

**22nd
Annual Report
2012-13**



INTEGRATED FINANCIAL SERVICES LTD.



Integrated Financial Services Ltd.

Integrated Financial Services Ltd.

Board of Directors	:	Sh. S.C. Khaneja, Chairman Smt. Rajni Khaneja, Wholetime Director Sh. Virender Khaneja, Director Smt. Rachna Batra, Director Sh. Sunil Sobti, Director Sh. S. P. Oberoi, Director
Registered Office	:	303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001.
Bankers	:	The Royal Bank of Scotland HDFC Bank Ltd.
Auditors	:	M/s. Dua & Kumar, Chartered Accountants P-1, Piliangi, Sarojini Nagar, New Delhi-110023.

NOTICE

NOTICE is hereby given that **Twenty Second Annual General Meeting** of INTEGRATED FINANCIAL SERVICES LTD will be held on Monday, 30th day of September, 2013 at 10.00 A.M. at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, 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, 2013.
3. To appoint a Director in place of Mr. Sunil Sobti who retires by rotation and being eligible offers himself for the reappointment.
4. To appoint a Director in place of Mr. S.P. Oberoi who retires by rotation and being eligible offers himself for the reappointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of Board of Directors

Sd/-

S.C. KHANEJA

Director

Date : 13.08.2013

Place : NewDelhi

NOTES :

1. A member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on a poll on his/her behalf and such proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered office of the company not less than 48 hours before the commencement of this Annual General Meeting.
2. The Register of Members and the Share transfer books of the Company will remain closed from Monday, 23rd September 2013 to Monday, 30th September 2013 (both days inclusive).
3. The disclosures required under clause 49 of the listing agreement in respect of the directors being appointed/reappointed at this Annual General Meeting are given in the annexure to this Notice.
4. Members holding shares in physical mode are requested to intimate any change in their address immediately. Members/ Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting.
5. Those members who are still holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants registered with SEBI.
6. Members who hold shares in dematerialized form are requested to bring their Client-ID and DP-ID for easy identification of attendance at the meeting.

Date : 13.08.2013
Place : NewDelhi

By order of Board of Directors
Sd/-
S.C. KHANEJA
Director

DIRECTOR'S REPORT

To

The Members,

Your Directors have pleasure in presenting the Twenty Second Annual Report together with the Audited Statement of Accounts of the company for the year ended 31st March, 2013

FINANCIAL RESULTS

	YEAR ENDED 31ST MARCH, 2013	YEAR ENDED 31ST MARCH, 2012
	(Rs. in Lakhs)	
Income from Operation	262.38	223.32
Profit before Depreciation and Tax	232.41	192.32
Depreciation	1.74	2.88
Profit before Tax	230.67	189.44
Provision for Tax	39.74	31.08
Profit After Tax	190.93	158.36
Proposed Dividend	36.00	24.00
Tax on Dividend	5.84	3.90
Transfer to General Reserve	149.16	130.53

OPERATIONS

On a Consolidated basis, the Income from Operations of the Company for the financial year 2012-2013 stood at Rs. 262.38 Lacs against of Rs. 223.32 Lacs in the previous year. The profit after tax stood at Rs. 190.93Lacs during the year under review against Rs. 158.36 Lacs during the previous year.

DEPOSITS

The company has neither accepted nor invited any fixed deposit within the meaning of Companies (Acceptance of Deposits) Rules' 1975 from the public during the year.

DIVIDEND

The Directors are pleased to recommend the payment of dividend of 6% (Paise Sixty per share) for the year under review. The dividend, if declared, at the ensuing Annual General Meeting, will be paid to those members whose name appears in the Register of Members on 21st September 2013. In respect of the shares held in electronic form, the dividend will be paid to those persons whose names shall appear as beneficial owners at the close of the business hours on Saturday, 21st September 2013 as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. The Payment of dividend will entail an outlay of Rs. 36 Lacs. The Company will also have to bear the distribution tax of Rs. 5.84 Lacs.

DIRECTORS

In accordance with the provisions in section 256 of the Companies Act, 1956 and the Articles of Association of the company, Mr. Sunil Sobti and Mr. S.P Oberoi, Directors retire by rotation and being eligible offer themselves for the reappointment.

Brief resume of the Directors proposed to be reappointed, nature of their experience in specific functional areas and names of the Companies in which they hold directorships and memberships/chairmanships of Board/ Committees, as stipulated under Clause 49 of Listing Agreement with Bombay Stock Exchange Limited, are provided in the Report on Corporate Governance forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 217(2AA) of the Companies Act, 1956, your Directors wish to state that:

1. in the preparation of the annual accounts, for the year ended 2012-2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of your company for that period;
3. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. they had prepared the Annual Accounts of the Company on a 'Going Concern' basis.

CORPORATE GOVERNANCE

During the Financial Year 2012-13, the company has complied with all the norms of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

A detailed report on Corporate Governance forms part of the Annual Report of the company. A certificate from the Auditors of the company confirming compliance with the requirements of Corporate Governance Clause of the Listing Agreement is annexed to the Report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis also accompanies this report.

LISTING OF SHARES

Presently, the shares of the company are listed at the Bombay Stock Exchange Limited, Mumbai. The company has paid the Annual Listing fee for the year under review to the stock exchange.

AUDITORS

M/s. Dua and Kumar, Chartered Accountants, New Delhi, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITORS REMARKS

The observations made by the Auditors with reference to notes on to the accounts for the year under report are self-explanatory and need no further comments from the directors.

PARTICULARS OF EMPLOYEES

There is no eligible employee whose particulars under Section 217(2A) of the Companies Act, 1956 are called for.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Director) Rules, 1988, is not being furnished as the same is not applicable. No particulars are furnished on conservation of energy and technology absorption. There was no foreign exchange earning or outgo during the year under review.

ACKNOWLEDGEMENTS

The directors place on record their appreciation of the excellent performance and hard work put in by the employees at all levels in the company's growth and development. The Directors also convey their grateful thanks to the esteemed shareholders and bankers for their continued cooperation, support and the confidence reposed by them in the company.

By order of Board of Directors

Sd/-

S.C. KHANEJA

Chairman

Date : 13.08.2013

Place : NewDelhi

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW: The financial Year 2012-13 was, on the whole, a mixed year for the Indian economy. Financial year 2013 bought some respite to investors, after a dismal financial year 2012. The year started on a worrying note, owing to announcement of retrospective taxing of Fills. According to the first advance estimates of national income for the year 2012-13 of the Central Statistics Office (CSO), the Indian economy is expected to grow at its slowest pace in a decade at a mere 5 per cent in 2012-13, on the back of dismal performance by the farm, manufacturing and services sectors. According to the CSO's advance estimates Services sector, including finance, insurance, real estate and business services are likely to grow by 8.6 per cent during this fiscal year against 11.7 percent in the last fiscal year.

INDUSTRY OVERVIEW: The equity market performed comparably better this year than the broader economy. Yours is an Investment oriented Company. We depend on the market sentiments. As compared to last year, the market sentiments are healthy for investment and market experts feel that the sensex will perform better in the current year as compared to the last year. Meanwhile, to further strengthen the market, the Central Government continues to implement measures to attract more domestic investors to the capital markets, in particular the Rajiv Gandhi Equity Saving Scheme (RGESS) which is expected to be a game changer for the Industry.

OPPORTUNITIES AND THREATS: The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs. Your Company as an NBFC is engaged predominantly in the business of investment. The future business prospects are closely linked and influenced by global events and hence there is an amount of uncertainty in the near term outlook of the stock market. The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. Your company is conscious of the same and prudent business and risk management practices followed by the Company over the years helped it to mitigate the normal industry risk factors, which inter-alia include economic/business cycle, fluctuation in the stock prices in the market, besides the interest rate volatility and credit risk. Improved sentiments in the secondary markets will also enhance the participation of investors across segments thereby helping the prospects of equity brokerage business.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

Your Company is mainly engaged in investment activities, which is the only business segment. Segment-wise reporting is not applicable to your company.

OUTLOOK: Your Company is mainly engaged in investment of shares and of other companies. It has 49% equity stake in Integrated Master Securities (P) Ltd., which is a member of National Stock Exchange of India Ltd., Bombay Stock Exchange Ltd., Delhi Stock Exchange Ltd., The Ludhiana Stock Exchange Association Ltd., The Vadodara Stock Exchange Ltd., MCX-SX Stock Exchange and United Stock Exchange Limited and Depository Participant of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL).

RISK AND CONCERNS: The Company's operation involves inbuilt risk due to uncertain economic condition and unforeseen events beyond the Company's control. The company appreciates the varied forms of risk inherent in our industry and we continue to scrutinize our risk management system.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY: The Company has an adequate and effective system of internal controls for business processes, with regard to operations, financial reporting, compliance with applicable laws and regulations, etc. Clearly defined roles and responsibility for managerial positions gives strength to the internal control system of the organization. The Company believes that transparency of policies and operation and systems and control are keys to the success of any organization.

Additionally, we have set up adequate internal controls and systems to ensure that the Company is functioning in a balanced way and that any conflicting occurrences are taken care of. Regular Internal Audits and checks ensure that responsibilities are executed effectively. Key issues are specifically brought to the attention of the Audit Committee and deliberated in detail along with the action plan.

HUMAN RESOURCES: The company's success depends largely upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The emphasis has been given on proper recruitment of talent and empowerment while devoting resources for their continuous development. The company places significant importance to its human capital. The Company believes in sharing the growth and prosperity based on performance and potential. The Company has adequate and experienced professionals having varied experience related to the Industry to carry out its various operation.

The Company has been paying special attention to improve the skill set of the employees through various training programs. All employees are encouraged and incentivised to get themselves certified in relevant industry standard certifications such as NCFM, BCDE, NISM & AMFI.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The basic philosophy of the Company on Corporate Governance is to achieve business excellence and to create and enhance the value for its Stakeholders. Corporate Governance deals with conducting the affairs of the Company in such a manner as to ensure that there is fairness to all the stakeholders and action benefit the greatest number of stakeholder.

Our policies and practices are framed keeping in view long term shareholder values without compromising on the ethical standards and corporate responsibilities. We uphold the core values of integrity, transparency and accountability which form the foundation upon which our business is built.

BOARD OF DIRECTORS:

- a) **Composition:** The composition of the Board is governed by the Companies Act, 1956, the Listing Agreement and Articles of Association of the company. The Board comprises of a Non-executive Chairman and five directors. Out of total strength of six directors, three directors are promoter directors and three are non-promoter directors. One of the directors is Executive Director and remaining five directors are Non-executive Directors out of which three are independent directors. There are no nominee directors and institutional directors on the Board of the Company.
- b) **Board Meetings:** The Board meets at least once a quarter and the time gap between two Board Meetings is not more than four calendar months. During the financial year 2012-2013, the Board of Directors met five times on 25th May 2012, 08th August, 2012, 29th September, 2012, 07th November, 2012 and 07th February, 2013.

The information regarding the meetings attended by the Directors is given below: -

Name of Director	Category of Director	No. of meetings attended/Attendance of Board Meetings	Total No. of other Directorship in public Ltd. Companies	Attendance at last AGM	Committee Member ship	Committee Chairman ship
Sh S.C.Khaneja	Chairman, Promoter, Non-Executive	5	1	Yes	1	—
Smt Rajni Khaneja	Promoter, Executive	5	Nil	Yes	—	—
Sh Virender Khaneja	Promoter, Non-Executive	5	Nil	Yes	—	—
Ms. Rachna Batra	Independent, Non-executive	5	1	Yes	2	2
Sh Sunil Sobti *	Independent, Non-executive	5	Nil	Yes	2	—
Sh S.P. Oberoi *	Independent, Non-executive	5	Nil	Yes	—	—

Mr. Sunil Sobti and Mr. S.P Oberoi, Directors of the company, retire by rotation at the ensuing Annual General meeting and offer themselves for re-appointment.

Mr. Sunil Sobti is a Fellow member of The Institute of Company Secretaries of India, L.L.B (Delhi University). He has an experience of nearly 13 years in the financial and capital market.

Mr. S.P Oberoi is a Fellow member of The Institute of Company Secretaries of India, L.L.B (Delhi University) and also holds a certificate in proficiency of Law. He has a rich experience of nearly 43 years in the area of Law and Accounts. He has worked as Company Secretary in Imation (India) Private Ltd. from 2006 to 2009. He has worked as Company Secretary from 1993 to 2006 in Synthesis Medical (P) Ltd. Before such joining he worked in M/s Gem India Ltd. as group Company Secretary from 1974 to 1993. During the period 1965 to 1974, he has worked as Company Secretary with Delhi Safe Deposit Company Ltd.

Relationship of Directors with Other Directors

Name of Director	Relationship	Other Director Name
Sh. S.C.Khaneja	Husband	Smt. Rajni Khaneja
Sh. S.C.Khaneja	Brother	Sh. Virender Khaneja

Other directors are not related to each other.

- (c) **Periodic review of compliances of all applicable laws:** The Company has adopted a system whereby all the Acts, legislations rules and regulations applicable to the company have been identified and compliance with such Legislations, rules and regulations is monitored by the compliance officer on a regular basis.

COMMITTEE OF THE BOARD

1. AUDIT COMMITTEE

In compliance of the provisions of Corporate Governance under Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956 the company has a qualified Audit Committee. It comprises of 3 directors i.e. Shri S.C.Khaneja, Mrs. Rachna Batra and Sh. Sunil Sobti, all being Non-executive directors. Mrs. Rachna Batra and Mr. Sunil Sobti are independent directors. Mrs. Rachna Batra is heading the Committee and was also present at the Annual General Meeting, as mandated under the listing agreement. All the members are financially literate having accounting and related financial management expertise.

During the year under review, the Audit Committee met Five times during the year. The attendance of the members of the Committee during the financial year 2011-2012 is given as below:

Committee Member	Category	No. of Meetings Attended
Ms. Rachna Batra.	Member, Chairperson	5
Mr S.C.Khaneja	Member, Director	5
Mr. Sunil Sobti	Member, Director	5

2. REMUNERATION COMMITTEE:

None of the Managerial Personnel have received or drawn any remuneration during the year under report. Therefore, the constitution of Remuneration committee will not serve any purpose in view of the limited staff, present operations and activities of the company

Mrs. Rajni Khaneja, Executive Director has drawn a remuneration of Rs. 20000/- (Rupees Twenty Thousand) per month from the company subject to TDS. Non-Executive directors do not draw any remuneration from the company except sitting fees of Rs. 2500/- per meeting.

3. SHAREHOLDERS/INVESTOR GRIEVANCE COMMITTEE:

As a measure of good Corporate Governance and to focus on the shareholders' grievances and towards strengthening investor relations, Shareholders/Investors Grievance Committee has been constituted as a Committee of the Board.

CONSTITUTION AND COMPOSITION:

The Company has a specific Committee to consider matters relating to Shareholder's/Investor's grievances.

The Shareholders / Investors Grievance Committee comprises of two non-executive (all being independent) directors as members namely Mrs. Rachna Batra and Mr. Sunil Sobti.

Committee Member	Category
Ms. Rachna Batra	Member, Chairperson
Mr. Sunil Sobti	Member, Director

Mr. S.C.Khaneja, Chairman being a qualified Company Secretary (FCS) is the Compliance Officer of the company.

No complaint has been received from the shareholders during the year. No share transfers were pending as on 31st March 2013. No dematerialization requests were pending as on 31st March 2013.

POSTAL BALLOT:

None of the special resolutions were passed through postal ballot during the last year.

GENERAL BODY MEETINGS:

Detail of last three Annual General Meetings is as follows:-

Year	Venue	Date	Time	No. of Special Resolution Passed at AGM
2011-2012	303-304, New Delhi House, 27, Barakhamba Road, New Delhi-110001	29.09.2012	10.00A.M	None
2010-2011	303-304, New Delhi House, 27, Barakhamba Road, New Delhi-110001	30.09.2011	10.00A.M	None
2009-2010	303-304, New Delhi House, 27, Barakhamba Road, New Delhi-110001	29.09.2010	10:00 A.M.	None

DISCLOSURES:

- During the year, there was no material/significant transaction with the directors or the management, their relatives, etc. that have any potential conflict with interest of the Company at large. Related party disclosures are provided in Notes to the accounts forming part of the accounts in accordance with the provisions of Accounting Standard-18 Related Party Disclosures issued by the Institute of Chartered Accountants of India.
- There is no deviation in following the treatments prescribed in any Accounting Standard (AS) in the preparation of the financial statements of the Company.
- The Company has laid down procedures for risk management, assessment and its minimization. The management team places an update on risk management to the Board at its meetings.
- The Stock Exchanges, RBI, SEBI or any other Statutory Authority has not imposed any penalty or strictures during the last three years.
- The Board of Directors has adopted the code of conduct for Board Members and the senior management personnel. The said code has been communicated to the Directors and Members of the senior management, and they have affirmed their compliance with the said record.
- The Company has complied to the extent applicable with all the mandatory requirements of Clause 49 of the Listing Agreement in respect of Corporate Governance.

MEANS OF COMMUNICATION

- Quarterly Disclosures:** The quarterly/half yearly results of the company are published in "Money Maker" (English Edition), "Dainik Mahalakshmi" (Hindi Edition).
- Website:** There is no Website of the company. Financial results/Shareholding Pattern/Important announcements are being sent to the Bombay Stock Exchange Limited where the shares of the company are listed, for putting in their website.
- News Release, Presentation etc.:** The Company has not made any official Bulletin for circulation so far. There are no institutional investors in the company and no presentations are being made to analysts.

Designated Exclusive E-MAIL ID: The Company has designated an e-mail ID called 'investorrelations@rediffmail.com' exclusively for redressal of shareholders complaints/grievance. For any query please write us at investorrelations@rediffmail.com

GENERAL SHAREHOLDERS INFORMATION:**(A) DATE, TIME AND VENUE OF ANNUAL GENERAL MEETING:**

Time	10:00 a.m.
Day	Monday
Date	30 th September, 2013
Venue	303-304, 3 rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110 001

(B) FINANCIAL CALENDAR 2012-2013 (TENTATIVE):

SCHEDULE FINANCIAL REPORTING	TENTATIVE DATE
For the quarter ending June 2013	Mid of Aug. 2013
For the quarter ending September 2013	Mid of Nov. 2013
For the quarter ending December 2013	Mid of Feb. 2014
Annual Result for the year March 2014	End of May 2014

(C) DATES OF BOOK CLOSURE:

The Share transfer books of the company will remain closed from 23rd September 2013 to 30th September, 2013 (both days inclusive) for the purpose of AGM.

(D) DIVIDEND PAYMENT DATE:

The Dividend if declared at the AGM, shall be paid to those shareholders whose name appears on the Register of members as on 21st September, 2013 and in respect of Shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners at the close of the business hours on 21st September, 2013.

(E) LISTING:

The Securities of the Company are listed on : Bombay Stock Exchange Limited (BSE),
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001.

Annual Listing fee for the financial year 2013-14 has been paid by the Company to BSE.

(F) STOCK CODE:

Bombay Stock Exchange Limited : 500212
ISIN for Equity Shares : INE898B01017

(G) REGISTRAR & TRANSFER AGENT:

The Company has appointed Beetal Financial & Computer Services Pvt. Ltd., 99, Beetal House, Madangir, New Delhi-110 062, as Physical and Electronic Registrar through which the shares of the Company are available for transfer as well as dematerialization.

(H) SHARE TRANSFER SYSTEM:

Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if the documents are clear and in order in all respects. The shares of the Company are traded on the Bombay Stock Exchange Limited compulsorily in Demat form. The Company has participated as an issuer both with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL). The International Securities Identification Number (ISIN) is INE898B01017.

(I) DISTRIBUTION OF SHAREHOLDING: AS ON 31ST MARCH 2013

	Category	No. of Shares held	%age of Shareholding
A.	Promoter's Holding		
	Indian Promoters	4474192	74.57
	Foreign Promoters	Nil	Nil
	Sub-Total	4474192	74.57
B.	Non-Promoters Holding		
a.	Institutional Investors	Nil	Nil
b.	Mutual Funds and UTI	Nil	Nil
c.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-government institutions)	Nil	Nil
d.	FII's	Nil	Nil
	Sub-Total	NIL	NIL
C.	Others		
a.	Private Corporate Bodies	258775	4.31
b.	Indian	1250303	20.84
c.	Other		
i)	Non Resident Indian	127	0.00
ii)	Clearing Member	0	0.00
iii)	HUF	16603	0.28
	Sub-Total	1525808	25.43
	Grand Total	60,00,000	100.00

(J) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion dates and likely impact on equity. The company has not, as of now, issued any GDRs/ADRs/Warrants or any Convertible Instruments.

(K) DEMATERIALIZATION OF SHARES:

As on 31st March 2013, 85.48% of the capital comprising 51, 28,602 shares was dematerialized with Depository Participants.

(L) ADDRESS FOR CORRESPONDENCE:

Registered Office : 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001.

Telephone Nos. : 4307 4307 (30 Lines)

Fax : 4307 4315

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DP).

(M) STOCK MARKET DATA:

The Stock Market Data of the company at BSE is furnished hereunder:

Month	High (Rs.)	Low (Rs.)
April, 2012	23.90	19.05
May, 2012	27.75	23.75
June, 2012	28.65	28.65
July, 2012	30.05	27.25
August, 2012	26.00	24.75
September, 2012	25.95	24.70
October, 2012	23.50	20.20
November, 2012	-	-
December, 2012	22.20	20.05
January, 2013	22.05	18.15
February, 2013	17.25	16.45
March, 2013	17.65	14.55

COMPLIANCE WITH NON MANDATORY REQUIREMENTS

- The company has not fixed the tenure for the Independent Directors on the Board of the Company.
- The Board has not set up the Remuneration Committee.
- The company has not yet adopted any training program for the members of the Board.
- The company has not adopted any Whistle Blower Policy.

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

It is hereby affirmed that all the directors and the senior management personnel have complied with the Code of Conduct framed by the company and a confirmation to that effect has been obtained from the directors and senior management.

CEO/CFO CERTIFICATION

A certificate from the Chairman as per the requirement of paragraph V of the revised Clause of the Listing Agreement was placed before the Table.

Date : 13.08.2013

Place : New Delhi

By order of Board of Directors

Sd/-

S.C. KHANEJA

Chairman

Auditors' Certificate on Compliance of Corporate Governance Under Corporate Governance Clause of the Listing Agreement

To,

The Members of Integrated Financial Services Limited,

We have examined the compliance of conditions of Corporate Governance procedures by **Integrated Financial Services Limited** during the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor grievances received during the year ended 31st March, 2013, no investor grievances are pending against the company for a period exceeding one month as on 31st March, 2013, as per the records maintained by the company and presented to Investors'/Shareholders' Grievance Committee.

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

Date : 24.05.2013

Place : NewDelhi

For Dua & Kumar
Chartered Accountants
Firm Regn. No. 007411N

Sd/-
Mahesh Kumar
Proprietor
M. No. 085757

AUDITORS' REPORT

To

The Members of Integrated Financial Services Limited

We have audited the attached Balance Sheet of Integrated Financial Services Limited, as at 31st March, 2013 and also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- 1) As required by the Companies (Auditor's Report) Order, 2003 issued by Government of India in terms of Sub-Section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said order.
- 2) Further to our comments in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our Audit.
 - ii) In our opinion, proper books of accounts as required by the law have been kept by the company so far as appears from our examination of those books.
 - iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - iv) In our opinion, Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - v) On the basis of written representations received from the Directors, as on 31st March, 2013 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2013 from being appointed as Director in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required read together with other notes to accounts, gives a true and fair view in conformity with the accounting principle generally accepted in India:
 - a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2013;
 - b) In the case of Statement of Profit & Loss Account of the profit for the year ended on that date; and
 - c) In the case of Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

Date : 24.05.2013
Place : NewDelhi

For Dua & Kumar
Chartered Accountants
Firm Regn. No. 007411N

Sd/-
Mahesh Kumar
Proprietor
M. No. 085757

ANNEXURE TO THE AUDITORS REPORT

Statement referred to in paragraph (1) of our report of even date to the member of the Integrated Financial Services Limited on the accounts for the year ended 31st March, 2013.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The Fixed Assets have been physically verified by the management during the year and there is also a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) No substantial part of fixed assets have been disposed off during the year.
2. The company does not have any inventory during the year.
3. (a) The company has given loans to the companies, firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956.
(b) The company has not taken any loans, secured or unsecured from the companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sales of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. (a) According to the information and explanations given to us, we are of the opinion that the transaction that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees Five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of section 58A and 58 AA of the Companies Act, 1956.
7. In our opinion, the company has internal audit system commensurate with the size and nature of the business.
8. As explained to us the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in the case of the company.
9. (a) The company is not covered under Provident Fund and the ESI Act.
(b) According to information and explanations given to us, no undisputed amounts is payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty and Excise Duty were in arrears, as at 31.03.2013 for a period of six months from the date they became payable.
10. There are no accumulated losses at the end of financial year. The company has also not incurred cash losses during the financial year covered by our audit and preceding financial year.

11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
12. According to information & explanations given to us, the company has not given any loan and advances on the basis of security by way of pledge of shares, debentures and other securities
13. The Company is not a chit fund. Therefore, the provisions of clause 4 (xiii) of Companies (Auditor Report) Order, 2003 are not applicable to the company.
14. In our opinion, the company has maintained proper records of transactions and contracts in respect of trading in securities, debentures and other investments. And timely entries have been made therein. All shares and debentures and other investments have been held by the company in its name.
15. According to information & explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not raised any term loan during the year
17. According to the information and explanations given to us and on an overall examination of the Company, we report that the no funds raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets.
18. According to the information and explanation given to us, the company has not made preferential allotment of share to parties and companies during the year, covered in the register maintained under section 301 of the Act.
19. The Company has not issued debentures during the year.
20. The Company has not raised any money through public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported in the course of our audit.

Date : 24.05.2013
Place : NewDelhi

For Dua & Kumar
Chartered Accountants
Firm Regn. No. 007411N

Sd/-
Mahesh Kumar
Proprietor
M. No. 085757

Balance Sheet as at 31st March 2013

(Currency : Indian Rupees)	Note	As at 31st March 2013	As at 31st March 2012
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2.1	60,000,000.00	60,000,000.00
(b) Reserves and Surplus	2.2	218,893,060.93	203,976,716.13
Shareholder's Funds		278,893,060.93	263,976,716.13
NON-CURRENT LIABILITIES			
(a) Long term provisions	2.3	270,388.00	277,626.00
CURRENT LIABILITIES			
(a) Other current liabilities	2.4	205,830.90	194,860.94
(b) Short term provisions	2.5	8,197,800.00	5,936,825.00
		8,403,630.90	6,131,685.94
TOTAL		287,567,079.83	270,386,028.07
ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets	2.6	503,633.00	677,489.00
CURRENT ASSETS			
(a) Current Investments	2.7	169,529,444.64	164,103,139.48
(b) Cash and bank balances	2.8	543,609.77	7,114,901.77
(c) Short-term loans and advances	2.9	5,422,793.00	4,734,655.00
(d) Other current assets	2.10	111,567,599.42	93,755,842.82
		287,063,446.83	269,708,539.07
TOTAL		287,567,079.83	270,386,028.07
Significant accounting policies and notes to the financial statements	1,2 & 3		

As per our report of even date attached,
for DUA & KUMAR
 Chartered Accountants
 Firm Regn. No. – 007411N

For and on behalf of the Board of Directors

(Mahesh Kumar)
 Proprietor
 Membership No. – 085757

S.C. Khaneja
 Director

Rajni Khaneja
 Director

Dated : 24th May, 2013
 Place : New Delhi

Statement of Profit and Loss for the year ended 31 March, 2013

(Currency : Indian Rupees)	Note	For the year ended 31st March, 2013	For the year ended 31st March, 2012
Revenue from operations			
Interest income	3.1	9,237,574.13	10,451,512.64
Income From Operation	3.2	17,000,414.73	9,469,101.45
Other income	3.3	0.00	2,411,592.00
Total revenue		26,237,988.86	22,332,206.09
Expenses			
Employee benefit expenses	3.4	952,197.00	1,120,600.00
Depreciation and amortization expenses	2.6	173,856.00	288,375.00
Other expenses	3.5	2,044,810.06	1,979,358.71
Total expenses		3,170,863.06	3,388,333.71
Profit before tax		23,067,125.80	18,943,872.38
Tax expense:			
Income tax		3,966,771.00	3,101,371.00
Profit for the year		19,100,354.80	15,842,501.38
Share of minority interest in profit for the year		-	-
Profit for the year after minority interest		19,100,354.80	15,842,501.38
Earnings per share (Rs.) (Face value Rs.10/- each)			
- Basic		3.18	2.64
- Diluted		3.18	2.64
Significant accounting policies and notes to the financial statements	1,2 & 3		

As per our report of even date attached.
for DUA & KUMAR
Chartered Accountants
Firm Regn. No. – 007411N

For and on behalf of the Board of Directors

(Mahesh Kumar)
Proprietor
Membership No. – 085757

S.C. Khaneja
Director

Rajni Khaneja
Director

Dated : 24th May, 2013
Place : New Delhi

Cash Flow Statement for the year ended 31st March 2013

(Currency : Indian Rupees)	For the year ended 31st March, 2013	For the year ended 31st March, 2012
A. Cash flow from operating activities		
Profit before tax	23,067,126.00	18,943,872.00
Adjustments for		
Depreciation and amortization expenses	173,856.00	288,375.00
Interest	(9,237,574.00)	(10,451,513.00)
Rent	-	(600,000.00)
Profit on Sale of Fixed Assets	-	(1,811,592.00)
Operating cash flow before working capital changes	14,003,408.00	6,369,142.00
Adjustments for		
Trade Payables	10,970.00	(23,032.00)
Investment (Net)	(5,426,305.00)	28,983,613.00
Tax Paid (Net)	(3,707,662.00)	(4,444,111.00)
Cash Generated From Operations	(9,122,997.00)	24,516,470.00
Net cash Used in Operating Activities - A	4,880,411.00	30,885,612.00
B. Cash flow from investing activities		
Rent From Property	-	600,000.00
Interest Income	9,237,574.00	10,451,513.00
Other Assets	(17,811,757.00)	(32,935,849.00)
Loans And Advances	(88,000.00)	193,500.00
Sale of Fixed Assets	-	3,277,500.00
Net cash used in investing activities - B	(8,662,183.00)	(18,413,336.00)
C. Cash flow from financing activities		
Dividend	(2,400,000.00)	(5,400,000.00)
Dividend Tax Paid	(389,520.00)	(896,886.00)
Net cash generated from financing activities - C	(2,789,520.00)	(6,296,886.00)
Net decrease in cash and cash equivalents (A+B+C)	(6,571,292.00)	6,175,390.00
Cash and cash equivalents as at the beginning of the year	7,114,902.00	939,512.00
Cash and cash equivalents as at the end of the year	543,610.00	7,114,902.00

Note: Net figures have been reported on account of volume of transactions.

As per our report of even date attached.

for DUA & KUMAR

Chartered Accountants

Firm Regn. No. - 007411N

For and on behalf of the Board of Directors

(Mahesh Kumar)
Proprietor
Membership No. - 085757

S.C. Khaneja
Director

Rajni Khaneja
Director

Dated : 24th May, 2013
Place : New Delhi

INTEGRATED FINANCIAL SERVICES LIMITED

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS AS AT 31.03.2013

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Method of Accounting

The financial statements have been prepared with generally accepted accounting principles as well as the requirements of the Companies Act 1956. The accounts have been prepared under the historic convention and accrual basis.

1.2.1 Incomes

- (1) All Incomes are accounted on accrual basis.
- (2) Dividend declared within the close of the Accounting year is accounted for in respect of the shares and securities held by the company.

1.2.2 All expenses are accounted on accrual basis.

1.3.1 Depreciation

Depreciation on fixed assets has been charged on Written down Value method at the rates prescribed in Schedule XIV to the Companies Act, 1956.

1.4 Fixed Assets

The fixed assets are stated at cost of their acquisition less depreciation.

1.5 Taxes on Income

Current Tax is the amount of tax on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax Liability/Asset is recognized subject to the consideration of prudence on timing difference, being the difference between taxable income and accounting income that originate in one period and/or capable of reversal in one or more subsequent periods.

1.6 Foreign Currency Transactions NIL

NOTES TO ACCOUNTS

1.7 Contingent Liabilities

Contingent Liabilities outstanding as on 31.03.2013 are Nil

1.8 Current Assets

In the opinion of the Board of Directors the realizable values of "Current Assets, Loans & Advances" in the ordinary course of business is at least equal to the amount stated in the Balance Sheet.

1.9 There is no employee in the company who is covered under the provisions of Section 217(2A) of the Companies Act, 1956.

1.10 In accordance with 'Accounting Standard 22', the Company has recognized a deferred tax asset of Rs. 7238/- for the year 31st March, 2013 as a charge to the Profit & Loss Account.

	31.03.2013	31.03.2012
Depreciation as per Companies Act, 1956	173856.00	288375.00
Depreciation as per Income Tax Act, 1961	151545.00	178239.00
Difference	22311.00	110136.00
Deferred Tax Asset (Liability)	7238.00	35733.00

1.11 Related Parties Disclosures

A. Key Management Personnel, their relatives and their enterprises where transactions have taken place

1. Mrs. Rajni Khaneja	- Director
2. Sh. S.C. Khaneja	- Director
3. Sh. Virender Khaneja	- Director
4. Mrs. Rachna Batra	- Director
5. Mr. Sunil Sobti	- Director
6. Mr. S.P. Oberoi	- Director

B. Other Related Parties

Integrated Master Securities (P) Limited

(Related party relationship on the basis of requirements of Accounting Standard 18 (AS-18) is identified by the company and relied upon by the Auditors).

1.12 Transactions carried out with related parties

Nature of Transactions	(Rs. in lacs)	
	Referred in Clause e(a)	Referred in Clause e(b)
EXPENSES		
Director Remuneration	2.60	Nil
Sitting Fee	0.63	Nil
Interest Received	Nil	91.77
Investments	Nil	490.00*
Rent Received	Nil	Nil
Loans and Advances	Nil	490.00

*All Investments in securities and sale thereof is done through Integrated Master Securities (P) Ltd.

(Outstanding as on 31/03/2013)

1.13 Basic and Diluted Earning Per Share

Earning per share pursuant to Accounting Standard (AS-20) 'Earning per share' issued by the Institute of Chartered Accountants of India.

Particulars	(Rs. in Lacs)	
	Current Year	Previous Year
Net Profit for the year as per Profit & Loss Account	191.00	158.42
No. of Shares.	60,00,000	60,00,000
Earning per share	3.18	2.64

1.14 Previous years figures have been re-grouped/ rearranged wherever considered necessary.

1.15 Additional Information pursuant to Part IV of Schedule VI of the Companies Act, 1956 is annexed.

Notes to the financial statements (Continued)

(Currency : Indian Rupees)	As at 31st March, 2013	As at 31st March, 2012
2.1 Share Capital		
AUTHORISED:		
60,00,000 equity Shares of Rs. 10/- each (Previous year: 60,00,000 equity Shares of Rs. 10/- each)	60,000,000.00	60,000,000.00
ISSUED, SUBSCRIBED AND PAID UP:		
60,00,000 equity Shares of Rs. 10/- each (Previous year: 60,00,000 equity Shares of Rs. 10/- each)	60,000,000.00	60,000,000.00

MOVEMENT IN SHARE CAPITAL

	31 st March 2013		31 st March 2012	
	Number of Shares	Amount	Number of Shares	Amount
Outstanding at the beginning of the year	60,000,000.00	60,000,000.00	60,000,000.00	60,000,000.00
Issued during the year (excluding bonus shares)	0.00	0.00	0.00	0.00
Bonus shares issued during the year	0.00	0.00	0.00	0.00
Outstanding at the end of the year	60,000,000.00	60,000,000.00	60,000,000.00	60,000,000.00

RIGHTS OF EQUITY SHAREHOLDERS

The Company has issued only one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share held. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

	31 st March 2013		31 st March 2012	
	Number of Shares	Percentage Shareholding	Number of Share	Percentage Shareholding
Mr. Subhash Chander Khaneja	2258213	37.64	2258213	37.64
Mrs. Rajni Khaneja	895800	14.93	895800	14.93
Sant Lal Khaneja & Sons (HUF)	303350	5.06	303350	5.06

Notes to the financial statements (Continued)

(Currency : Indian Rupees)		As at 31 March 2013	As at 31 March 2012
1.2	Reserves and Surplus		
	General Reserve		
	Opening Balance	203,976,716.13	190,923,734.75
	Add : Profit during the year	19,100,354.80	15,842,501.38
	Less : Proposed Dividend	(3,600,000.00)	(2,400,000.00)
	Dividend Distribution Tax	(584,010.00)	(389,520.00)
		218,893,060.93	203,976,716.13
1.3	Long-term provisions		
	Deferred Tax Liability	270,388.00	277,626.00
		270,388.00	277,626.00
1.4	Other Current liabilities		
	Trade Payable	205,830.90	194,860.94
		205,830.90	194,860.94
1.5	Short-term provisions		
	Others		
	Proposed dividend	3,600,000.00	2,400,000.00
	Dividend Distribution Tax	584,010.00	389,520.00
	Provision for Income Tax	3,974,009.00	3,107,524.00
	Income Tax for Previous years	39,781.00	39,781.00
		8,197,800.00	5,936,825.00

Notes to the financial statements (Continued)

(Currency : Indian Rupees)

2.6

FIXED ASSETS AS AT 31ST MARCH, 2013

PARTICULARS	GROSS BLOCK			DEPRECIATION		NET BLOCK		
	As on 01.04.2012	Additions/Sales During the Year	Total as on 31.03.2013	Upto 31.03.2012	For the year	Total upto 31.03.2013	W.D.V. as on 31.03.2013	W.D.V. as on 31.3.2012
1	2	3	4	5	6	8	9	10
Car	1,296,325.00	-	1,296,325.00	631,817.00	172,041.00	803,858.00	492,467.00	664,508.00
Typewriter	25,400.00	-	25,400.00	23,954.00	201.00	24,155.00	1,245.00	1,446.00
Fan	7,050.00	-	7,050.00	6,713.00	47.00	6,760.00	290.00	337.00
Refrigerator	12,475.00	-	12,475.00	11,896.00	80.00	11,976.00	499.00	579.00
Computer	280,923.00	-	280,923.00	280,882.00	16.00	280,898.00	25.00	41.00
Furniture & Fixture	49,656.00	-	49,656.00	46,478.00	442.00	46,920.00	2,736.00	3,178.00
Fax Machine	60,000.00	-	60,000.00	55,644.00	606.00	56,250.00	3,750.00	4,356.00
Intercom	12,720.00	-	12,720.00	11,758.00	134.00	11,892.00	828.00	962.00
Filling Cabinet	14,291.00	-	14,291.00	13,010.00	178.00	13,188.00	1,103.00	1,281.00
Water Filter	9,980.00	-	9,980.00	9,179.00	111.00	9,290.00	690.00	801.00
TOTAL :	1,768,820.00	-	1,768,820.00	1,091,331.00	173,856.00	1,265,187.00	503,633.00	677,489.00
Previous Year :	1,768,820.00	-	1,768,820.00		173,856.00	1,091,331.00	2,431,772.00	

Notes to the financial statements (Continued)

2.7 CURRENT INVESTMENTS

INVESTMENTS — AT COST	Qty.	As on 31.3.2013 Amount (Rupees)	Qty.	As on 31.3.2012 Amount (Rupees)
QUOTED SHARES:				
AHMEDNAGAR FER	1000	132,967.20		0.00
ARVIND MILLS LTD	31000	615,970.00	34,000	675,580.00
AMBICA AGARBATI		0.00	36,500	314,265.00
ANDHRA PETROCHEMICAL	3000	83,075.98	3,000	83,075.98
ANDHRA CEMENT LTD	55550	580,031.69	42,168	462,476.34
ANSAL HOUSING & CONSTRUCTION	6500	366,340.00	6,500	366,340.00
ARAVALI SECURITIES & FIN	15000	198,900.00	15,000	198,900.00
AUSTIN ENGG	6000	421,560.00	6,000	421,560.00
BAHARAT BHUSHAN SHARES & SEC	30000	262,800.00	30,000	262,800.00
BANK OF MAHARASTRA	10,000	231,350.00	10,000	231,350.00
BELCERAMIC		0.00	15,052	326,832.94
BIHAR SPONGE IRON LIMITED	18000	140,580.00	18,000	140,580.00
CAIRN INDUSTRIES	6000	1,864,196.67		0.00
CANFIN HOMES LTD	15000	694,859.21	29,000	1,362,581.09
CHAMAN LAL SETIA EXPORTERS	10500	343,640.55	10,500	343,640.55
CHAMBAL FERTILIZERS	32000	2,260,041.33	32,000.00	2,260,041.33
COSMO FERRITES LTD	54000	506,305.94	54,000	506,305.94
COSMO FILMS LTD	2000	159,364.90		0.00
COUNTRY CLUB	25000	217,000.00	25,000	217,000.00
CIL SECURITIES LTD	60000	917,416.37	60,000	917,416.37
CREATIVE EYE LTD	17000	103,020.00	17,000.00	103,020.00
DATAMATICS GLOBAL SERVICES	10000	150,100.00	10,000	150,100.00
DEVELOPMENT CREDIT BANK	31,000	1,193,499.20	31,000	1,193,499.20
DIGJAM LTD	11000	60,060.00	11,000	60,060.00
DIVSHKTI LTD	5200	132,602.00	5,200	132,602.00
ESCORTS LTD	3700	213,762.00	3,700	213,762.00
ESSAROIL	25000	1,631,191.95	25,000	1,631,191.95
ELECTROSTEEL CASTINGS LTD	20000	553,281.50	20,000	553,281.50
FORTIS HEALTH CARE LTD	17000	1,237,855.60	17,000	1,237,855.60
FINOLEX INDUSTRIES LTD		0.00	8,000	694,066.67
GARDEN SILK MILLS LTD	7500	471,068.70	5,000	321,559.70
GANESHA ECOSPHERE	10000	440,849.90		0.00
GHCL LTD	30000	1,158,200.00	30,000	1,158,200.00
GUJARAT NARMADA VALLEY	11,000	969,706.85	11,000	969,706.85
GOLDEN TOBBACCO	25000	881,053.55	25,000	881,053.55
GOLDIAM INTERNATIONAL	10000	337,096.00	10,000	337,096.00
GRAUER & WEIL (INDIA) LTD	1610000	10,933,960.00	161,0000	10,933,960.00
GUJARAT HOTELS LIMITED		0.00	8,500	146,365.28
GUJARAT SIDHEE CEMENT LTD	26,000	387,779.18	26,000	387,779.18
GUJARAT INDUS POWER	10,000	664,399.90	5,000	335,136.50
GVK POWER INF	50000	535,000.00	50,000	535,000.00
HALONIX LTD	5000	281,960.00		0.00
HINDALCO	20000	2,117,017.28		0.00
HELIOS & MATHESON	6000	164,896.17	30,000	1,056,597.22
HFCL INFOTECH	10000	115,333.20	10,000	115,333.20

INVESTMENTS — AT COST	Qty.	As on 31.3.2013	Qty.	As on 31.3.2012
		Amount (Rupees)		Amount (Rupees)
HINDUSTAN COPPER LTD		0.00	5,000	278,669.15
HOTEL LEELAVENTURE LTD	10000	192,791.45	10,000	192,791.45
31 INFOTECH		0.00	25,000	435,255.00
IDBI BANK LTD	50000	4,619,309.99	32,000	2,734,529.99
INDO RAMA SYNTHETICS (I) LTD	29000	686,140.00	29,000	686,140.00
IDEA CELLULAR LTD	10000	584,100.00	10,000	584,100.00
IFCI LTD	50000	1,149,094.20	50,000	1,149,094.20
INFRASTRUCTURE DEVELOPMENT		0.00	5,000	266,200.00
INDRAPRASTHA MED CORP. LTD	100000	3,399,038.52	92,500	3,141,906.42
INDIABULLS SECURITIES LTD	50000	329,500.00	50,000	329,500.00
INDIA HOTEL LIMITED	20000	1,248,912.25	7,500	498,250.20
ISMT LTD		0.00	15,000	590,558.35
IKM FINANCE LTD	5,000	78,800.00	5,000	78,800.00
IL&FS GR & VAL FU	5,000	324,473.19	5,000	324,473.19
IL&FS INVESTMENT	20,000	499,783.10		0.00
INDO RAMA SYNTHETICS (I) LTD	29,000	686,140.00	29,000	686,140.00
JAGATJIT INDUSTRIES LTD	6200	243,853.62	6,200	243,853.62
JAIN IRRIGATION	25000	1,755,699.80		0.00
JASCH INDUSTRIES LTD	15000	92,400.00	15,000	92,400.00
JAIPRAKASH ASSOCIATES	5000	327,850.00	5,000	327,850.00
JAIPRAKASH POWER VENTURE LTD	13000	428,920.00	13000	428,920.00
JK PAPER LTD	10000	295,716.80	4,105	91,993.05
JK TYRE INDUSTRIES	5000	363,841.43	10,000	784,578.18
JK LAKSHMI		0.00	25,000	1,136,500.00
JSW ENERGY	10000	803,025.00	17,000	668,245.00
JSW ISPAT STEEL LTD	72000	782,375.12	50,000	579,200.00
JUPITER BIOS	10000	202,600.00	10,000.00	202,600.00
JYOTI STRUCTURE LIMITED	5000	183,015.46		0.00
KARNATAKA BANK LTD		0.00	6,000	619,298.48
KINGFISHER AIRLINES LTD	20000	459,533.33	10,000	460,175.00
LLOYDSTEEL		0.00	80,000	694,497.30
LAHOT OVERSEAS LTD	45000	335,542.45	45,000	335,542.45
LAXMI PRECISION	12000	288,120.00	12,000	288,120.00
MAJESTIC AUTO LTD	44500	1,515,938.33	44,500	1,515,938.33
MALAR HOSPITALS	21000	669,327.90	25,000	783,965.50
MANGLORE REF. & PETRO LTD	20000	1,093,931.10	20,000	1,093,931.10
MARAL OVERSEAS LTD	50000	323,000.00	50,000	323,000.00
MIC ELECTRONICS	28000	162,960.00	28,000	162,960.00
MICRO FORGE (INDIA) LTD	60000	205,850.00	60,000	205,850.00
MOUNT EVEREST MINERAL LTD		0.00	2,000	117,269.95
MUNJAL AUTO INDUSTRIES	64500	1,142,814.25	64,500	1,142,814.25
MUNJAL SHOWA LTD	15000	734,161.95	15,000	734,161.95
NAGARJUNA FERTILIZERS LTD	192000	2,869,579.00	187,000	2,869,578.00
NAGARJUNA OIL & REFINERY LTD	170000	0.00	170,000	0.00
NEYVELI LINITE CORPORATION	2500	166,433.05	2,500	166,433.05
NELCO LTD	10000	344,760.35	10,000	344,760.35
NCL INDUSTRIES LTD	15000	629,050.00	15,000	629,050.00
N G INDUSTRIES LTD	3240	142,352.13	3,240	142,352.13
NHPC LTD	150000	3,164,000.00	150,000	3,164,000.00

INVESTMENTS — AT COST	Qty.	As on 31.3.2013	Qty.	As on 31.3.2012
		Amount (Rupees)		Amount (Rupees)
NOIDA TOL BRIDGE	55000	1,283,678.00	43,000	997,735.00
NOVA IRON & STEEL	96222	633,988.96	73,188	496,615.40
NTPC LTD	55000	9,699,200.00	55,000	9,699,200.00
NUCHEM		0.00	12,000	853,035.80
OCL IRON & STEEL LTD	10000	400,100.00	10,000	400,100.00
OMAX AUTOS LTD	66000	2,513,809.20	65,143	2,475,608.43
ORIENT BELL LIMITED	3763	326,832.94		0.00
PARSVNATH DEVELOPERS LTD	11000	293,755.00	11,000	293,755.00
PETRONET LNG LTD	29000	1,269,462.22	29,000	1,269,462.22
PNB GILTS LTD	39000	1,017,090.00	39,000	1,017,090.00
PRAKASH INDUSTRIES LTD	20000	518,895.57	20,000	518,895.57
PRISMCEMENT	5000	288,384.35	5,000	288,384.35
PUNJAB ALKALIES AND CHEMICALS	53500	940,926.85	53,500	940,926.85
RAJASTHAN SPINNING	15500	1,336,219.58	15,500	1,336,219.58
RAUBAQ AUTOMOBILES	36000	585,360.00	36,000	585,360.00
RASHTRIYA CHEMICAL	16000	929,878.90	16,000	929,878.90
ROYAL ORCHID HOTELS LTD		0.00	9,000	638,769.10
RICO AUTO INDUSTRIES LTD	50000	493,280.00	27,000	274,550.00
RELIANCE INDUSTRIES LTD	2150	1,555,230.42	2,150	1,555,230.42
RELIANCE POWER LTD	30000	2,176,206.15	30,000	2,176,206.15
SAHARA HOUSINGFINA CO	2800	265,458.00	2,800	265,458.00
SAFARI INDUSTRIES		0.00	3,701	567,801.37
SAMTEX FASHION		0.00	30,300	773,753.00
SESA GOA	4000	754,608.30	2,500	488,150.00
SHIVAM AUTOTECH LTD	4500	199,575.00	4,500	199,575.00
SHIPPING CORPORATION	3000	204,505.00	3,000	204,505.00
SHREE RAYALASEEMA ALKALIES	7000	105,595.00	7,000	105,595.00
SJVN LTD	125000	2,498,100.00	100,000	2,035,350.00
SHREE RAYALASEEMA HITECH	6500	85,912.35	6,500	85,912.35
STERLITE	7500	842,900.00	6,500	748,190.00
STANROASE MAFATLAL	30100	2,135,705.35		0.00
STEEL AUTHORITY OF INDIA LTD	23000	1,814,334.15	21,000	1,658,406.30
SONA KOYA STEERING SYSTEM	11000	146,300.00	11,000	146,300.00
S.KUMAR SYNTHETICS	20000	472,450.00		0.00
SANGHVI MOVERS LIMITED	4000	363,601.50		0.00
THE SOUTH INDIAN BANK LTD	200000	640,000.00	200,000	640,000.00
SPENTA INTERNATIONAL LTD	9600	98,496.20	9,600	98,496.20
SPENTEX INDUSTRIES LTD	100000	643,369.60	100,000	643,369.60
SUMEDH FISCAL SERVICE	5000	67,491.72	5,000	67,491.72
TATA STEEL	15000	5,353,749.38	13,000	4,624,919.38
TAMILNADU PETRO PRODUCTS LTD	30000	348,300.00	30,000	348,300.00
TERA SOFTWARE LTD	10000	504,967.50	5,500	226,080.00
TULSYAN	20000	300,000.00	20,000	300,000.00
USHA MARTIN	10000	339,637.06		0.00
USHER AGRO		0.00	10,000	436,500.00
VALSON INDUSTRIES LTD	12000	333,120.00	12,000.00	333,120.00
VARDHAMAN ACRYLICS LTD	175000	666,750.00	175,000	666,750.00
VARUN SHIPPING COMPANY		0.00	43,000	788,504.90

INVESTMENTS — AT COST (Currency : Indian Rupees)	Qty.	As on 31.3.2013	Qty.	As on 31.3.2012
		Amount		Amount
VIDEOCON INDUSTRIES LTD		0.00	2,000	434,249.25
VIJAYA BANK LTD	15000	878,572.00	9,000	558,540.00
VIJAY SHANTI BUILDERS	31000	685,410.00	31,000	685,410.00
VIPUL LTD	70000	732,041.00	70,000	732,041.26
WALL STREET FINANCIAL LTD		0.00	16,000	397,760.00
ZENITH FIBRES LTD	85000	2,067,510.80	85,000	2,067,510.80
TOTAL OF QUOTED SHARES (A)		117,379,444.64		111,953,139.48
UNQUOTED SHARES				
INTEGRATED MASTER SECURITIES (P) LTD		49,000,000.00		49,000,000.00
INTEGRATED COMMODITY TRADES (P) LTD		3,150,000.00		3,150,000.00
TOTAL (B)		52,150,000.00		52,150,000.00
GRAND TOTAL (A)+(B)		169,529,444.64		164,103,139.48

Notes to the financial statements (Continued)

(Currency : Indian Rupees)		As at 31st March 2013	As at 31st March 2012
2.8 Cash and Bank Balances			
Cash and Cash equivalent			
Balance with Bank			
in Current accounts		543,609.77	7,114,901.77
		543,609.77	7,114,901.77
2.9 SHORT TERM LOANS AND ADVANCES			
Unsecured			
Loans and Advances to Employees		105,000.00	17,000.00
Income Tax Refund Due (Previous Year)		111,296.00	111,296.00
Income Tax Refund Due (A.Y. 2012-13)		1,486,637.00	0.00
Fringe Benefit Tax Refund (A.Y. 2008-09)		12,198.00	12,198.00
Advance Income Tax (Net of Provision for Tax)		3,707,662.00	4,594,161.00
		5,422,793.00	4,734,655.00
2.10 OTHER CURRENT ASSETS			
Integrated Master Securities (P) Limited		49,000,000.00	42,000,000.00
Integrated Commodity Trades (P) Limited		510,0000.00	850,000.00
Suresh Kumar Thakur		430,953.46	495,000.00
Deposit for Spot Commodity		57,036,645.96	50,410,842.82
		111,567,599.42	93,755,842.82
3.1 INTEREST INCOME			
On Loan		9,237,574.13	10,451,512.64
		9,237,574.13	10,451,512.64
3.2 INCOME FROM OPERATIONS			
Dividend Received		3,204,777.90	3,412,273.65
Profit on Sale of Shares		5,466,874.20	3,653,688.09
Profit From Spot Commodity		8,315,981.53	2,403,139.71
Gain on Mutual Fund		12,781.10	0.00
		17,000,414.73	9,469,101.45
3.3 OTHER INCOME			
Profit on Sale of Office Premises		0.00	1,811,592.00
Rent Received		0.00	600,000.00
		0.00	2,411,592.00

Notes to the financial Statements (Continued)

(Currency : Indian Rupees)		As at 31st March 2013	As at 31st March 2012
3.4 Employee Benefit Expenses		851,189.00	999,813.00
Salaries and Wages		101,008.00	120,787.00
Staff welfare Expenses			
		952,197.00	1,120,600.00
3.5 OTHER EXPENSES		18,620.00	21,180.00
Advertisement Expenses		22,472.00	22,060.00
Auditor' Remuneration		87,668.00	85,496.00
Computer Expenses		96,429.00	98,522.00
Conveyance		33,708.00	33,090.00
Custody Fee		8,500.00	13,540.00
Fee Registration & Annual Subscription		102,128.00	99,217.00
Festival Expenses		76,258.00	91,801.00
Meeting Expenses		12,515.00	13,539.00
Insurance Charges		28,090.00	27,575.00
Listing Fee		89,196.00	85,316.00
Newspaper & Periodicals		138,320.00	138,368.00
Office Repair & Maintenance Expenses		261,716.00	260,791.00
Postage & Telegram		297,752.00	290,492.50
Printing & Stationary		22,467.00	25,604.00
Professional Charges		13,480.00	4,136.00
Registrar and Transfer Agent Charges		180,000.00	0.00
Rent		63,882.06	165,166.21
Securities Transaction Tax		62,500.00	60,000.00
Sitting Fee		41,931.00	42,987.00
Telephone Expenses		242,945.00	250,980.00
Tour & Travels		144,233.00	149,498.00
Vehicle Maintenance			
		2,044,810.06	1,979,358.71



INTEGRATED FINANCIAL SERVICES LTD.

Regd. Office : 303-304, New Delhi House, 27, Barakhamba Road,
New Delhi - 110001.

PROXY FORM

Regd. Folio No. _____

DP ID _____

No. of Shares held _____

Client ID _____

I/We _____ of
_____ Being a member/members of the
_____ of
above named company hereby appoint _____ of
_____ or failing him/her _____ of

_____ of in as my/our proxy to vote for me/us on my behalf at the 22nd Annual General Meeting of the company to be held on Monday the 30th September, 2013 at 10.00 A.M. at its Registered Office at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001 and at any adjournment thereof.

Signed this _____ day of _____ 2013

Affix
Re. 1/-
Revenue
Stamp

Signature _____

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



INTEGRATED FINANCIAL SERVICES LTD.

Regd. Office : 303-304, New Delhi House, 27, Barakhamba Road,
New Delhi - 110001.

ATTENDANCE SLIP

22nd Annual General Meeting 30th September, 2013

Regd. Folio No. _____

DP ID _____

No. of Shares held _____

Client ID _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the 22nd Annual General Meeting of the Company at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001 held on Monday the 30th September, 2013 at 10.00 A.M. and at adjournment thereof.

Member's Proxy Name
IN BLOCK LETTERS

Member's / Proxy
Signature

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

PRINTED MATTER
BOOK - POST



If Undelivered please return to :

INTEGRATED FINANCIAL SERVICES LTD.

Regd. Office : 303-304, 3rd Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001



INTEGRATED FINANCIAL SERVICES LIMITED

Regd. Off. 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001
Phones: +91-11-43074307 (30 Lines) • Fax: +91-11-43074315

Form A

(In pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the company	Integrated Financial Services Limited
2.	Annual Financial Statements for the year ended	31 st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	None and Not Applicable
5.	To be signed by <ul style="list-style-type: none">• CEO/Managing Director/Whole Time Director• CFO• Auditor of the company• Audit Committee Chairman	

For Integrated Financial Services Ltd.

Director/auth. Signatory

For Integrated Financial Services Ltd.

Whole Time Director/auth. Signatory