

INTEGRATED FINANCIAL SERVICES LIMITED

Regd. Off.: 304, New Delhi House, 27, Barakhamba Road, New Delhi – 110 001

E-mail: compliance@integratedfinancial.in website: www.integratedfinancial.in

Phones: +91-11-43074317

CIN: L74140DL1992PLC0478489

Dated 06th September, 2019

The Executive Director
BSE Ltd.
Pheroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai – 400001

Scrip Code: 500212

Sub: Notice of 27th Annual General Meeting

Reg: Regulation 30(2), 42 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III

Dear Sir,

ANNUAL GENERAL MEETING:

Please be informed that the 27th Annual General Meeting of the company is scheduled to be held on Monday, September 30, 2019 at 10.00 A.M at Plot No. D, Community Centre (Adjoining Ginger Hotel), Opposite East end club, Vivek Vihar, Delhi-110 092.

NOTICE OF THE ANNUAL GENERAL MEETING

Please be informed that the Notice for the Annual General Meeting has been dispatched to the shareholders and a copy of the same is enclosed herewith for your perusal.

BOOK CLOSURE AND RECORD DATE FOR THE PURPOSE OF VOTING AND PAYMENT OF DIVIDEND

Please be informed that pursuant to requirement of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books will remain close from Tuesday, 24th September 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of payment of dividend. (if approved in AGM).

E-VOTING:

Pursuant to Section 108 of Companies act, 2013 Rule 20(1) of Companies (Management & Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will provide its Shareholders the facility to exercise their vote electronically (e-voting) for transacting the of business at the ensuing Annual General



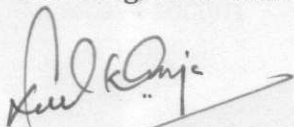
Meeting to be held on Monday, 30th September, 2019 by electronic means. The Company would be availing e-Voting Services of National Securities Depository Limited.

Further, pursuant to Rule 20 (3) (vii) of the Companies (Management & Administration) Rules 2014 the Company has affixed 23rd September, 2019 as the relevant date / cutoff date to determine the shareholders (holding equity shares in vote electronic and physical form) eligible to cast their vote electronically for the business to be transacted at the ensuing Annual General Meeting of the Company. The e-voting period commences on September 27, 2019 (10:00 A.M. IST) and ends on September 29, 2019 (05:00 P. M. IST) both days inclusive.

Please take the same as compliance with the subject referred above.

Yours faithfully,

For Integrated Financial Services Limited



Kunal Khaneja

Director

(DIN: 00347845)

Encl: As above



NOTICE

NOTICE is hereby given that Twenty Seventh (27th) Annual General Meeting of the members of Integrated Financial Services Ltd will be held on Monday, 30th day of September, 2019 at 10:00 A.M. at Plot No. D, Community Centre (Adjoining Ginger Hotel), Opposite East end club, Vivek Vihar Delhi-110 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, 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 final dividend for the year ended 31st March, 2019 as recommended by the Board, if any.
3. Appointment of a Director in place of Mr. C Khanna who retires by rotation in terms of Section 162 (6) of the Companies Act, 2013 and being eligible offers himself for the appointment.
4. Appointment of a Director in place of Mr. Vinod Kumar Khanna who retires by rotation in terms of Section 162 (6) of the Companies Act, 2013 and being eligible offers himself for the appointment.

SPECIAL BUSINESS:

There is no item for consideration under Special Business.

By order of Board of Directors
sd/-
S.C. Khanna
Director
(DIN: 00041788)

Place : New Delhi
Date : 13.09.2019

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 authorized 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/ proxy 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. 090 (i.e. 09%) per equity share on equity shares of the face value of Rs 10/- each for the FY 2018-19 to shareholders for their approval.
6. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
7. Subject to the provisions of the Companies Act, 2013, 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 MCDL and CDSL at the end of business day on Monday, September 23, 2019; 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 Monday, September 23, 2019.
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, 2nd Floor, 99 Madanpuri, behind Insal Shopping Centre, Near Dada Kaur Bhandra Market, 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 MCDL, 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

- 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.
- 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.
- 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.
- 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.
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.
- 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 National Securities Depository Limited ("NSDL").
- 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 27.09.2019 on 10:00 A.M and ends on 29.09.2019 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 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evoting.nsdl.com.
- (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (iv) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (v) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- (vi) Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- (vii) Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (viii) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (ix) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (x) Now, you will have to click on "Login" button
- (xi) After you click on the "Login" button, Home page of e-Voting will open.
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to by e-mail to investors@integratedfinancial.in with a copy marked to evoting@nsdl.co.in.
 15. 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 August 29, 2019.
 16. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, September 23, 2019. The facility of evoting would be provided once for every Folio / Client-ID, irrespective of the number of joint holders.
 17. 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 Monday, September 23, 2019 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.
 18. 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.
 19. 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. Monday, September 23, 2019, 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.
 20. M/s. CHARU SANDEEP & CO, Practicing Company Secretaries (Proprietor: Ms. Charu, ACS No. 54193, CP No. 21236), 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.
 21. 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 NSDL. The results will simultaneously be communicated to the stock exchange viz. BSE Limited.
 22. 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. Monday, September 30, 2019.

Place : New Delhi
Date : 13.08.2019

By order of Board of Directors

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



ANNEXURE 1

Details of the Directors seeking appointment/re appointment at the Annual General Meeting Pursuant to under Regulation 26(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, Mr. S C Khanna and Mr. Virender Khanna, Directors, who are proposed to be re appointed is given below:

| Name of Director | Mr. S C Khanna | Mr. Virender Khanna |
|---|---|---|
| Date of Birth | 1301.1966 | 0901.1967 |
| Age | 64 | 63 |
| Date of Appointment | 04.03.1991 | 01.10.1997 |
| No. of Board Meeting Attended during F. Y. 2018-19 | 4 | 4 |
| Nature of Expertise | Commercial Functions | Commercial Functions |
| Directorship held in other companies | Public Company: NIL Private Company: 1. Integrated Master Securities Pvt Ltd 2. Integrated Community Trades Pvt Ltd 3. Bullina Engineering Pvt Ltd 4. Ekansa Inpex India Pvt Ltd 5. Clover Consultants Pvt Ltd 6. Sarjini Finance And Investments Pvt Ltd 7. Kans Securities Broking Pvt Ltd 8. Jadhava Merchant Exporters Pvt Ltd 9. Perfect Palaces And Hotels Private Limited 10. Niss Horticulture Pvt Ltd | Public Company: NIL Private Company: 1. Clover Consultants Pvt Ltd 2. Integrated Master Securities Pvt Ltd 3. Integrated Community Trades Pvt Ltd |
| Memberships/ Chairmanship of Committees of the Board of all companies | 1. Audit Committee - Membership 2. Nomination and Remuneration Committee - Membership | NIL |
| Number of Equity Shares held in the company | 11,66,113 | 1,63,349 |
| Inter-se relationship with other Directors/Manager/ KMP | Mrs. Rajni Khanna - Wife Mr. Kunal Khanna - Son Mr. Virender Khanna - Brother | Mr. S. C. Khanna - Brother |
| Details of Remuneration sought to be paid | NIL | NIL |



**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, 17, Barakhamba Road, New Delhi-110001**
 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, here by appoint

1. Name:
 E-mail id:
 Address:
 Signature: or falling here,
2. Name:
 E-mail id:
 Address:
 Signature: or falling here,
3. Name:
 E-mail id:
 Address:
 Signature: or falling here,

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 Monday, 30th September, 2019 at 10:00 A.M. at Plot No. D, Community Centre, Vivek Vihar-110091 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 31 st March, 2019, 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 09% (Nine per cent) for the year ended 31 st March, 2019. | | |
| 3 | Appointment of a Director in place of Mr. V. L. Khanna who retires by rotation and being eligible offers himself for the appointment | | |
| 4 | Appointment of a Director in place of Mr. Vineet Khanna 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 of2019.
 Signature of the Shareholder/Proxy Holder:

AUCR/Rel
 /-Res/Ver De
 Stamp

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

TEAR HERE

ATTENDANCE SLIP

I/We hereby record my/our presence at the Twenty seventh Annual General Meeting of the Company on Monday, 30th September, 2019 at 10:00 A.M. at Plot No. D, Community Centre, Vivek Vihar-110091.

Regd. Folio No: DP ID/ Client Id:

Full Name of Shareholder:

No. of share held:

Member's Proxy Name:

Signature of the Shareholder/Proxy Representative:

*Strike out whichever is not applicable

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