

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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**NOTICE IS HEREBY GIVEN THAT THE 01<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF IFL ENTERPRISES LIMITED (“COMPANY”) WILL BE HELD ON SATURDAY, 29<sup>TH</sup> DAY OF MARCH, 2025, AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

**Item No. 1: Increase in the Authorized Share Capital of the Company and consequential alteration of Memorandum of Association of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and the Consent of the Members of the company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from INR 75,06,00,000/- (Rupees Seventy-Five Crores Six Lakhs only) divided into 75,06,00,000/- (Seventy-Five Crores Six Lakhs) Equity shares of INR 01/- (Rupees One only) to INR 1,30,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 1,30,00,00,000 (One Hundred Thirty Crores) Equity shares of INR 01/- (Rupees One only) by adding 54,94,00,000 (Fifty-Four Crores Ninety-Four Lakhs) Equity Shares of INR 01/- (Rupees One only) each ranking pari - passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

*V. The Authorized Share Capital of the Company is INR 1,30,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 1,30,00,00,000 (One Hundred Thirty Crores) Equity Shares of INR 01/- (Rupees Ten only) each.*

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

### **ORDINARY BUSINESS:**

**Item No. 2: Regularization of Ms. Dimpleben Arajnabhai Makwana (DIN: 10745925) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Members of the company be and is hereby accorded,

to Regularize **Ms. Dimpleben Arajanbhai Makwana (DIN: 10745925)** as **Non-Executive Independent Director** on the Board of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required.”

**Item No. 3: Regularization of Mr. Meet Sureshbhai Chhatrala (DIN: 10778872) as Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Members of the company be and is hereby accorded, to Regularize **Mr. Meet Sureshbhai Chhatrala (DIN: 10778872)** as **Executive Director** on the Board of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required.”

**Item No. 4: Regularization of Mr. Pratapsinh Rajput (DIN: 10905542) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Members of the company be and is hereby accorded, to Regularize **Mr. Pratapsinh Rajput (DIN: 10905542)** as **Non-Executive Independent Director** on the Board of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required.”

**Item No. 5: Appointment of Mr. Sarang Dinesh Likhitkar (DIN: 10986050) as Managing Director of the Company in the category of Key Managerial Personnel**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 of Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re- enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, and in according to the Article of Association of the Companies and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on recommendation of the Nomination and Remuneration Committee and Board of directors, the consent of members, be and is hereby accorded for the appointment of **Mr. Sarang Dinesh Likhitkar (DIN: 10986050)**, as Managing Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

**RESOLVED FURTHER THAT**, the total overall managerial remuneration payable to all the Directors of the Company in any financial year shall be subject to Section 197, 198, Schedule V of the Companies Act, 2013, and any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Date: 06.03.2025  
Place: Ahmedabad**

**Sd/-  
Meet Sureshbhai Chhatrala  
(Director)  
DIN: 10778872**

## NOTES:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. General instructions for accessing and participating in the 01<sup>st</sup> EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
3. The 01<sup>st</sup> Extra Ordinary General Meeting (EGM) of the Company is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 02/2022, 10/2022, 09/2023, 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January 2021, 8th December 2021, 5th May, 2022, 28th December 2022, 25th September, 2023 and 19th September, 2024 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/ CIR/P/2021/11, CFD/POD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3rd October, 2024 respectively ("collectively referred to as SEBI Circulars") have permitted holding of the EGM by corporates through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without physical presence of the Members at a venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") MCA Circulars and SEBI Circulars, the ensuing EGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the 01<sup>st</sup> Extra Ordinary General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said EGM through VC/ OAVM is given below in the e-voting instructions.
4. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 01<sup>st</sup> Extra-Ordinary General Meeting ("Meeting" or "EGM") of the Company is being held through VC / OAVM on Saturday, 29<sup>th</sup> March, 2025 at 12:00 P.M. (IST). The proceedings of the EGM deemed to be conducted at Office No. 412, 4th Floor Shilp Zaveri, Samruddhi Soc., NR. Shyamal Cross Road, Satellite, Polytechnic (Ahmedabad), Ahmedabad, Ahmadabad City, Gujarat, India, 380015.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA

Circulars dated September 25, 2023, December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the EGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.iflenterprises.com](http://www.iflenterprises.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
13. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [Iflenterprice3@gmail.com](mailto:Iflenterprice3@gmail.com).

14. The Board of Directors of the Company has appointed M/s Amit Saxena & Associates, Practicing Company Secretaries Firm, as the Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
15. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 23<sup>th</sup> March, 2025 to Saturday, 29<sup>th</sup> March, 2025 (both day inclusive)**.
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
17. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.iflenterprises.com](http://www.iflenterprises.com). and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
18. Shareholders are requested to update their email ids with RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).
19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **26<sup>th</sup> March, 2025 at 09:00 A.M. (IST)** and ends on **28<sup>th</sup> March, 2025 at 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 22<sup>th</sup> March, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at



	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 3:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [Ifenterprice3@gmail.com](mailto:Ifenterprice3@gmail.com) (Designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [Ifjenterprice3@gmail.com](mailto:Ifjenterprice3@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [Ifjenterprice3@gmail.com](mailto:Ifjenterprice3@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email ID**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

**Date: 06.03.2025  
Place: Ahmedabad**

**Sd/-  
Meet Sureshbhai Chhatrala  
(Director)  
DIN: 10778872**

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

**SPECIAL BUSINESS**

**ITEM NO. 1:**

**Increase in the Authorized Share Capital of the Company and consequential alteration of Memorandum of Association of the Company**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from INR 75,06,00,000/- (Rupees Seventy-Five Crores Six Lakh only) divided into 75,06,00,000/- (Seventy-Five Crores Six Lakh) Equity shares of INR 01/- (Rupees One only) to INR 1,30,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 1,30,00,00,000 (One Hundred Thirty Crores) Equity shares of INR 01/- (Rupees One only) each.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on 30<sup>th</sup> December 2024 have recommended to increase the Authorised Share Capital from INR 75,06,00,000/- (Rupees Seventy-Five Crores Six Lakh only) divided into 75,06,00,000/- (Seventy-Five Crores Six Lakh) Equity shares of INR 01/- (Rupees One only) to INR 1,30,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 1,30,00,00,000 (One Hundred Thirty Crores) Equity shares of INR 01/- (Rupees One only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 1** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as an **Ordinary Resolution**.

**ORDINARY BUSINESSES**

**ITEM NO. 2:**

**Regularization of Ms. Dimpleben Arajnabhai Makwana (DIN: 10745925) as Non-Executive Independent Director of the Company**

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Dimpleben Arajnabhai Makwana (DIN: 10745925)**, was appointed as an Additional Non- Executive Independent Director of the Company

on the board of the Company by the directors in their Board Meeting held on **30<sup>th</sup> December, 2024**, with effect from such Board meeting.

A brief profile of **Ms. Dimpleben Arajanbhai Makwana (DIN: 10745925)**, including nature of her expertise, is provided as **Annexure-I** of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Ms. Dimpleben Arajanbhai Makwana (DIN: 10745925)** from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 2** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as an **Ordinary Resolution**.

### **ITEM NO. 3:**

#### **Regularization of Mr. Meet Sureshbhai Chhatrala (DIN: 10778872) as Executive Director of the Company**

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Meet Sureshbhai Chhatrala (DIN: 10778872)**, was appointed as an Additional Executive Director of the Company on the board of the Company by the directors in their Board Meeting held on **30<sup>th</sup> December, 2024**, with effect from such Board meeting.

A brief profile of **Mr. Meet Sureshbhai Chhatrala (DIN: 10778872)**, including nature of his expertise, is provided as **Annexure-II** of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Mr. Meet Sureshbhai Chhatrala (DIN: 10778872)** from Additional Executive Director to Executive Director of the Company liable to retire by rotation.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 3** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as an **Ordinary Resolution**.

### **ITEM NO. 4:**

#### **Regularization of Mr. Pratapsinh Rajput (DIN: 10905542) as Non-Executive Independent Director of the Company**

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Pratapsinh Rajput (DIN: 10905542)**,

was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on **05<sup>th</sup> March, 2025**, with effect from such Board meeting.

A brief profile of **Mr. Pratapsinh Rajput (DIN: 10905542)**, including nature of his expertise, is provided as **Annexure-III** of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Mr. Pratapsinh Rajput (DIN: 10905542)** from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 26<sup>th</sup> March, 2030.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 4** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as an **Ordinary Resolution**.

#### **ITEM NO. 5:**

#### **Appointment of Mr. Sarang Dinesh Likhitkar (DIN: 10986050) as Managing Director of the Company in the category of Key Managerial Personnel**

In accordance with the pursuant to the provisions of Sections 196, 197, 203 of Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re- enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, and in according to the Article of Association of the Companies and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Sarang Dinesh Likhitkar (DIN: 10986050)**, was appointed as Managing Director on the board of the Company by the directors subject to approval of members, in their Board Meeting held on **06<sup>th</sup> March, 2025**, with effect from such Board meeting.

A brief profile of **Mr. Sarang Dinesh Likhitkar (DIN: 10986050)**, including nature of his expertise, is provided as **Annexure-IV** of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Mr. Sarang Dinesh Likhitkar (DIN: 10986050)**, as Managing Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 5** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as an **Ordinary Resolution**.

**Annexure-I to the Notice**

**Additional Information of Director seeking appointment/re-appointment at the First (01<sup>st</sup>) Extra-Ordinary General Meeting (EGM)**

**[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of the Director</b>	Ms. Dimpleben Arajanbhai Makwana
<b>DIN</b>	10745925
<b>Date of Birth</b>	11/12/1987
<b>Date of First Appointment</b>	30/12/2024
<b>Date of Appointment &amp; Terms of Appointment</b>	29/03/2025 As may be decided.
<b>Brief Profile</b>	She is having vast experience in the field of management
<b>Relationship with other Directors/Manager /Key Managerial Personnel</b>	NIL
<b>Number of Board Meetings attended during the FY 2024-2025</b>	3

**Annexure-II to the Notice**

**Additional Information of Director seeking appointment/re-appointment at the First (01<sup>st</sup>) Extra-Ordinary General Meeting (EGM)**

**[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of the Director</b>	Mr. Meet Sureshbhai Chhatrala
<b>DIN</b>	10778872
<b>Date of Birth</b>	29/07/1995
<b>Date of First Appointment</b>	30/12/2024
<b>Date of Appointment &amp; Terms of Appointment</b>	29/03/2025
<b>Brief Profile</b>	He has over 8 years of experience in civil engineering and financial management, making him a seasoned professional in the construction field. Throughout his career, Meet has demonstrated exceptional skills in project management, structural design, and infrastructure development.
<b>Relationship with other Directors/ Manager/ Key Managerial Personnel</b>	NIL
<b>Number of Board Meetings attended during the FY 2024-2025</b>	3



**Annexure-III to the Notice**

**Additional Information of Director seeking appointment/re-appointment at the First (01<sup>st</sup>) Extra-Ordinary General Meeting (EGM)**

**[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of the Director</b>	Mr. Pratapsinh Rajput
<b>DIN</b>	10905542
<b>Date of Birth</b>	16/05/1989
<b>Date of First Appointment</b>	05/03/2025
<b>Date of Appointment &amp; Terms of Appointment</b>	29/03/2025
<b>Brief Profile</b>	Pratapsinh Rajput's unique combination of a 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.
<b>Relationship with other Directors/Manager/Key Managerial Personnel</b>	NIL
<b>Number of Board Meetings attended during the FY 2024-2025</b>	NIL

**Annexure-IV to the Notice**

**Additional Information of Director seeking appointment/re-appointment at the First (01<sup>st</sup>) Extra-Ordinary General Meeting (EGM)**

**[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of the Director</b>	Mr. Sarang Dinesh Likhitkar
<b>DIN</b>	10986050
<b>Date of Birth</b>	17/01/1987
<b>Date of First Appointment</b>	N.A.
<b>Date of Appointment &amp; Terms of Appointment</b>	29/03/2025
<b>Brief Profile</b>	Creative and result-driven brand Corporate Event Org./Manager with 12 yrs. of experience in developing and executing successful Brands / Products Campaigns. Passionate about driving growth and engagement through innovative Brand Promotion Strategies and building Strong relationship with key partners.
<b>Relationship with other Directors/Manager/ Key Managerial Personnel</b>	NIL
<b>Number of Board Meetings attended during the FY 2024-2025</b>	NIL

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

**Date: 06.03.2025  
Place: Ahmedabad**

**Sd/-  
Meet Sureshbhai Chhatrala  
(Director)  
DIN: 10778872**