material.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices.

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

Total turnover of each major industry segment in which the issuer company operates.

#### **5. Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Letter of Offer.

#### **6. The extent to which the business is seasonal**

Our Company's business is not seasonal in nature.

**7. Any significant dependence on a single or few suppliers or customers**

There is no significant dependence on a single or few suppliers or customers.

**8. Competitive Conditions**

We face competition from existing and potential organized and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "***Our Business***" on page 61 of this Letter of offer.

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## MARKET PRICE INFORMATION

The Equity Shares are listed on the BSE. The Rights Equity Shares will be listed on the Stock Exchanges pursuant to the Issue. For further details, please see "*Terms of the Issue*" on page 266 of this Letter of offer. We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to the Issue from the BSE by letter dated May 19, 2025. Our Company will also make an application to BSE to obtain trading approval from the stock exchange for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

1. Year is a Financial Year;
2. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case may be;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and
4. In the case of two days with the same high/low/closing price, the date with higher volume has been considered.

### Stock Market Data of the Equity Shares

The following table sets forth the high, low and average market prices of the Equity Shares recorded on the BSE during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded:

BSE							
FY	High (₹)	Date of High	Volume on date of high (No. of Equity Shares)	Low (₹)	Date of Low	Volume on date of low (No. of Equity Shares)	Average (₹)
2024-25	2.01	April 09, 2024	35,28,408	0.59	March 28, 2025	54,45,181	1.3
2023-24	189.9	April 03, 2023	2,10,996	1.49	January 05, 2024	96,94,955	95.695
2022-23	187.2	March 24, 2023	2,95,181	38.9	September 20, 2022	6,000	113.05
2021-22	53.65	February 02, 2022	42,000	19.45	December 13, 2021	2,10,000	36.55

(Source: [www.bseindia.com](http://www.bseindia.com))

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Letter of offer are as follows:

BSE							
Monthly	High (₹)	Date of High	Volume on date of high (No. of Equity Shares)	Low (₹)	Date of Low	Volume on date of low (No. of Equity Shares)	Average (₹)
May, 2025	0.99	May 30, 2025	4,71,89,549	0.63	May 09, 2025	16,96,641	0.81

April, 2025	0.77	April 04, 2025	65,66,511	0.61	April 01, 2025	18,26,240	0.69
March, 2025	0.85	March 10, 2025	21,57,057	0.59	March 28, 2025	54,45,181	0.72
February, 2025	0.94	Feb 01, 2025	24,79,172	0.72	Feb 28, 2025	24,00,978	0.83
January, 2025	1.01	Jan 01, 2025	35,29,806	0.73	Jan 28, 2025	57,28,393	0.87
December, 2024	1.11	Dec 10, 2024	56,86,411	0.93	Dec 19, 2024	47,96,833	1.02

(Source: [www.bseindia.com](http://www.bseindia.com))

*The total number of days trading during the past six months was 123. The average volume of Equity Shares traded on the BSE was 29,28,364.22 Equity Shares.*

***This space has been left blank intentionally.***

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND DEFAULTS

*Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Letter of offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Letter of offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is 5% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.*

*Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.*

*Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.*

#### **I. Litigation involving our Company**

##### *A. Litigation filed against our Company*

###### **1. Criminal proceedings**

Nil

###### **2. Outstanding actions by regulatory and statutory authorities**

Nil

###### **3. Civil proceedings**

Nil

###### **4. Litigation/Matters involving Tax Liabilities**

Nil

##### *B. Litigation filed by our Company*

###### **1. Criminal proceedings**

Nil

###### **2. Civil proceedings**

Nil

###### **3. Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

4. **Tax proceedings**

(in ₹ Lakhs)

<b>Particulars</b>	<b>No. of cases</b>	<b>Amount involved</b>
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	Nil	Nil

**II. Litigation involving our Promoters**

A. *Litigation filed against our Promoter*

1. **Criminal proceedings**

Nil

2. **Outstanding actions by regulatory and statutory authorities**

Nil

3. **Civil proceedings**

Nil

4. **Litigation Involving Actions by Statutory/Regulatory Authorities**

**NIL**

B. *Litigation filed by our Promoter*

5. **Criminal proceedings**

Nil

6. **Civil proceedings**

Nil

7. **Litigation Involving Actions by Statutory/Regulatory Authorities**

Nil

8. *Tax proceedings*

(in ₹)

<b>Particulars</b>	<b>No. of cases</b>	<b>Amount involved</b>
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	Nil	Nil

**III. Litigation involving our Directors**

A. *Litigation filed against our Director*

1. **Criminal proceedings**  
Nil
2. **Outstanding actions by regulatory and statutory authorities**  
Nil
3. **Civil proceedings**  
Nil
4. **Litigation Involving Actions by Statutory/Regulatory Authorities**  
Nil

B. *Litigation filed by our Director*

1. **Criminal proceedings**  
Nil
2. **Civil proceedings**  
Nil
3. **Litigation Involving Actions by Statutory/Regulatory Authorities**  
Nil
4. **Tax proceedings**

			(in ₹)
Particulars	No. of cases	Amount involved	
Direct Tax	Nil	Nil	
Indirect Tax	Nil	Nil	
<b>Total</b>	Nil	Nil	

**IV. LITIGATION INVOLVING OUR SUBSIDIARIES**

1. **Against Directors of the Subsidiary Company: NIL**
2. **By Directors of the Subsidiary Company: NIL**

**V. Litigations Involving Company's Group Entities**

1. **Against the Group Entities: NIL**
2. **By the Group Entities: NIL**

**VI. Other litigations involving any other entities which may have a material adverse effect on the Company.**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against the company whose outcome could affect the operation or finances of the Company or have a material adverse effect on the position of the Company.

**VII. Details of the past penalties imposed on the Company / Directors**

Except as disclosed above, there are no cases in the last five years in which penalties have been imposed on the Company or Directors.

**I. Outstanding dues to creditors**

Details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, for the year ended March 31, 2025, by our Company, are set out below:

	<i>(₹ in lakhs)</i>
<b>Type of creditors</b>	<b>Amount involved</b>
Micro, Small and Medium Enterprises	0.14
Other creditors	1809.50
<b>Total</b>	<b>1809.64</b>

**Material Developments**

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Material Developments Subsequent to March 31, 2024*" on page 245 of this Letter of offer, there have not arisen, since the date of the last financial information disclosed in this Letter of offer, any circumstances which materially and adversely affect, or are likely to affect our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has obtained the necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled "*Objects of the Issue*" on page 45 of this Letter of offer.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

This Issue has been authorized through a resolution passed by our Board at its meeting held on December 30<sup>th</sup>, 2024 to raise funds by issuance and allotment of equity shares for an aggregate amount but not exceeding INR 49,50,00,000/- (Rupees Forty-Nine Crore Fifty Lacs only), by way of Right Issue, on such terms to be decided by the Board or a duly constituted committee of the Board at a later date, subject to the necessary approvals.

The Board of Directors, in its Meeting held on February 27, 2025 has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹ 1/- per Equity Share aggregating up to ₹ 4947.19/- lakhs. The Issue Price is ₹ 1/- per Equity Share and has been arrived at by our Company in consultation with the Advisor to the Issue prior to the determination of the Record Date.

Our Company has received in-principle approval from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for a listing of the Equity Shares to be allotted in this Issue pursuant to their respective letter dated May 19, 2025. Our Company will also make applications to BSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE714U20024 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 266 of this Letter of offer.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of offer.

Further, our Promoters and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Letter of offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

### **Prohibition by RBI**

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank, financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

### **Compliance with Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, our Promoter and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on the date of this Letter of offer.

### **Eligibility for the Issue**

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

### **Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges for the listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the Issue.

### **Compliance with Part B-1 of Schedule VI of the SEBI (ICDR) Regulations**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of BSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

However, in terms of Clause (3) of Part B of Schedule VI of the SEBI (ICDR) Regulations, the following issuers shall mandatorily make disclosures in the Letter of Offer/letter of offer as specified in Part B-1 of this Schedule:

(a) an issuer whose management has undergone any change pursuant to acquisition of control in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable and is making a rights issue of specified securities for the first time subsequent to such change and a period of three full years has not elapsed since such a change;

(b) an issuer whose specified securities have been listed consequent to the relaxation granted by the Board under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 for listing of its specified securities pursuant to a scheme sanctioned by a High Court under sections 391 to 394 of the Companies Act, 1956 or approved by a tribunal under sections 230-234 of the Companies Act, 2013, as applicable, and is making a rights issue of specified securities for the first time subsequent to such listing and a period of three full years has not elapsed since such listing.

Since the management of our Company has undergone change pursuant to the acquisition of control in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, during the financial year 2022-23, the disclosures contained in the Letter of Offer/Letter of Offer have been mandatorily made in terms of Part B-1 of Schedule VI of the SEBI (ICDR) Regulations.

## **DISCLAIMER CLAUSE OF SEBI**

**THE PRESENT ISSUE, BEING LESS THAN ₹ 5,000/- LAKHS, OUR COMPANY IS IN COMPLIANCE WITH FIRST PROVISION TO REGULATION 3 OF THE SEBI ICDR REGULATIONS AND OUR COMPANY SHALL FILE A COPY OF THE LETTER OF OFFER PREPARED IN ACCORDANCE WITH THE SEBI (ICDR) REGULATIONS WITH SEBI FOR INFORMATION AND DISSEMINATION ON THE WEBSITE OF SEBI FOR INFORMATIVE PURPOSES.**

### **Disclaimer from our Company and our Directors**

Our Company accept no responsibility for statements made otherwise than in this Letter of offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

### **Disclaimer in respect of Jurisdiction**

This Letter of offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad only.

### **Disclaimer Clause of BSE**

BSE Limited ("**the Exchange**") has given *vide* its letter dated May 19, 2025 permission to this Company to use the Exchange's name in this Letter of offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of offer; or
- ii. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

### **Designated Stock Exchange**

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

## **Listing**

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

## **Selling Restrictions**

This Letter of offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of offer is not to be reproduced or distributed to any other person.

The distribution of this Letter of offer, Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of offer, Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Letter of Offer, Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Letter of offer, Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

## **NO OFFER IN THE UNITED STATES**

**THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.**

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of offer, Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

## **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

**NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER**

**OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.**

### **Consents**

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor, Bankers to the Company, the Registrar to the Issue and the Bankers to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of offer.

Our Company has received written consent dated 05<sup>th</sup> December, 2024 from our Statutory Auditor to include their name in this Letter of offer and as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated 05<sup>th</sup> December, 2024 in the form and context in which it appears in this Letter of offer. Such consent has not been withdrawn up to the date of this Letter of offer.

### **Expert Opinion**

Our Company has received written consent dated 05<sup>th</sup> December, 2024 from our Statutory Auditor to include their name as required in this Letter of offer and as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated 05<sup>th</sup> December, 2024 and such consent has not been withdrawn as of the date of this Letter of offer. The term ‘expert’ and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Auditors, our Company has not obtained any expert opinions.

### **Performance vis-à-vis objects – Public/Rights Issue of our Company**

Other than issue which are mentioned below, Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

### ***Rights Issue:***

<b>Particulars</b>	<b>Rights Issue Details</b>
Date of Board Approval	December 28, 2023
Issue Size	INR 4952.69/- Lakhs
No. of Shares to be issued	49,52,69,896 Equity Shares
Rights Entitlement Ratio	198:100
Issue Price	Rs. 1.00/- per share
Premium	NA
Record date	May 17th, 2024
Issue Period	Monday, 27th May, 2024 to Tuesday, 25th June, 2024
Date Of allotment	July 01 <sup>st</sup> , 2024
No. of fully paid-up shares issued	49,52,69,896 Equity Shares
Outstanding fully paid-up Equity Shares prior to the Rights Issue	25,01,36,311 Equity Shares of Re. 1/- each
Outstanding fully paid-up Equity Shares post Right Issue	74,54,06,207 Equity Shares of Re. 1/- each

### **Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates**

Following are the list of companies which are subsidiaries or associate companies as on the date of this Letter of offer.

1. Yamunashtakam Tradeventures Private Limited – holds 100% stake (Subsidiary)

### **Stock Market Data of the Equity Shares**

Our Equity Shares are listed on BSE. Our Equity Shares are traded on BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled "*Market Price Information*" beginning on page 251 of this Letter of offer.

### **NOTICE TO INVESTORS**

**NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS IS SUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.**

### **Filing**

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

### **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular No. CIR/ OIAE/ 2/ 2011 dated June 3, 2011 and shall comply with the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014 and the SEBI Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform dated November 7, 2022 (SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150), in relation to redressal of investor grievances through SCORES. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to

the transfer of shares and the effective exercise of voting rights. Skyline Financial Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

**Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 266 of this Letter of offer. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:**

**Registrar to the Company:**

**Name:** Skyline Financial Services Private Limited  
**Address:** D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
**Telephone Number:** 011-40450195  
**Contact person:** Mr. Anuj Rana  
**Website:** [www.skylinerta.com](http://www.skylinerta.com)  
**E-mail:** [info@skylinerta.com](mailto:info@skylinerta.com)

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/share certificates/ demat credit/ Refund Orders etc.

**Mr. Gurdeep Singh**, Company Secretary and Compliance Officer of our Company. His contact details are set forth hereunder:

**Telephone:** +91 7990080239  
**E- mail:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com)

*This place has been left blank intentionally*

## SECTION VII – OFFERING INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the letter of offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in the letter of offer.*

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA.

### OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

### IMPORTANT

#### I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.ifllimited.com](http://www.ifllimited.com) ;
- (ii) the Registrar at [www.skylinerta.com](http://www.skylinerta.com) ;
- (iii) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) ; and

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. [www.skylinerta.com](http://www.skylinerta.com)) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.ifllimited.com](http://www.ifllimited.com)).

**Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue, will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

## **II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE**

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders"

below.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “**Grounds for Technical Rejection**” below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “**Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**” below.

➤ **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- (v) renounce its Rights Entitlements in full.

➤ **Making of an Application through the ASBA process**

Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an

Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

**Do's for Shareholders applying through ASBA:**

- (a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- (b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- (c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- (d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- (e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- (f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- (g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

**Don'ts for Shareholders applying through ASBA:**

- (a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- (b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of

the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

(c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

(d) Do not submit Application Form using third party ASBA account.

➤ **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

(a) Name of our Company, being **IFL Enterprises Limited**;

(i) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

(ii) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

(iii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue

(iv) Number of Equity Shares held as on Record Date;

(v) Allotment option – only dematerialised form;

(vi) Number of Equity Shares entitled to;

(vii) Number of Equity Shares applied for within the Rights Entitlements;

(viii) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

(ix) Total number of Equity Shares applied for;

(x) Total amount paid at the rate of **Rs. 1/-** per Equity Share;

(xi) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

(xii) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

(xiii) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

(xiv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

(xv) All such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any*

*jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulation S"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company will rely upon the truth and accuracy of the foregoing representations and agreements."*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at [www.skylinerta.com](http://www.skylinerta.com).

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

➤ **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either through email to the RTA at [ipo@skylinerta.com](mailto:ipo@skylinerta.com) or by post, speed post, courier or hand delivery, so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

- (c) The remaining procedure for Application shall be same as set out in “- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

### **Application for Additional Equity Shares**

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “Basis of Allotment” mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

#### *Additional general instructions for Shareholders in relation to making of an application:*

- (a) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.
- (b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- (c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” mentioned above.
- (d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- (e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- (f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- (g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“Demographic Details”) are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain

Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs and Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

(h) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

(i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.

(j) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company and SCSBs or the Registrar will not be liable for any such rejections.

(k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(m) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(q) Do not pay the Application Money in cash, by money order, pay order or postal order.

(r) Do not submit multiple Applications.

(s) No investment under the FDI route (i.e. any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the

pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

(t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

➤ **Grounds for Technical Rejection**

*Applications made in this Issue are liable to be rejected on the following grounds:*

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

(c) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where a Shareholders submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and the Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand.

(o) If a Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.

(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(r) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

## **Applications by non-resident Shareholders**

(a) Payment from third party bank accounts.

### ➤ **Multiple Applications**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “**Procedure for Applications by Mutual Funds**” mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) an Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “Capital Structure - Intention and extent of participation by our Promoter” mentioned above.

### ➤ **Procedure for Applications by certain categories of Shareholders**

#### **Procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

### **Procedure for Applications by AIFs, FVCIs, VCFs and FDI route**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e. any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

### **Procedure for Applications by NRIs**

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Shareholders”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate

our Company and the Registrar about such approval within the Issue Period.

### **Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is, Monday, 30<sup>th</sup> June, 2025, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “Basis of Allotment” mentioned below.

Please note that on the Issue Closing Date, applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Withdrawal of Application**

Shareholders who have applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Shareholders applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

### **Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received/ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

## **III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS**

### **➤ Rights Entitlements**

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder

in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. [www.skylinerta.com](http://www.skylinerta.com)) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e. [www.ifllimited.com](http://www.ifllimited.com)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE714U20024. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. <https://www.skylinerta.com>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self- attested PAN

and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by Monday, 30th June, 2025 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

#### **IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT**

##### **➤ Renounees**

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

##### **➤ Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

##### **➤ Procedure for Renunciation of Rights Entitlements**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “On Market Renunciation”); or (b) through an off-market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

##### **(a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat

accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE714U20024 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Monday, 23rd June, 2025 to Wednesday, 25th June, 2025 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE714U20024 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

#### **(b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE714U20024, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

## **V. MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders' ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Mode of payment for Resident Shareholders**

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### **Mode of payment for Non-Resident Shareholders**

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

## **VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE**

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “The Issue” beginning on mentioned above.

### **➤ Fractional Entitlements**

Since the Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 60:91 (Sixty) for every (Ninety-one) Equity Share(s) held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 91 ([Ninety-one ]) Equity Shares or not in the multiple of 91 ([Ninety-one]) the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding 1 Equity Shares shall have entitlement of at least 1 Equity Share in the Issue.

### **➤ Ranking**

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

### **➤ Listing and trading of the Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number LOD/RIGHT/KS/FIP/213/2025-26 dated May 19, 2025. Our Company will apply to BSE for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 540377) under the ISIN: INE714U01024. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the regular ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be

permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

➤ **Subscription to this Issue by our Promoter and members of the Promoter Group**

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see “Capital Structure - Intention and extent of participation by our Promoter” mentioned above.

➤ **Rights of Holders of Equity Shares of our Company**

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to receive surplus on liquidation;
- c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d. The right to free transferability of Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Letter of Offer; and
- f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

## **VII. GENERAL TERMS OF THE ISSUE**

➤ **Market Lot**

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is One Equity Share.

➤ **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

➤ **Nomination**

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would

prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

➤ **Arrangements for Disposal of Odd Lots**

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

➤ **Notices**

In accordance with the SEBI (ICDR) Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation and one Hindi language national daily newspaper with wide circulation being the regional language of Ahmedabad, where our Registered Office is situated.

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

➤ **Offer to Non-Resident Eligible Equity Shareholders/Shareholders**

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [www.skylinerta.com](http://www.skylinerta.com). It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access the Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder

is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchanges. Further, Application Forms will be made available at Registered office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non- residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self- attested proof of address, passport, etc. at email id [www.skylinerta.com](mailto:www.skylinerta.com).

#### **ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” AS MENTIONED ABOVE.**

#### **VIII. ISSUE SCHEDULE**

<b>LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENT</b>	Wednesday, 18th June, 2025
<b>ISSUE OPENING DATE</b>	Monday, 23rd June, 2025
<b>LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#</b>	Wednesday, 25th June, 2025
<b>ISSUE CLOSING DATE*</b>	Monday, 30th June, 2025
<b>FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)</b>	Thursday, 03rd July, 2025
<b>DATE OF ALLOTMENT (ON OR ABOUT)</b>	Thursday, 03rd July, 2025
<b>DATE OF CREDIT (ON OR ABOUT)</b>	Tuesday, 08th July, 2025
<b>DATE OF LISTING (ON OR ABOUT)</b>	Wednesday, 09th July, 2025

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\* Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Monday, 30th June, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e.,

*Monday, 30th June, 2025.*

## **IX. BASIS OF ALLOTMENT**

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- b) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- c) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be ‘unsubscribed’.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

## **X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 day’s period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## **XI. PAYMENT OF REFUND**

### **➤ Mode of making refunds**

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through Unblocking amounts blocked using ASBA facility.

### **➤ Refund payment to non-residents**

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## **XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES**

### **➤ Receipt of the Equity Shares in Dematerialized Form**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.**

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated August 10, 2015 with NSDL and an agreement dated August 03, 2023 with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

**SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our

Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.

3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Shareholders depository participant, would rest with the Shareholders. Shareholders' should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholders' depository participant.

4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.

5. The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.

6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.

7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

### **XIII. IMPERSONATION**

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 0.1/- crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1/- crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 0.5/- crore or with both.

### **XIV. UTILISATION OF ISSUE PROCEEDS**

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## **XV. UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.
3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
6. Adequate arrangements shall be made to collect all ASBA Applications.
7. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

## **XVI. SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS**

- 1) Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
- 2) All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “**IFL ENTERPRISES LIMITED – RIGHTS ISSUE**” on the envelope and postmarked in India or in the e- mail) to the Registrar at the following address:

### **Skyline Financial Services Private Limited**

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

**Telephone:** 011-40450195

**Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

**Website:** [www.skylinerta.com](http://www.skylinerta.com)

**Investor grievance e-mail:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**SEBI Registration No.:** INR000003241;

**Validity of Registration:** Permanent

**Contact Person:** Mr. Anuj Rana

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar [www.skylinerta.com](http://www.skylinerta.com) . Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 011- 42541952.

4) The Shareholders can visit following links for the below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: [www.skylinerta.com](http://www.skylinerta.com)
- b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the

Registrar or our Company: [www.skylinerta.com](http://www.skylinerta.com).

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.skylinerta.com](http://www.skylinerta.com)

Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders at email id at [ipo@skylinerta.com](mailto:ipo@skylinerta.com).

This Issue will remain open for a minimum 15 (Fifteen) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

*This Space has been left blank intentionally.*

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal (FIFP) to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "SOP"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "Competent Authority") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 ("FDI Policy 2020"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non- Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non-institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), including the exemption under Regulation S ("Regulation S") of the U.S. Securities Act. The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for

any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **SECTION VIII – STATUTORY AND OTHER INFORMATION**

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company [www.ifllimited.com](http://www.ifllimited.com) in from the date of this Letter of offer until the Issue Closing Date.*

### 1. Material Contracts for the Issue

- (i) Registrar Agreement dated 09<sup>th</sup> June, 2025 between our Company and the Registrar to the Issue.
- (ii) Bankers to the Issue Agreement dated 09<sup>th</sup> June, 2025 among our Company, the Registrar to the Issue and the Bankers to the Issue.
- (iii) Tripartite Agreement between our Company, NSDL and the Registrar to the Company.
- (iv) Tripartite Agreement between our Company, CDSL and the Registrar to the Company.
- (vi) Escrow Agreement dated 09<sup>th</sup> June, 2025 amongst our Company, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank.

### 2. Material Documents

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated December 30, 2024 in relation to the Issue and other related matters.
3. Copies of Annual Reports of our Company for the Financial Year ending March 31, 2024, March 31, 2023, March 31, 2022.
4. Copy of the Resolution of Meeting of the board of directors dated June 16<sup>th</sup>, 2025 finalizing the terms of the Issue including Issue Price and the Rights Entitlement Ratio.
5. Resolution of Meeting of the board of directors dated June 16<sup>th</sup>, 2025 approving the Letter of offer.
6. Consents of our Directors, Company Secretary and Compliance Officer, Statutory Auditors, Bankers to our Company, Bankers to the Issue, Legal Advisor to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of offer to act in their respective capacities.
7. Statement of Tax Benefits dated January 13, 2025 for our Company from the Statutory Auditors of our Company.
8. Audit Report for the financial year ending on March 31, 2024 and March 31, 2023.
9. In-principle approval issued by BSE dated May 19, 2025.

Any of the contracts or documents mentioned in this Letter of offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Letter of offer are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

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**SARANG DINESH LIKHITKAR**  
(Non-Executive Director & CFO)

Sd/-

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**DIMPLEBEN ARAJANBHAI MAKWANA**  
(Non-Executive Independent Director)

Sd/-

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**MEET SURESHBHAI CHHATRALA**  
(Executive Director)

Sd/-

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**ABHISHEK PRATAPKUMAR THAKKAR**  
(Managing Director)

Sd/-

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**SAMAD AHMED KHAN**  
(Non-Executive - Independent Director)

Sd/-

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**VINABEN KANAIALAL JOSHI**  
(Non-Executive Non-Independent Director)

Sd/-

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**PRATAPSIKH RAJPUT**  
(Non-Executive Director)

### SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Sd/-

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**GURDEEP SINGH**  
(Company Secretary and Compliance Officer)

**Date:** June 16, 2025

**Place:** Ahmedabad

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER****FOR ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY**

This is an Abridged Letter of Offer containing the salient features of the Letter of Offer dated June 16<sup>th</sup>, 2025 (Letter of Offer) which is available on the websites of the Registrar, our Company and the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (BSE). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar's website at [www.Skylinerta.com](http://www.Skylinerta.com) and our Company's website at [www.ifllimited.com](http://www.ifllimited.com) this Abridged Letter of Offer and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchange; [www.bseindia.com](http://www.bseindia.com).

**IFL ENTERPRISES LIMITED**

**Corporate Identity Number:** L74110GJ2009PLC151201

**Registered Office:** Office No. 412, 4<sup>th</sup> Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Ahmadabad -380015

**Telephone:** +91- 7990080239; |**E-mail id:** [iflenterprice3@gmail.com](mailto:iflenterprice3@gmail.com)

**Website:** [www.ifllimited.com](http://www.ifllimited.com)

**Contact person:** Mr. Gurdeep Singh, Company Secretary and Compliance Officer

**OUR PROMOTER**

**MR. NISHANT SUBHASHCHANDRA GANDHI**

**FOR CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF IFL ENTERPRISES LIMITED****ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF UPTO 49,47,19,229 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1/- EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 1/- PER EQUITY SHARE AGREEGATING UPTO ₹ 4947.19/- LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 60 (SIXTY) EQUITY SHARE FOR EVERY 91 (NINETY-ONE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, 13<sup>th</sup> JUNE 2025 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 195 OF THIS LETTER OF OFFER.**

**PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES**

<b>Amount Payable per Rights Equity Shares</b>	<b>Face Value (Rs.)</b>	<b>Premium(Rs)</b>	<b>Total (Rs)</b>
On Application	1	Nil	1
<b>Total</b>	<b>1</b>	<b>Nil</b>	<b>1</b>

*For further details on Payment Schedule, see 'Terms of the Issue' on page 195 of the Letter of Offer.*

**Listing Details:** The Equity Shares of our Company are listed on BSE (**Stock Exchange**). Our Company has received in-principle approval dated May 19, 2025 from the BSE, where the Equity Shares of our Company are listed, for listing of the Rights Equity Shares offered in this Issue. Our Company will also make application to BSE to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the designated stock exchange is BSE Limited.

**Procedure:** If you wish to know about processes and procedures applicable to Rights Issues, you may refer to 'Terms of the Issue' on page 195 of the Letter of Offer. You may also download the Letter of Offer from the website of our Company, SEBI, Stock Exchange, Registrar to the Issue. You can also request Registrar or our Company to provide a hard copy of the Letter of Offer.

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are currently listed on BSE. Our Company is eligible to offer the Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions. Our Company is undertaking the Issue in accordance with Part B of Schedule VI to the SEBI ICDR Regulations.

**Minimum Subscription:** In terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to the Issue as the object of the Issue does not involve financing of capital expenditure, and as our Promoter has confirmed its intention not to subscribe to their Rights Entitlement in the Issue and renounce its Rights Entitlements.

### INDICATIVE TIMETABLE\*

<b>Issue Opening Date</b>	Monday, 23 <sup>rd</sup> June, 2025	<b>Date of Allotment / Initiation of Refunds (on or about)</b>	Thursday, 03 <sup>rd</sup> July, 2025
<b>Last Date for On Market Renunciation of the Rights Entitlements**</b>	Wednesday, 25 <sup>th</sup> June, 2025	<b>Date of credit of Rights Equity Shares to demat accounts of Allotees (on or about)</b>	Tuesday, 08 <sup>th</sup> July, 2025
<b>Issue Closing Date<sup>#</sup></b>	Monday, 30 <sup>th</sup> June, 2025	<b>Date of listing/commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)</b>	Wednesday, 09 <sup>th</sup> July, 2025
<b>Finalisation of basis of Allotment (on or about)</b>	Thursday, 03 <sup>rd</sup> July, 2025		

\*The above timetable is indicative and does not constitute any obligation on our Company.

\*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

<sup>#</sup>Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Monday, 30<sup>th</sup> June, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts by at least one day before the Issue Closing Date.

### NOTICE TO INVESTORS

The distribution of the Letter of Offer, this Abridged Letter of Offer, Form, the Rights Entitlement Letter, any other issue material (collectively '**Issue Documents**'), and issue of Rights Entitlement Letter and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by the legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, this Abridged Letter of Offer, the Application Form, or the Rights Application Entitlement Letter may come are required to inform themselves about, and observe, such restrictions. For details, see '*Restrictions on Purchases and Resales*' on page 195 of the Letter of Offer.

Further, the Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, this Abridged Letter of Offer and the Application Form will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, this Abridged Letter of Offer and the Application Form will be dispatched by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address, on a reasonable effort basis.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

#### **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (**U.S. Securities Act**), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (**United States or U.S.**), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity shares referred to in the Letter of Offer are being Offered and sold in offshore Transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to the existing Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and / or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any of the Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement.

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Documents and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have neither been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the investors is invited to 'Risk Factors' on page 20 of the Letter of Offer and 'Internal Risk Factors' beginning on page 20 of this Abridged Letter of Offer before making an investment in the Issue.

<b>Name of Registrar to the Issue and contact details</b>	 <p><b>Skyline Financial Services Private Limited</b>  D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020  <b>Telephone:</b> 011-40450193/97  <b>Email:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a>  <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>  <b>Email:</b> <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a>  <b>SEBI Registration No.:</b> INR000003241  <b>Contact Person:</b> Mr. Anuj Rana</p>
<b>Name of the Statutory Auditor</b>	M/s. Parin Patwari & Co., Chartered Accountants
<b>Self-Syndicate Certified Banks</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link. On Allotment, the amount would be unblocked, and the account would be debited only to the extent required to pay for the Rights Equity Shares Allotted.
<b>Banker to the Issue / Refund Bank</b>	<p><b>Axis Bank Limited</b>  <b>Branch Address:</b> Axis House", 6<sup>th</sup> Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025  <b>Telephone Number:</b> 022 43253669  <b>Contact person:</b> Mr. Goldie Dabholkar  <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a>  <b>E-mail:</b> <a href="mailto:lokhandwala.branchhead@axisbank.com">lokhandwala.branchhead@axisbank.com</a>  <b>SEBI Registration Number:</b> INBI00000017</p>

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### 1. Summary of business

Our company is engaged in the business of manufacturing, importing & exporting, trading of all type of paper for writing, wrapping, kraft and semi-kraft, and to do all types of metals and metal compounds whatsoever, whether ferrous or non-ferrous and trading, transporting, storing, developing, promoting, marketing or supplying, dealing in all type of goods on retail and wholesale basis in India or elsewhere and also act as Commission agent Stockiest on behalf of others.

Further, the company also operates as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured / dealt with/ provided by the Company.

Also, to purchase or acquire, hold, trade, deal and further to dispose of any right, stake or controlling interest in the shares, stocks, debenture stock, bonds, all commodities and commodity derivatives, currency including their derivatives and Future & Options of shares /index or securities of companies or partnership firms either singly or jointly with any other person(s), body corporate or partnership firm carrying out or proposing to carry out any activity in India or in any other part of the world and to purchase, acquire, trade, invest, construct or otherwise deal in any kind of immoveable property.

For details, please refer to chapter titled "Our Business" on page 63 of this Letter of Offer.

### 2. Summary of Objects of the Issue and Means of Finance

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

(₹ in lakhs)

S. No.	Particulars	Total estimated amount to be utilized
1.	Meeting Working Capital Requirements	3,636.67
2.	General Corporate Purpose	1,236.79
3.	Issue related Expenses	73.73
<b>Total</b>		<b>4,947.19</b>

#### *Means of Finance*

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

### 3. Equity Shareholding Pattern (As on March 31, 2025)

Category of shareholder	No. of shareholders	No. of fully paid-up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialize dform
Promoter & Promoter Group	-	-	-	-	-	-	-
Public	1,52,196	75,03,24,164	75,03,24,164	100.00	1,52,196	75,03,24,164	75,03,24,164
Non-Promoter-Non-Public	Nil	Nil	Nil	0.00	Nil	0.00	Nil
<b>Total</b>	<b>1,52,196</b>	<b>75,03,24,164</b>	<b>75,03,24,164</b>	<b>100.00</b>	<b>1,52,196</b>	<b>75,03,24,164</b>	<b>75,03,24,164</b>

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**4. **Board of Directors**

Sr. No.	Name	Designation	Other Directorships
1.	Mrs. Vinaben Kanaiyalal Joshi	Non-Executive - Non-Independent Director	• Natco Economicals Limited
2.	Mr. Samad Ahmed Khan	Non-Executive - Independent Director	Nil
3.	Mrs. Dimpleben Arajanbhai Makwana	Non-Executive - Independent Director	Nil
4.	Mr. Meet Sureshbhai Chhatrala	Executive Director	Nil
5.	Mr. Abhishek Pratapbhai Thakkar	Managing Director	<ul style="list-style-type: none"> <li>• Bonafide Laboratories Private Limited</li> <li>• Amar Warehousing Private Limited</li> <li>• Pride Commodity Private Limited</li> <li>• Aramco Greens Private Limited</li> <li>• Pharmis India Private Limited</li> <li>• Ewart Promoter Holdings Private Limited</li> <li>• Amero Gift Startup Club Private Limited</li> <li>• Spot Gift Multi Commodities Market IFSC Private Limited</li> <li>• Indoclear Repository Private Limited</li> <li>• Uni Port India Private Limited</li> <li>• Amero Electronics Private Limited</li> <li>• Bizfly Airlines Private Limited</li> <li>• Spot Multi Commodities Market Limited</li> <li>• Brothers Mart India Private Limited</li> <li>• Amero Research &amp; Loyalty Solutions Private Limited</li> </ul>
6.	Mr. Pratapsinh Rajput	Non-Executive Independent Director	Nil
7.	Mr. Sarang Dinesh Likhitkar	Non-Executive Director	Nil

For detailed profile of our Directors, please refer to the chapter titled “Our Management” beginning on page 66 of this Letter of Offer.

5. **Details of the Issuer or any of its promoters or directors being a wilful defaulter or fraudulent borrower**

None of our Company, Promoter or Directors have been identified as a ‘Wilful Defaulter’ or a ‘Fraudulent Borrower’.

6. **Financial Statement Summary**

Following are the details as per the Financial Information for the year ended March 31, 2025 and Consolidated Financial Information for the Financial year ended March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
*Authorised Share Capital	13,000.00	3006.00	3006.00
Paid-up Capital	7,454.06	2,501.36	1,819.23
**Net Worth attributable to Equity Shareholders	7814.63	2,562.64	2,500.84
Total Revenue	12,321.65	991.80	946.97
Profit after tax	299.20	84.52	51.82
Earnings per Share (basic & diluted) (in ₹)	0.05	0.03	0.03
Net Asset Value per Equity Share (in ₹)	1.04	1.02	1.49
Total Borrowings	355.50	19.53	0

\*\* Net worth attributable to Equity Shareholders are excluded the non-Controlling interest.

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

Following are the details as per the Financial Information for the year ended March 31, 2025 and Restated Standalone Financial Information for the Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023:

(₹ in lakhs)

<b>Particulars</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
*Authorised Share Capital	13,000.00	3,006.00	3,006.00
Paid-up Capital	7,454.06	2,501.36	1,819.23
**Net Worth attributable to Equity Shareholders	7816.13	2575.03	2497.75
Total Revenue	7107.17	955.89	646.21
Profit after tax	288.43	100.01	50.83
Earnings per Share (basic & diluted) (in ₹)	0.05	0.04	0.03
Net Asset Value per Equity Share (in ₹)	1.04	1.03	1.48
Total Borrowings	346.76	19.53	0

\*\* Net worth attributable to Equity Shareholders are excluded the Non-Controlling interest.

#### 7. Internal risk factors

Set out below are the top 10 risk factors, as disclosed in the Letter of Offer:

1. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.
2. Our Company has not yet applied for the registration of the logo or any of the intellectual property that it uses with the registrar of Trademarks.
3. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.
4. We have financial indebtedness which could adversely affect our financial condition and results of operations and further we may not be able to meet our obligations under the debt financing agreements.
5. Some of the property including Registered Office/Corporate Office of company as used by the Company for the purpose of its operations is not owned by us. Any termination of the relevant lease or leave and license agreement in connection with such property or our failure to renew the same could adversely affect our operations.
6. As on date, there are no outstanding legal proceedings involving our Company and its Directors. However, such proceedings may arise in the future.
7. The "Promoter" had requested the company for reclassification of shareholders to the "Public" Category.
8. Our operations are significantly located in the Ahmedabad region and failure to expand our operations may restrict our growth and adversely affect our business.
9. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.
10. Our Company has not entered into any fixed contracts with its customers and we will operate on the basis of orders received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability Long-term business relationship in turn benefits continuous order.

For further details, see 'Risk Factors' on page 20 of the Letter of Offer.

#### 8. Summary of Outstanding Litigations, Claims and Regulatory Action

<b>Nature of Cases</b>	<b>Number of outstanding cases</b>	<b>Amount Involved* (in lacs)</b>
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Directors	Nil	Nil
Material civil litigation by our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b><i>Litigation involving our Promoter</i></b>		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	Nil	Nil
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

\* To the extent quantifiable.

For further details, see 'Outstanding Litigation and Defaults' on page 182 of the Letter of Offer.

## 2. Terms of the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see 'Terms of the Issue - Making an Application through the ASBA process' on page 195 of the Letter of Offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue on the basis of Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see 'Terms of the Issue and Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders' on page 195 of the Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see 'Terms of the Issue - Grounds for Technical Rejection' on page 195 of the Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

### ***Options available to the Eligible Equity Shareholders***

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

## **ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

- i. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part);  
Or
- iii. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares;  
Or
- v. Renounce its Rights Entitlements in full.

### ***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be responsible for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### ***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see 'Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process' on page 195 of the Letter of Offer.

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being **IFL Enterprises Limited**;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option - only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of Re. 1.00 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at [grievances@skylinerta.com](mailto:grievances@skylinerta.com) ; and
17. All such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulations) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of*

## **ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

*residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in 'Restrictions on Purchases and Resales' on page 195 of the Letter of Offer.*

*I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/ are outside the United States or a Qualified Institutional Buyer (as defined in the U.S. Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act.*

*I/ We acknowledge that we, the Company, and others will rely upon the truth and accuracy of the foregoing representations and agreements."*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at [www.skylinerta.com](http://www.skylinerta.com). Our Company, the and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

### ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish details of their demat account to the Registrar or our Company at least 2 Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see 'Terms of the Issue – Credit of Rights Entitlement in demat account of Eligible Equity Shareholders' on page 195 of the Letter of Offer.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than 2 Working Days prior to the Issue Closing Date;
- b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least 1 day before the Issue Closing Date; and
- c. The remaining procedure for Application shall be same as set out in 'Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process' on page 195 of the Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

**Rights Entitlement Ratio:** The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders

## **ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

in the ratio of 60 Rights Equity Share for every 91 Equity Shares held by the Eligible Equity Shareholders as on the Record date.

**Fractional Entitlements:** Since the Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 60:91 (Sixty) for every (Ninety-One) Equity Share(s) held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 91 (Ninety-One) Equity Shares or not in the multiple of 91 (Ninety-One) the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding 1 Equity Shares shall have entitlement of at least 1 Equity Share in the Issue.

**Renunciation:** This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For further details, see '*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*' on page 195 of the Letter of Offer.

**Application for additional Rights Equity Shares:** Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in '*Terms of the Issue - Basis of Allotment*' on page 196 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

**Allotment only in Dematerialized Form:** Please note that the Equity Shares applied for in this issue can be allotted only in dematerialized form and to the same depository account in which our equity shares are held by such investor on the record date. For details, see '*Terms of the Issue - Allotment Advice or Refund / Unblocking of ASBA Accounts*' on page 195 of the Letter of Offer.

**Subscription to the Issue by the Promoters and Promoter Group:** This clause become not applicable in this issue, as the promoter of our company is holding nil shares. the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations shall be applicable to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (Fifteen) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

**Availability of offer document of the immediately preceding public issue or rights issue for inspection:** Offer document & other relevant documents of earlier issue are available on the website of company.

1. **Any other important information as per Company** In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity

## **ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than 2 Working Days prior to the Issue Closing Date, i.e., by Monday, 30<sup>th</sup> June, 2025, enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

### **2. Declaration by our company**

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

**In case of any queries, you may contact the Company or Registrar as per the details mentioned herein:**

#### **REGISTRAR TO THE ISSUE**



#### **Skyline Financial Services Private Limited**

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

**Telephone:** 011-40450193/97; **Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

**Website:** [www.skylinerta.com](http://www.skylinerta.com); **Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**SEBI Registration No.:** INR000003241

**Contact Person:** Mr. Anuj Rana

*Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.*

**For IFL ENTERPRISES LIMITED**

Sd/-

**Abhishek Pratapbhai Thakkar**

**Managing Director**

**DIN: 02681513**

RIGHTS ENTITLEMENT LETTER FOR THE RIGHTS ISSUE OF  
IFL ENTERPRISES LIMITED FOR THE ELIGIBLE EQUITY  
SHAREHOLDERS OF THE COMPANY ONLY

THIS LETTER CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

**IFL ENTERPRISES LIMITED**

**Corporate Identity Number:** L74110GJ2009PLC151201

**Registered Office:** Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Ahmadabad -380015

**Contact person:** Mr. Gurdeep Singh, Company Secretary and Compliance Officer

**Telephone:** + 91-7990080239 | **E-mail id:** [iflenterprise3@gmail.com](mailto:iflenterprise3@gmail.com) | **Website:** [www.ifllimited.com](http://www.ifllimited.com)

**Date:** 16.06.2025

**DP ID- Client ID/Folio Number:**

**Application Number:**

**Sole/First Holder Name:**

**Add 1:**

**Add 2:**

**Add 3:**

**PIN**

**Joint Holder 1:**

**Joint Holder 2:**

**Joint Holder 3:**

Dear Shareholder,

Sub: *ISSUE OF UP TO 49,47,19,229 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 1 /- PER EQUITY SHARE AGREEGATING UPTO ₹ 4947.19 /- LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 60 (SIXTY) EQUITY SHARE FOR EVERY 91 (NINETY-ONE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, 13<sup>th</sup> JUNE, 2025 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 195 OF THIS LETTER OF OFFER.*

*Ref: Letter of Offer and Abridged Letter of Offer dated 16<sup>th</sup> June, 2025 issued by the Company to the Eligible Equity Shareholders pursuant to the Rights Issue.*

We are pleased to inform you that our Company is proposing a Rights Issue of Equity Shares as mentioned in the captioned subject in the ratio of 60 (Sixty) Rights Equity Shares for every 91 (Ninety-One) Equity Shares held by the Eligible Equity Shareholders on the Record Date that is on Friday, June 13<sup>th</sup>, 2025.

*IF YOU ARE NOT PERMITTED TO VIEW THESE MATERIALS OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO VIEW THESE MATERIALS, PLEASE DELETE THIS LETTER WITHOUT ACCESSING OR DISTRIBUTING ITS CONTENTS.*

With reference to the above, please find below the details of the Equity Shares held by you as on the Record Date, i.e., Friday, June 13<sup>th</sup>, 2025 along with your Rights Entitlements calculated on the basis of the above-mentioned ratio for your kind information:

FOLIO NUMBER/ DP-CLIENT ID	NUMBER OF EQUITY SHARES HELD BY YOU ON RECORD DATE I.E., June 13 <sup>th</sup> , 2025	NUMBER OF RIGHTS ENTITLEMENT

You are requested to kindly note that the Issue price is ₹ 1/- per Rights Equity Share. On Application, Investors will have to pay ₹ 1/- per Rights Equity Share which constitutes 100% of the Issue Price

Amount Payable per Rights Equity Shares	Face Value (₹)	Premium (₹)	Total (₹)
On Application	1	Nil	1
<b>Total (₹)</b>	<b>1</b>	<b>Nil</b>	<b>1</b>

*\*For further details on Payment Schedule, see 'Terms of the Issue' on page 195 of the Letter of Offer.*

You are requested to take note of the Issue Schedule as provided

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON <sup>#</sup>
MONDAY, 23 <sup>rd</sup> JUNE, 2025	WEDNESDAY, 25 <sup>th</sup> JUNE, 2025	MONDAY, 30 <sup>th</sup> JUNE, 2025

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

*# Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Kindly note that pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular i.e. SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“**SEBI Rights Issue Circular**”), the Rights Entitlements, as mentioned above, shall be credited only in dematerialized form in your demat account before the Issue Opening Date i.e., Thursday, 19<sup>th</sup> June, 2025 with ISIN – INE714U20024.

In accordance with SEBI Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required to furnish the details of their demat account along with copies of self-attested PAN and details of address proof by way of uploading on Registrar’s website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two (2) Working Days prior to the Issue Closing Date i.e. Monday, 30<sup>th</sup> June, 2025. For further details, see “*Terms of the Issue*” at page 195 of the Letter of Offer.

You can obtain the details of your respective Rights Entitlements from the website of the Registrar to the Issue at: [www.skylinerta.com](http://www.skylinerta.com), by entering your DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). You may also communicate with the Registrar with the helpline number (011-40450193/97) and through their email address [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

#### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 60 (Sixty) Rights Equity Shares for every 91 (Ninety-One) Equity Shares held as on the Record Date i.e., Friday, 13<sup>th</sup> June 2025. As per the SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 91 Equity Shares or is not in the multiple of 91 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for the Additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for. For further details, see “*Terms of the Issue*” beginning on page 195 of the Letter of Offer.

#### **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Rights Issue Circular and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been / will be credited, as the case may be, in their respective demat account under the ISIN - INE714U20024.

For details of credit of the Rights Entitlements, see “*Terms of the Issue - Credit of Rights Entitlements in dematerialised account*” on page 196 of the Letter of Offer.

#### **Trading of the Rights Entitlements**

In accordance with the SEBI Rights Issue Circular, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN - INE714U20024.

Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see “*Procedure for Renunciation of Rights Entitlements*” on page 196 of the Letter of Offer.

#### **Renunciation of Rights Entitlement**

The Issue includes a right exercisable by the Eligible Equity Shareholders to renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (“**On Market Renunciation**”); or (b) through an off-market transfer (“**Off Market Renunciation**”), during the Renunciation Period. For more details, see “*Procedure for Renunciation of Rights Entitlements*” on page 196 of the Letter of Offer.

Kindly note that, in accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of ‘Rights Entitlements’ not later than two working days prior to Issue Closing Date i.e., Monday, 30<sup>th</sup> June, 2025 such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCESS OF MAKING AN APPLICATION IN THE ISSUE” ON PAGE 195 OF THE LETTER OF OFFER.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

#### **Application Process for Rights Issue**

Please note that in accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. For details, see ‘*Terms of the Issue*’ on page 196 of the Letter of Offer.

**ASBA facility** – Investors can submit the Application Form in physical mode to the designated branch of the Self-Certified Syndicate Banks (“SCSBs”), or make online/electronic Application through the website of the SCSBs (if the facility is made available by such SCSB). SCSBs are self-certified syndicate banks registered with SEBI, which offer the facility of ASBA. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process and details on designated branches of SCSBs collecting the Application Form, please refer to - <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34>

If you are desirous of making an application in this Issue, you should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see ‘*Making an Application through the ASBA process*’ on page 196 of the Letter of Offer. Additionally, in

terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see ‘*Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*’ on page 195 of the Letter of Offer.

In accordance with the SEBI Rights Issue Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of Eligible Equity Shareholders holding Equity Shares in physical form shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. Such Eligible Equity Shareholders are requested to furnish the details of their demat account along with copies of self-attested PAN and details of address proof confirming the legal and beneficial ownership of the Equity Shares to the Registrar not later than 2 Working Days prior to the Issue Closing Date i.e. Monday, 30th June, 2025 to enable the credit of their Rights Entitlements in their demat accounts at least 1 day before the Issue Closing Date i.e. Monday, 30th June, 2025 after which they can apply through ASBA facility. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares set out in “*Making an Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 195 of the Letter of Offer.

In accordance with SEBI ICDR Regulations, we are sending herewith the Abridged Letter of Offer and Application Form through email and physical delivery by speed post to you being the Eligible Equity Shareholders who has provided your Indian addresses to our Company. Please note that by accessing the Right Entitlement e-mail or any external websites referred to therein, or by accepting the physical delivery of the Issue material you are hereby deemed to represent that you are a resident of India. The contents of the Right Entitlement e-mail or the Issue materials sent through physical delivery to your Indian address and its enclosures should not be reproduced, transmitted or distributed to any other person.

#### **ATTENTION FOR PHYSICAL SHAREHOLDERS**

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the “*Demat Account Registration*” module available in the portal of the Registrar at [www.skylinerta.com](http://www.skylinerta.com) so as to reach to the Registrar not later than two Working Days prior to the Issue Closing Date i.e., Monday, 30th June, 2025.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **Availability of Issue materials**

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

1. Our Company at [www.ifllimited.com](http://www.ifllimited.com)
2. The Registrar at [www.skylinerta.com](http://www.skylinerta.com)
3. The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com)

#### **Other important links and helpline numbers**

You can visit the following links for below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.skylinerta.com](http://www.skylinerta.com) and helpline number +011-40450193/97.
- b) Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: [www.skylinerta.com](http://www.skylinerta.com)  
Updation of demat account details by resident Eligible Equity Shareholders holding shares in physical form: [www.skylinerta.com](http://www.skylinerta.com)

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (**U.S. Securities Act**), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (**United States or U.S.**), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity shares referred to in the Letter of Offer are being Offered and sold in offshore Transactions outside the United States in compliance with Regulations under the U.S. Securities Act to the existing Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and / or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any the Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Documents and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

In case of any queries, you may contact Registrar as per the details mentioned herein:

**REGISTRAR TO THE ISSUE**



**Skyline Financial Services Private Limited**  
D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020  
**Telephone:** 011-40450193/97 **Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)  
**Website:** [www.skylinerta.com](http://www.skylinerta.com) **Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)  
**SEBI Registration No.:** INR000003241 **Contact Person:** Mr. Anuj Rana

*Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.*

For **IFL ENTERPRISES LIMITED**

Sd/-  
**Abhishek Pratapkumar Thakkar**  
**Managing Director**  
**DIN: 02681513**

<b>APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCES ONLY USING ASBA FACILITY</b>  <i>Further, the Eligible Equity Shareholders who have not provided details of their respective demat account to the Company or the Registrar at least two Working Days prior to the Issue Closing Date may apply in the Issue.</i>	<b><u>IFL ENTERPRISES LIMITED</u></b>  <b>Corporate Identity Number:</b> L74110GJ2009PLC151201  <b>Registered Office:</b> Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Ahmadabad -380015  <b>Telephone:</b> +91- 7990080239 <b>E-mail id:</b> <a href="mailto:iflenterprice3@gmail.com">iflenterprice3@gmail.com</a> <b>Website:</b> <a href="http://www.ifllimited.com">www.ifllimited.com</a>  <b>Contact person:</b> Mr. Gurdeep Singh Company Secretary and Compliance Officer	<b>NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE</b> <table border="1"> <tr> <td><b>ISSUE OPENS ON</b></td> <td>Monday, 23<sup>rd</sup> June, 2025</td> </tr> <tr> <td><b>LAST DATE FOR ON MARKET RENUNCIATION*</b></td> <td>Wednesday, 25<sup>th</sup> June, 2025</td> </tr> <tr> <td><b>ISSUE CLOSES ON<sup>#</sup></b></td> <td>Monday, 30<sup>th</sup> June, 2025</td> </tr> </table> <p><i>* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounces on or prior to the Issue Closing Date.</i></p> <p><i><sup>#</sup> Our Board or a duly authorized Right Issue committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</i></p>	<b>ISSUE OPENS ON</b>	Monday, 23 <sup>rd</sup> June, 2025	<b>LAST DATE FOR ON MARKET RENUNCIATION*</b>	Wednesday, 25 <sup>th</sup> June, 2025	<b>ISSUE CLOSES ON<sup>#</sup></b>	Monday, 30 <sup>th</sup> June, 2025
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<b>ISSUE CLOSES ON<sup>#</sup></b>	Monday, 30 <sup>th</sup> June, 2025							
Application No.:								
Collecting SCSB's Sign & Seal								
Please read the letter of offer dated June 16 <sup>th</sup> , 2025 ('Letter of Offer' or 'LOF'), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalized terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer. <b>DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM</b> THIS DOCUMENT IS NOT NEGOTIABLE.								
<b>ISSUE OF UPTO 49,47,19,229 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 1/- EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 1/- PER EQUITY SHARE AGGREGATING UPTO ₹ 4947.19/- LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 60 (SIXTY) EQUITY SHARE(S) FOR EVERY 91 (NINETY-ONE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JUNE 13, 2025 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 195 OF THIS LETTER OF OFFER.</b>								

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES			
Amount Payable per Rights Equity Shares	Face value (Rs.)	Premium (Rs.)	Total (Rs.)
Full Amount Payable on Application	1.00	Nil	1.00
<b>Total (₹)</b>	<b>1.00</b>	<b>Nil</b>	<b>1.00</b>

\*For further details on Payment Schedule, see 'Terms of the Issue' on page 195 of the Letter of Offer.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (U.S. Securities Act), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (United States or U.S.), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares referred to in this Letter of Offer are being Offered and sold in offshore Transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to the existing Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and / or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Documents and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

Date: June 16<sup>th</sup>, 2025

To,  
**The Board of Directors,**  
**IFL ENTERPRISES LIMITED**

Dear Sir/ Madam,

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including Additional Rights Equity Shares "if applicable") mentioned in **Block I** below in response to the Abridged Letter of Offer/ Letter of Offer dated June 16<sup>th</sup>, 2025 and any addendum thereto offering the Rights Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in **Block II** below at the rate of Re. 1.00/- per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in **Block I** below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer/ Letter of Offer, and any addendum thereto, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI Rights Issue Circular as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Rights Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income-Tax Act, 1961.
- I/We authorise you to place my/our name(s) on the Register of Members / Register of Significant Beneficial Owners. All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulation S) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws,*

*(b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in "Restrictions on Foreign Ownership of Indian Securities on page 197.*

*I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the U.S. Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act.*

*I/ We acknowledge that we, the Company and others will rely upon the truth and accuracy of the foregoing representations and agreements."*



## GENERAL INSTRUCTION

Please read the instructions carefully before filling this Application Form. Please also read the Letter of Offer carefully to understand the Application process and applicable settlement process. All references in this Application Form to the "Abridged Letter of Offer" are to the Abridged Letter of Offer read together with the Letter of Offer. For accessing the Letter of Offer, the Abridged Letter of Offer and the Application Form, please refer to the links provided below on page 4 of this Application Form.

1. The Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
2. Application should be made only through the ASBA facility.
3. In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
4. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB, prior to making the Application. Please note that only those Investors who have a demat account can apply in the Rights Issue.
5. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. **Applications on plain paper will not be accepted from any address outside India.**
6. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and / or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English only.
7. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under 'Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process' on page 195 of the letter of Offer.
8. Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Monday, June 30<sup>th</sup>, 2025 to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. For further details, see "Terms of the Issue - Making an Application by Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 195 of the Letter of Offer.
9. Applications should be submitted to the Designated Branch of the SCSB or made online / electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
10. Applications should not be submitted to the Banker to the Issue (assuming that such Banker to the Issue is not an SCSB), our Company or the Registrar.
11. Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
12. Applications should not be submitted to the Banker(s) to the Issue, our Company or the Registrar
13. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income Tax Act, 1961, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
14. Only the Investors holding Equity Shares in demat form or the Physical Shareholders who furnish the details of their demat accounts to the Registrar not later than two Working Days prior to the Issue Closing Date, are eligible to participate through the ASBA process. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Monday, June 30<sup>th</sup>, 2025, shall not be eligible to apply in this Rights Issue.
15. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (**Demographic Details**) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and / or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match 3 parameters i.e., (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
16. By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
17. The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts; the Investors are required to submit the Application Form separately from each demat account.
18. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his / her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
19. Investors should provide correct DP ID and Client ID / Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID should match the demat account details in the records available with Company and / or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections. Please note that ASBA Applications may be submitted at all designated branches of the SCSBs available on the SEBI website at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, updated from time to time, or at such other website as may be prescribed by SEBI from time to time. In addition, Applicants should consult with the relevant SCSB to ensure that there is no statutory / regulatory action restricting the Application being submitted through them.
20. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
22. All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first / sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
23. Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in, electronically transmitted from or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.
24. Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
25. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
26. Do not submit the General Index Registrar number instead of the PAN as the application is liable to be rejected on this ground.
27. Avoid applying on the Issue Closing Date due to risk of delay / restrictions in making any physical Application.
28. Do not pay the Application Money in cash, by money order, pay order or postal order.
29. Do not submit multiple Applications.
30. Please note that credit of the Rights Entitlements in the Demat Account does not, per se, entitle the investors to the Rights Equity Shares and the investors have to submit application for the Rights Equity Shares on or before the issue closing date and make payment of the application money. For details, see "Terms of the Issue" beginning on page 195 of the Letter of Offer.
31. No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
32. In place of Application number, Investors can mention the reference number as provided in the e-mail received from Registrar informing about their Rights Entitlement or the reference number of Rights Entitlement Letter or last eight digits of their demat account.
33. An Applicant being an Overseas Corporate Body (OCB) is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.
34. **Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**
35. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

#### LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, June 30<sup>th</sup>, 2025 i.e., Issue Closing Date. Our Board and, or, the Rights Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or the Rights Issue Committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or the Rights Issue Committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as set out in 'Terms of the Issue - Basis of Allotment' on page 195 of the Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

#### WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their application post the Issue Closing Date.

#### LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For this Issue, following banks would be acting as SCSB: 1. Ahmedabad Mercantile Co-Op Bank Ltd; 2. AU Small Finance Bank Limited; 3. Axis Bank Ltd; 4. Bandhan Bank; 5. Bank of Baroda; 6. Bank of India; 7. Bank of Maharashtra; 8. Barclays Bank PLC; 9. BNP Paribas; 10. Canara Bank; 11. Catholic Syrian Bank Limited; 12. Central Bank of India; 13. CITI Bank NA; 14. City Union Bank Ltd.; 15. DBS Bank Ltd.; 16. DCB Bank Ltd.; 17. Deutsche Bank; 18. Dhanlaxmi Bank Limited; 19. Equitas Small Finance Bank; 20. GP Parsik Sahakari Bank Limited; 21. HDFC Bank Ltd.; 22. HSBC Ltd.; 23. ICICI Bank Ltd; 24. IDBI Bank Ltd.; 25. IDFC FIRST Bank; 26. Indian Bank; 27. Indian Overseas Bank; 28. IndusInd Bank; 29. J P Morgan Chase Bank, N.A.; 30. Jammu and Kashmir bank; 31. Janata Sahakari Bank Ltd.; 32. Karnataka Bank Ltd.; 33. Karur Vysya Bank Ltd.; 34. Kotak Mahindra Bank Ltd. 35. Mehsana Urban Co-operative Bank Limited; 36. Nutan Nagarik Sahakari Bank Ltd.; 37. Punjab & Sind Bank; 38. Punjab National Bank; 39. Rajkot Nagarik Sahakari Bank Ltd; 40. RBL Bank Limited; 41. South Indian Bank; 42. Standard Chartered Bank; 43. State Bank of Bikaner and Jaipur; 44. State Bank of Hyderabad; 45. State Bank of India; 46. State Bank of Mysore; 47. State Bank of Patiala; 48. State Bank of Travencore; 49. SVC Co-operative Bank Ltd.; 50. Syndicate Bank; 51. Tamilnad Mercantile Bank Ltd. 52. The Ahmedabad Mercantile Co-Op. Bank Ltd.; 53. The Federal Bank; 54. The Jammu & Kashmir Bank Limited; 55. The Kalapur Commercial Co-operative Bank Ltd.; 56. The Lakshmi Vilas Bank Ltd.; 57. The Saraswat Co-Operative Bank Ltd; 58. The Surat Peoples Co-op Bank Ltd; 59. TJSB Sahakari Bank Ltd; 60. UCO Bank; 61. Union Bank of India; and 62. YES Bank Ltd.

In accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circular, the Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then this Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

1. Our Company at [https:// www.ifllimited.com](https://www.ifllimited.com)
2. The Registrar at: [www.skylinerta.com](http://www.skylinerta.com)
3. The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com).

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions are available on the website of the Registrar [www.skylinerta.com](http://www.skylinerta.com) and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.skylinerta.com](http://www.skylinerta.com), Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: [www.skylinerta.com](http://www.skylinerta.com)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.skylinerta.com](http://www.skylinerta.com)
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [www.skylinerta.com](http://www.skylinerta.com)

Shareholders who have not received the Application Form may apply, along with the requisite Application Money, by using the Application Form available on the websites above, or on plain paper, with the same details as mentioned in the Application Form available online.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e. [www.skylinerta.com](http://www.skylinerta.com), by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date), PAN and such other credentials. The link for the same shall also be available on the website of our Company i.e. [www.ifllimited.com](http://www.ifllimited.com)

Investors may contact the Registrar to the Issue, or our Company Secretary, or our Compliance Officer for any Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole / first holder, folio number or demat account number, serial number of the Application Form, number of the Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see 'Terms of the Issue' on page 195 of the Letter of Offer.

#### REGISTRAR TO THE ISSUE



#### Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

Telephone: 011-40450193/97

Email: [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

Email: [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

SEBI Registration No.: INR000003241

Contact Person: Mr. Anuj Rana