



INTEGRATED FINANCIAL SERVICES LIMITED

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

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

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

CIN : L74140DL1992PLC047849

NOTICE

NOTICE is hereby given that **Twenty Fourth (24th) Annual General Meeting** of the members of Integrated Financial Services Ltd will be held on Wednesday, 30th day of September, 2015 at 10:00 A.M. at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, 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, 2015.
3. To appoint a Director in place of Mr. S. C. Khaneja who retires by rotation and being eligible offers himself for the appointment.
4. To appoint a Director in place of Mr. Virender Khaneja who retires by rotation and being eligible offers himself for the appointment.
5. To ratify the appointment of M/s Dua & Kumar, Chartered Accountants, New Delhi, as Statutory Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s. Dua & Kumar, Chartered Accountants having Registration No. 007411N, New Delhi who being eligible for re-appointment as Statutory Auditors of the company in terms of Section 141 of the Act, and Rule 4 of the Companies (Audit and Auditors) Rule, 2014, from the conclusion of 24th Annual General Meeting (2014-15) till the conclusion of 25th Annual General Meeting (2015-16) of the company be and is hereby ratified for the financial year 2015-16 at such remuneration as may be decided by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

6. Adoption of new set of Memorandum of Association and Articles of Association of the company.

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses and/or regulations contained in the Memorandum of Association and Articles of Association respectively submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses and/or regulations contained in the existing Memorandum of Association and Articles of Association of the Company with immediate effects.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

By order of Board of Directors

Place : New Delhi
Date : 12.08.2015

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

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 received by the company at its registered office of the company not less than 48 hours before the commencement of this Annual General Meeting.**
2. A person can act as proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a Proxy for any other person or shareholder.
3. The Register of Members and the Share transfer books of the Company will remain closed from Thursday, 24th September 2015 to Wednesday, 30th September 2015 (both days inclusive).
4. The Dividend, as recommended by the Board of Directors of the company at the rate of 9% i.e. Paise Ninety per share, if declared at the meeting will be paid to those members :-
 - a) whose name appears in the Register of Members on 23rd September 2015.
 - b) whose names appear as beneficial owners at the close of the business hours on Wednesday, 23rd September 2015 as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd
5. Information with respect to Directors retiring by rotation, being eligible seeking re-appointment is given in the Corporate Governance Report of the Annual Report.
6. Members holding shares in physical form are requested to dematerialize the same by approaching any of the Depository Participants registered with SEBI.
7. Members/Proxies are requested to
 - a) Bring their copies of attendance slip duly filled in for attending the meeting.
 - b) Quote the Folio/Client id & DP Ids in all their future correspondence.
 - c) A corporate member shall be deemed to be personally present only if represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the corporate member sends certified true copy of the Board Resolution/Power of Attorney authorizing the representative to attend and vote at the Annual general Meeting.
 - d) Members are requested to notify immediately changes, if any, in their addresses, in respect of the physical shares held by them, to the company and to their Depository participants (DP) in respect of shares held in the dematerialized form.
 - e) Notify their email address to Depository/ RTA of the company for mailing all notices/documents as per guidelines of Ministry of Corporate Affairs.
8. The Securities & 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
9. Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March 2015 together with Report of Directors and Auditors Report are also available on the website of the company www.integratedfinancial.in Documents in physical form shall be sent to members upon request.
10. **E-voting (Voting through Electronic Means)**
In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Clause 35B of the Listing agreement, the Company is pleased to provide its members a facility to exercise their right to vote at the 24th Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than venue of general meeting) by using e-voting Services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2015 at 09:30 A.M. and ends on 29th September, 2015 at 05:00 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 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

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

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN- **"150826064"** for the relevant Integrated Financial Services Limited on which you choose to vote.
- (xiii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 28th August, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

As the voting would be through electronic means, the members who do not have access to e-voting, may request a Physical Ballot Form from the company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked form shall be rejected. The ballot must be received by the Scrutinizer on or before 29th September 2014. The Scrutinizer decision on the validity of the forms will be final. Members are required to vote only through one of the processes. A member after exercising his right to vote through electronic means shall not be allowed to vote again at the AGM.

M/s Parveen Rastogi & Co, Practicing Company Secretary, having Certificate of Practice bearing number 2883 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Explanatory statement in respect of Special business pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 6

The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

It is thus expedient to adopt new set of Memorandum of Association (primarily deleting the other objects and adding the clauses to the main objects in clause III), in place of existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 12, 2015, proposed to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto 29th September, 2015.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

By order of Board of Directors

Place : New Delhi
Date : 12.08.2015

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



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

CIN : L74140DL1992PLC047849

ATTENDANCE SLIP

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company on Wednesday, 30th September 2015 at 10:00 A.M at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110 001

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

Full Name of Shareholder:

No. of Shares held :

Member's Proxy Name:

Signature of the Shareholder/Proxy/Representatives

*Strike out whichever is not applicable

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



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CIN : L74140DL1992PLC047849

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 : 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001
Name of the Member(s) :
Registered address :
E-mail Id :
Folio No/Client Id & DP. Id :

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

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

as my/our proxy to attend and vote for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on 30th September, 2015 at 10:00 A.M at 303-304, 3rd Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Subject matter of the resolution	VOTE	
			For	Against
Ordinary Business				
1	Consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, 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 9% (Paise Ninety per share) for the year ended 31 st March, 2015.			
3	Appointment of a Director in place of Mr. S. C. Khaneja who retires by rotation and being eligible offers himself for the appointment			
4	Appointment of a Director in place of Mr. Virender Khaneja who retires by rotation and being eligible offers himself for the appointment			
5	Ratification of appointment of Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.			
Special Business				
6	Adoption of new set of Memorandum of Association and Articles of Association			

As witness my/our hand(s), this..... day of2015.

Affix Re
1 /-
Revenue
Stamp

Signature of the Shareholder/Proxy Holder:

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

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER

L74140DL1992PLC047849

BOARD OF DIRECTORS

Shri. Subhash Chander Khaneja, Chairman
Smt. Rajni Khaneja, Whole time Director
Shri. Virender Khaneja, Non Executive Director
Smt. Rachna Batra, Independent Director
Shri. Sunil Sobti, Independent Director
Shri. S. P. Oberoi, Independent Director
Shri. Kunal Khaneja, Executive Director

CHIEF FINANCIAL OFFICER

Shri. Kunal Khaneja

COMPANY SECRETARY

Shri S. C. Khaneja

REGISTERED OFFICE

303-304, 3rd Floor,
New Delhi House,
27, Barakhamba Road,
New Delhi-110 001.

STATUTORY AUDITORS

M/s Dua & Kumar
Chartered Accountants
P-1, Pilanji, Sarojni Nagar,
New Delhi-110 023.

SECRETARIAL AUDITORS

M/s Parveen Rastogi & Co.
Practising Company Secretary
Office Number 54-55, Ansal Plaza,
Vaishali, Ghaziabad - 201012

REGISTRAR & SHARE TRANSFER AGENTS

Beetal Financial & Computer Services (P) Ltd.
99, Beetal House,
Madangir,
New Delhi-110 062

BANKERS

HDFC Bank Ltd.

STOCK CODE & ISIN

500212
INE898B01017

WEBSITE & EMAIL

www.integratedfinancial.in
investors@integratedfinancial.in



Form A

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

COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGE

Name of the company	: Integrated Financial Services Limited
Annual financial statements for the year ended	: 31 st March 2015
Type of Audit observation	: Un-qualified
Frequency of observation	: None and Not Applicable

For Integrated Financial Services Limited

Sd/-
Subhash Chander Khaneja
Chief Executive Officer
DIN: 00042758

Sd/-
Kunal Khaneja
Chief Financial Officer
DIN: 00347845

Sd/-
Rachna Batra
Chairman (Audit Committee)
DIN: 00042861

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

Sd/-
Mahesh Kumar
Proprietor
M. No. 085757



DIRECTOR'S REPORT

To

The Members,

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with the Audited Statement of Accounts of the company for the year ended 31st March, 2015.

FINANCIAL RESULTS

	YEAR ENDED 31ST MARCH, 2015	YEAR ENDED 31ST MARCH, 2014
		(Rs. In Lakhs)
Income from Operation	382.03	186.79
Profit before Depreciation and Tax	330.51	158.51
Depreciation	1.07	1.29
Profit before Tax	329.45	157.22
Provision for Tax	58.97	24.15
Profit after Tax	270.48	133.07
Proposed Dividend	54.00	30.00
Tax on Dividend	10.79	5.10
Transfer to General Reserve	203.71	96.33

OPERATIONS

The Income from Operations of the Company for the financial year 2014-2015 stood at Rs. 382.04 Lacs as against Rs. 186.79 Lacs in the previous year. The profit after tax stood at Rs. 270.48 Lacs during the year under review against Rs. 133.07 Lacs during the previous year.

SHARE CAPITAL

The Authorised Share Capital of the company stands at Rs. 6,00,00,000/- (divided into 60,00,000 shares of Rs. 10 each) fully paid up. During the year under review, there has been no change in the authorised, paid-up share capital of the company.

Your company has neither issued any shares with differential voting rights nor any Sweat Equity shares during the year under review.

DEPOSITS

During the year under review, your company has neither accepted nor invited any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014 and Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

RESERVES

During the year under review, your company transferred a sum of Rs. 268.79 lakhs to General Reserve.

DIVIDEND

The Directors are pleased to recommend the payment of dividend at the rate of 9% i.e. Paise Ninety 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 23rd September 2015. 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 Wednesday, 23rd September 2015 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. 54 Lacs. The Company will also have to bear the distribution tax of Rs. 10.79 Lacs.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 205A (5) and 205C of Companies Act, 1956 and Section 124(5) of the Companies Act, 2013, the amounts pertaining to dividends that remained unclaimed and unpaid for the period of



seven years from the date it became first due for payment, have been transferred from time to time to Investor Education and Protection Fund (IEPF) on due dates, by the company and no claims shall lie against the company.

Despite constant and sincere efforts to pay unclaimed dividend to such members, certain amount still remains unclaimed. During the financial year 2014-15, your company has transferred unclaimed final dividend of Rs. 4,117/- pertaining to financial year ended 2006-07 to the Investor Education and Protection Fund established by the Central Government.

DIRECTORS AND KEY MANAGERIAL PERSONNELS

At the Annual General Meeting of the company held on 30th September, 2014, the members had appointed Mr. Sunil Sobti, Mr. S.P Oberoi and Mrs. Rachna Batra as Independent Directors of the Company for a period of 5 consecutive years. The company has received declarations from the Independent Directors of the Company confirming that they meet the criteria of independence as per sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchange. In the opinion of the Board they fulfill the criteria of independence as specified in the Act and the Rules made thereunder and they are independent of the management.

Mr. Subhash Chander Khaneja and Mr. Virender Khaneja retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Kunal Khaneja was also appointed as Executive Director of the Company from 13th August, 2014.

BOARD MEETINGS

The Board meets at regular interval to discuss and decide on Company's policies and strategy apart from other Board matters. The tentative annual calendar of the Board is circulated in advance to facilitate the Directors to plan their schedule and to ensure participation in the meetings. Minimum four pre-scheduled Board meetings are held annually, the details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement

BOARD COMMITTEES

Details of all committees alongwith their composition, terms of reference and meetings held during the year are provided in Corporate Governance Report forming part of the Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism / Whistle Blower Policy to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud, suspected fraud, unethical behavior, violation of any code of conduct or policy in force and any other like matter by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report. During the financial year 2014-15, no cases under this mechanism were reported in the Company and any of its associates.

RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROLS

The Company understands that risk evaluation and risk mitigation is a function of the Board of the Company and the Board of Directors are fully committed to developing a sound system for identification and mitigation of applicable risks. Your company has a well defined Risk Management framework in place.

Further, your company has an adequate system of internal control procedures which is commensurate with the size and nature of business. The internal control systems of the company are monitored and periodically reviewed by the audit committee of the Board of Directors.

Your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively. In this regard, your Board confirms the following: