



INTEGRATED FINANCIAL SERVICES LIMITED

Ninth Annual Report 1999-2000



INTEGRATED FINANCIAL SERVICES LIMITED

NOTICE

NOTICE is hereby given that Ninth Annual General Meeting of INTEGRATED FINANCIAL SERVICES LTD. will be held on Wednesday, the 19th day of July, 2000 at 10.00 A.M. at 286, Gagan Vihar, Parwana Road, Delhi - 110051, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. C. Khaneja, who retires by rotation and being eligible offers himself for re-appointment.
3. 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.

SPECIAL BUSINESS :

4. To consider and if thought fit, pass with or without modifications, the following resolution as a Special Resolution.
"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 the Board of Directors of the Company be and are hereby authorised to offer and allot 29,00,000 equity shares of Rs. 10/- each for cash at par out of the unissued share capital of the company by way of private placement on preferential basis to promoters, directors, their relatives, associates and other persons not covered under Promoters Group as the Board may think fit, proper and appropriate.
"RESOLVED FURTHER THAT" the Board of Directors of the company be and are hereby authorised to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

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 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 shall remain closed from Saturday, 15th July, 2000 to Wednesday, 19th July, 2000 (both days inclusive).
3. 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.
4. Members are requested to intimate the change of address, if any.
5. Members who are holding shares in multiple accounts in identical names or joint accounts in same order in more than one folio, are requested to intimate the Company to enable the Company to consolidate their holdings in one folio.
6. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of Special Business set out at Item No. 4 above is annexed hereto.

By order of the Board of Directors

Dated : 15.06.2000

Place : Registered Office : 604, Nirmal Tower,
26, Barakhamba Road, New Delhi - 110001

S. C. Khaneja
Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4

The Company interalia require funds for subscribing shares of Integrated Master Securities Ltd. on rights issue basis. The Company proposes to issue and allot the unissued capital by way of private placement on preferential basis to the promoters, directors, their relatives, associates and other persons not covered under Promoters' Group as the Board may think fit, proper and appropriate. The proposed resolution is to enable the Board of Directors to offer and allot shares to persons other than existing shareholders. The shares are proposed to be offered for cash at par. The Directors recommend the resolution for your approval. All the directors may be considered Interested in the resolution to the extent of their existing shareholding in the Company.

By order of the Board of Directors

Dated : 15.06.2000

Place : Registered Office : 604, Nirmal Tower,
26, Barakhamba Road, New Delhi - 110001

S. C. Khaneja
Director



INTEGRATED FINANCIAL SERVICES LIMITED

DIRECTORS' REPORT

To the members,

Your Directors feel pleasure in presenting the Ninth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2000.

FINANCIAL RESULTS.

	(Amount Rupees in Lacs)	
	1999-2000	1998-99
Income	73.68	31.77
P.B.D.T.	66.32	27.97
Depreciation	4.80	4.14
P.B.T	61.52	23.83
Provision for Taxation	8.75	—
P.A.T	52.77	23.83

No dividend is being recommended for payment due to inadequacy of profits and requirement of funds in the business.

FIXED DEPOSITS

The company has neither accepted nor invited any fixed deposit from the public, during the year.

PREFERENTIAL ISSUE

It is proposed to issue and allot the unissued capital by way of private placement on preferential basis to the promoters, directors, their relatives, associates and other persons not covered under Promoters' Group as the Board may think fit, proper and appropriate. This is subject to your approval in the Annual General Meeting.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. S.C. Khaneja retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS

M/s. Dua & 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 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 OUTGO.

Information under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) 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 shareholders, banks and clients for the their continued cooperation and patronage.

for and on behalf of the Board of Directors

Dated : 15.06.2000
Place : New Delhi

S. C. Khaneja
Chairman