



INTEGRATED FINANCIAL SERVICES LIMITED

Regd. Off: 304, New Delhi House, 27 Barakhamba Road, New Delhi-110001

• Phone: 011 4307 4307 (30 Lines) • Fax: 011 4307 4315

Website: www.integratedfinancial.in Email: investors@integratedfinancial.in

CIN : L74140DL1992PLC047849

NOTICE

NOTICE is hereby given that **Twenty Seventh (27th) Annual General Meeting** of the members of Integrated Financial Services Ltd will be held on Friday, 28th day of September, 2018 at 10:00 A.M. at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, the Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2018 as recommended by the Board.
3. To appoint a Director in place of Mrs. Rajni Khaneja who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a Director in place of Mr. Kunal Khaneja who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

There is no item for consideration under special Business.

By order of Board of Directors

Place : New Delhi
Date : 13.08.2018

Sd/-
S.C. Khaneja
Director
(DIN: 00042758)

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Corporate Members desiring to send their authorised representative to attend the Meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Board has recommended a dividend of Rs.1.20 (i.e. 12%) per equity share on equity shares of the face value of Rs.10/- each for the FY 2017-18 to shareholders for their approval.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
7. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration as under:
 - To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Friday, September 21, 2018; or
 - To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company/Registrar upto the close of business hours on Friday, September 21, 2018.
8.
 - To prevent fraudulent transactions, members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. Beetal Financial and Computer Services Private Limited at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi, 110062).
 - Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
 - Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS /ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments but companies shall mandatorily print the bank account details of the investors on such payment instruments. Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.
 - Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:
 - (i) the change in the residential status on return to India for permanent settlement
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

10. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/ 24 dated 8th June, 2018 has notified SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience.
11. The Company has designated a separate e-mail ID of the grievance redressal division/compliance officer named 'investors@integratedfinancial.in' exclusively for the purpose of registering complaints by investors.
12. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividend which remains unpaid / unclaimed in the Unpaid Dividend Account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members may note that unclaimed dividend for the Financial Year ended 31st March, 2011 will be due for transfer to the Investor Education and Protection Fund on 27.11.2018. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2011 or any subsequent financial year(s) are requested to lodge their claim with the Company.

Further, as per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred to the Investor Education and Protection Fund (IEPF) Authority.

13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every annual general meeting is done away by MCA's vide notification dated May 7, 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
14. Voting through electronic means (e-voting):
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2018 on 10:00 A.M and ends on 27.09.2018 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date (record date) of 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN i.e. 'Integrated Financial Services Limited' on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at “investors@integratedfinancial.in” with a copy marked to “helpdesk.evoting@cdslindia.com” on or before September 21, 2018, upto 5:00 pm without which the vote shall not be treated as valid.
16. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 24, 2018.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, September 21, 2018. The facility of evoting would be provided once for every Folio / Client-ID, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

19. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
20. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Friday, September 21, 2018, are requested to send the written/email communication to the Company at "investors@integratedfinancial.in" by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. M/s. Vinod & Associates, Practising Company Secretaries (Proprietor: Mr. Vinod, ACS No. 46838, CP No.17203), of Delhi have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer will, after the conclusion of voting at the AGM, scrutinize the votes cast at the meeting and the votes cast through remote evoting, make a consolidated Scrutinizer's report and submit the same to the Chairman or Authorised Person.
22. The results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website at 'www.integratedfinancial.in' and on the website of CDSL. The results will simultaneously be communicated to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).
23. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 28, 2018.

By order of Board of Directors

Place : New Delhi
Date : 13.08.2018

Sd/-
S.C. Khaneja
Director
(DIN: 00042758)



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CIN : L74140DL1992PLC047849

ANNEXURE I

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting Pursuant to under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

As required under this regulation, the particulars of Director, Mrs. Rajni Khaneja and Mr. Kunal Khaneja, Directors, who are proposed to be re-appointed is given below:

Name of Director	Mrs. Rajni Khaneja	Mr. Kunal Khaneja
Date of Birth	04.11.1961	09.06.1984
Age	57 Years	34 Years
Date of Appointment	01.04.2002	13.08.2014
No. of Board Meeting Attended during F. Y. 2017-18	4	4
Nature of Expertise	Commercial Functions	Commercial Functions
Directorship held in other companies	Public Company: NIL Private Company: <ol style="list-style-type: none"> Bullion Engineering Private Limited Chanson Impex India Pvt Ltd Perfect Palaces And Hotels Private Limited White Line Software Private Limited Clover Consultants Pvt Ltd Integrated Master Securities Private Limited 	Public Company: NIL Private Company: <ol style="list-style-type: none"> Integrated Master Securities Pvt Ltd Integrated Commodity Trades Private Limited Jaldhara Merchant Exporters Private Limited Hans Securities Broking Private Limited Sarojini Finance And Investments Private Limited Perfect Palaces And Hotels Private Limited Bullion Engineering Private Limited Chanson Impex India Pvt Ltd
Memberships/ Chairmanship of Committees of the Board of all companies	NIL	NIL
Number of Equity Shares held in the company	8,95,800	2,72,700
Inter-se relationship with other Directors/Manager/KMP	Mr. S. C. Khaneja – Husband Mr. Virender Khaneja –Brother in law Mr. Kunal Khaneja – Son	Mr. S. C. Khaneja – Father Mrs. Rajni Khaneja – Mother Mr. Virender Khaneja – Uncle
Details of Remuneration sought to be paid	Nil	Nil



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CIN : L74140DL1992PLC047849

ATTENDANCE SLIP

I/We hereby record my presence at the Twenty Seventh Annual General Meeting of the Company on Friday, 28th September, 2018 at 10:00 A.M at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110 001

Regd. Folio No.: DP ID/Client Id:

Full Name of Shareholder:

No. of Shares held:

Member's Proxy Name:

Signature of the Shareholder/Proxy/Representatives

*Strike out whichever is not applicable

Note: Please fill in this attendance slip and hand it over at the Entrance of the Hall.



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Form No. MGT-11

PROXY FORM

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

Name of the Company : Integrated Financial Services Limited
Registered Office : 304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi -110 001
Name of the Member(s) :
Registered address :
E-mail Id :
Folio No/Client Id & DP Id :

I/We, being the Member(s) of shares of the above named Company, hereby appoint

- Name:
E-mail Id:.....
Address:.....
Signature:....., or failing him;
- Name:
E-mail Id:.....
Address:.....
Signature:....., or failing him;
- Name:
E-mail Id:.....
Address:.....
Signature:....., or failing him;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on 28th September, 2018 at 10:00 A.M at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110 001 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the resolution	VOTE	
		For	Against
Ordinary Business			
1	Consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, the Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.		
2	Declaration of dividend of 12% (Rupee One and Paise Twenty per share) for the year ended 31 st March, 2018.		
3	Appointment of a Director in place of Mrs. Rajni Khaneja who retires by rotation and being eligible offers herself for the appointment		
4	Appointment of a Director in place of Mr. Kunal Khaneja who retires by rotation and being eligible offers himself for the appointment		
Special Business			
	There is no Special Business to consider.		

As witness my/our hand(s), this..... day of2018.
Signature of the Shareholder/Proxy Holder:

Affix Re 1
/-Revenue
Stamp

Note: Proxies must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for holding the meeting.