



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17th ANNUAL GENERAL MEETING OF THE MEMBERS OF KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013, AT 2:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT R-90, 1ST FLOOR, GREATER KAILASH, PART-1, NEW DELHI – 110048 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with Directors' Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Nikhil Mahajan, who retires by rotation and being eligible offers himself for reappointment.
3. To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s Haribhakti & Co., Chartered Accountants, Firm Registration No. 103523W Company's retiring auditors, being eligible and having offered themselves for reappointment, be and is hereby reappointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be mutually decided between the auditors and the Board of Directors of the Company."

"RESOLVED FURTHER THAT the board of directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

By Order of the Board
For Kestone Integrated Marketing Services Private Limited


Nikhil Mahajan
Director

Place: New Delhi
Date: 26.07.2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND SUCH PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER PROXY FORMS SHOULD BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Kestone Integrated Marketing Services Pvt. Ltd.

201 - 206, 2nd Floor, Sharda Chamber - IV, Plot No. 3 - Local shopping Complex Kalkaji, New Delhi - 110019, INDIA
Tel: +91 - 11 - 40508888, Fax: +91 - 11 - 41079888

www.kestone.in

Reg. Office: R - 90, 1st Floor, Greater Kailash, Part - I, New Delhi - 110 048



THE BOARD OF DIRECTORS

MR. SATYA NARAYANAN .R
MR. GAUTAM PURI
MR. NIKHIL MAHAJAN

AUDITORS 2012-13:

HARIBHAKTI & CO., CHARTERED ACCOUNTANTS, DELHI

REGISTERED OFFICE:

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KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED

DIRECTORS' REPORT' 2013

Your directors have pleasure in presenting the 17th Annual Report along with the Audited Accounts and Auditor's Report for the year ended 31st March, 2013.

FINANCIAL HIGHLIGHTS

Figures (in Rs. Lacs) for Year ended March 31

	2013	2012
Total Income	6,423.02	6,072.40
Total expenditure	6,039.68	5,692.22
Profit / Loss before tax	383.35	386.63
Tax Expenses	161.71	127.11
Profit / Loss after tax	221.64	259.51
Profits brought forward from previous year	583.05	323.54
Surplus/ Deficit carried to Balance sheet	804.69	583.05

OPERATIONAL REVIEW

During the year under review, your Company earned a total income of Rs 6,423.02 Lacs as against a total income of 6,072.40 Lacs earned during 2011-12, registering an increase of about 5.78%.

The expenditures of the Company increased by a 6.10% from a total expenditure of Rs. 5,692.22 Lacs during the year 2011-12 to a total expenditure of Rs. 6,039.68 Lacs during 2012-13.

Your company earned a Net Profit after Tax (PAT) of Rs. 221.64 Lacs as against a Net Profit of Rs. 259.51 lacs during the previous year, registering a slight decrease in the Profits of the Company by 14.6% .

Your Directors are optimistic about the Company's performance, and they expect the Company to do much better in the years to come.

DIVIDEND

No Dividend has been declared during the year 2012-13.

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MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION

There has been no material change/commitment in the Company's financial position between the financial year ended 31st March 2013 till the date of this report.

CHANGES IN CAPITAL STRUCTURE

During the financial year, there has been no change in the capital structure of the company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption, Foreign Exchange Earnings and Outgo is not applicable to your Company.

PARTICULARS OF EMPLOYEES

Our people are the most Important Asset. We value their talent, integrity and dedication. The Board wishes to express its appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. As required under the provision of Section 217 (2A) of the Companies Act, 1956 and Companies (Particulars of Employees) Rules, 1975, as amended, there is no employee falling under the purview of this section's reporting requirements.

DIRECTORS

Mr. Nikhil Mahajan, Director, retires by rotation at the ensuing Annual General Meeting (AGM 2013) and being eligible, has offered himself for re appointment.

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AUDITORS & AUDITORS' REPORT

The books of accounts of the Company for the Financial Year ended 2012-13 have been audited by M/s Haribhakti & Co., Chartered Accountants, Delhi, who hold office until the conclusion of the ensuing AGM.

M/s Haribhakti & Co., Chartered Accountants, Delhi, retire at the conclusion of the ensuing AGM and being eligible, have offered themselves for reappointment as the statutory auditors of the Company for the year 2013-14. Your Board also recommends their appointment.

AUDITOR'S REPORT

Your Directors' explanations to the reservations and views of the auditors expressed in the Clauses of the annexure to the auditors' report are:

1. Clause(iv) of the annexure to the Auditors' Report:

In our opinion and according to the information and explanations given to us, the internal control system with regard to the sale of services need to be strengthened to be in commensurate with the size of the Company and nature of its business.

REPLY- The management has initiated necessary steps in the current year to strengthen internal controls with regard to the sale of services

PUBLIC DEPOSITS

During the year, your Company has not accepted any public deposits in terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) rules, 1975.

SECRETARIAL COMPLIANCE CERTIFICATE:

Your Directors have secured a Secretarial Compliance Certificate in accordance with the provisions of Section 383A of the Companies Act, 1956 from a Practicing Company Secretary, certifying that the Company has complied with all the provisions of the Companies Act, 1956. The said certificate forms part of this report.

CORPORATE GOVERNANCE

There is no Executive Director on Board of the Company. The Company has not paid any remuneration to its directors during the year.

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STOCK OPTIONS DETAILS

The Company, Kestone Integrated Marketing Services Private Limited has not granted any options or shares under any ESOP or any other plan to any of the Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) They have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and the profit and loss of the Company for that period;
- (iii) They have taken proper and sufficient care for 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 fraud and other irregularities;
- (iv) They have prepared the annual accounts on going concern basis;

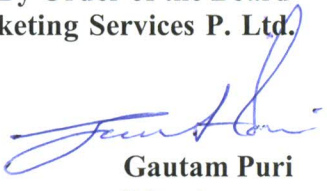
ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

**By Order of the Board
For Kestone Integrated Marketing Services P. Ltd.**


Nikhil Mahajan
Director


Gautam Puri
Director

Dated: 26.07.2013

Place: New Delhi

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