

ICML

INTEGRA CAPITAL MANAGEMENT LIMITED

**ANNUAL REPORT
2005 - 2006**

ICML**CONTENTS**

Notice	3
Directors Report	3-4
Report On Corporate Governance/ Shareholders Information	5-8
Auditors Certificate on Compliance of Corporate Governance	8-9
Auditors Report on Annual Accounts	9-11
Balance Sheet	12
Profit & Loss Account	13
Schedules	14-20
Balance Sheet Abstract	21
Cash Flow Statement	22-23

BOARD OF DIRECTORS

Sushil Kumar Vohra Chairman
T. S. Sridharan
Neeraj Kumar Goel
Tarun Vohra
Pankaj Vohra

AUDITORS
Krishan K. Tulshan
Chartered Accountant
New Delhi

SOLICITORS
Rajinder Narain & Company
Advocates & Solicitors
New Delhi

BANKERS
Bank of India

REGISTERED OFFICE
32 Regal Building,
Sansad Marg,
New Delhi-110 001

WEBSITE
www.integraprofit.com

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Integra Capital Management Limited will be held on Saturday, the 30th day of September 2006 at 9.30 A.M. at No. 5 (K.N. 24/34/47), Gadaipur, New Delhi - 110 030, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2006 and the Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors.
2. To appoint a Director :
 - a) In place of Shri Neeraj Goel, who retires by rotation and, being eligible, offers himself for re-appointment.
 - b) In place of Shri Pankaj Vohra, 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 of the Company and to fix their remuneration.

By Order of the Board of Directors,

Place : New Delhi
Date : 28th August, 2006

Registered Office :
32, Regal Building,
Sansad Marg,
New Delhi - 110 001

Chairman

- c) Instructions regarding change of address and / or mandate should be sent so as to reach the Company at its Registered Office latest by 20th September, 2006.
- d) Members desiring any information as regards accounts at the Meeting are requested to write to the Chairman of the Company so as to reach latest by 20th September, 2006 to enable the management to give the information at the time of the Meeting.

DIRECTORS REPORT

Your Directors have pleasure in presenting the Sixteenth Annual Report and the Audited Accounts for the year ended 31st March, 2006.

FINANCIAL RESULTS

(Rupees in Lacs)

	2005 - 2006	2004 - 2005
Total Income	133.20	58.42
Expenditure	10.66	12.04
	122.54	46.38
Non - Cash Charges	(2.32)	(5.95)
Profit Before Tax	120.22	40.43
Tax Provision	-	-
Profit After Tax	120.22	40.43

OPERATIONS

The Company is categorised as B group NBFC "non public deposit accepting company" by the Reserve Bank of India. During the year under report, the Company did not transact any hire purchase and/or lease business, and as of now, has no asset under lease and/or under hire purchase. During the year under review, the Company continued to create fee-based income in its wealth management business viz. direct equity, mutual funds, real estate, risk management and other ancillary services and also pursued its activities in areas/fields of consultancy/advisory and investments & trading in shares, stocks, securities, mutual funds and other financial instruments to enhance the Company's profitability; and achieved satisfactory results as shown and reflected in the accounts.

Notes :-

- a) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote instead of himself. The proxy need not be a Member of the Company. The Proxy Form should be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.
- b) Member/ Proxy holder must bring attendance slip to the Meeting and hand it over at the entrance duly signed.

DEPOSITS

The Company has not accepted any fixed deposits during the period under report; and the fixed deposits as at the end of the year stood at Rupees Nil.

AUDITORS REPORT

The observations of the Auditors are self - explanatory, and therefore do not call for any further comment/s.

DIVIDEND

Due to past losses and with a view to conserve resources, the Board of Directors do not recommend declaration of any dividend for the year ended 31st March, 2006.

DIRECTORS

Shri Neeraj Goel and Shri Pankaj Vohra retire by rotation at the ensuing Sixteenth Annual General Meeting and, being eligible, offer themselves for reappointment. The Directors recommend their reappointment, which would enable the Company to obtain their continued valuable guidance in the conduct of the Company's affairs.

AUDITORS

The Company's auditor, M/s Krishan K. Tulshan, Chartered Accountant, retires at the conclusion of the ensuing Sixteenth Annual General Meeting and are eligible for reappointment.

ADDITIONAL / STATUTORY INFORMATION

During the year no employee, whether employed for the whole year or part of the year, was drawing remuneration exceeding the limits as laid down under Section 217 of the Companies Act, 1956. The Company's (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 require the disclosure of particulars regarding Conservation of Energy in Form -A and Technology Absorption in Form - B prescribed by the Rules. The Company, not being a manufacturing Company, is advised that the requirements of Forms -A & B are not applicable to the Company.

AUDIT COMMITTEE

Pursuant to the changes made in the Companies (Amendment) Act, 2000, an Audit Committee had been constituted, consisting of the following directors of the Company:

1. Shri Neeraj Kumar Goel
3. Shri T.S. Sridharan
4. Shri Tarun Vohra

Shri Neeraj Kumar Goel, Chartered Accountant, had been elected Chairman of the Audit Committee.

CORPORATE GOVERNANCE

As required under Clause 49 of the Listing Agreement, a report on Corporate Governance is enclosed as annexure to this report. Auditor's certificate on compliance of corporate governance is also annexed with this report.

PAYMENT OF LISTING FEE

The annual listing fee for the year under review has been paid to the Bombay Stock Exchange Limited., Mumbai for the financial year 2006-07.

DEMAT OF COMPANY'S EQUITY SHARES

In compliance with the Sebi's requirements and guidelines, the Company has appointed Alankit Assignments Limited., 2 E/21, Jhandewalan Extension, New Delhi - 110055 as Registrar and Share Transfer Agent. National Securities Depository Limited (NSDL) has been appointed for the purpose of demat of the equity shares of the Company and connectivity with them has been established vide No. INE 366H01012.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm :

1. That in the preparation of annual accounts, the applicable accounting standards have been followed.
2. That the Directors have selected such accounting policies and have applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going-concern basis.



ACKNOWLEDGEMENT

Your Directors wish to convey their grateful thanks and appreciation of the support, assistance and co-operation extended to the Company by the employees, the members and/or the associates.

term shareholder value while at the same time protecting the interests of other stakeholders." Integra Capital Management Limited's code of corporate governance has been drafted in compliance with the code of "Corporate Governance" as promulgated by the Securities and Exchange Board of India (SEBI) on 25th January, 2000.

By Order of the Board of Directors,

2. BOARD OF DIRECTORS

Place : New Delhi
Dated : 28th August, 2006

Chairman

Registered Office :
32, Regal Building,
Sansad Marg,
New Delhi - 110 001

The Board of Directors of the Company is comprised of five directors, all of whom are non-executive and independent directors. None of the Directors is a member in more than ten committees or act as Chairman in more than five committees across all public companies in which he is a Director.

During the financial year 2005-2006, five meetings of the Board of Directors were held on 27th April, 2005; 29th July, 2005; 31st August, 2005; 31st October 2005 and 31st January, 2006. All the Directors except Shri T.S. Sridharan have attended all the meetings of the Board of Directors. The leave of absence was granted to the said director on account of his non-availability at the registered office of the Company where the meetings are normally held.

CORPORATE GOVERNANCE (Pursuant to Clause 49 of the Listing Agreement)

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Integra Capital Management Limited is committed to good corporate governance. The fundamental objective of Integra Capital Management Limited is "enhancement of the long-

The last Annual General Meeting held on 30th September, 2005 was attended by Shri S.K. Vohra, Shri Tarun Vohra and Shri Pankaj Vohra directors of the Company. Integra Securities Limited is a Public Company in which Shri S.K. Vohra, Shri Tarun Vohra, Shri Pankaj Vohra and Shri Neeraj Kumar Goel, directors of the Company, are holding directorship.

Details of the Directors attendance etc. are given below:

Directors	No. of Board meetings held	No. of Board meetings attended	Last AGM attendance (Yes/No)	No. of Membership in Board of other Public Companies
Shri Sushil Kumar Vohra	5	5	Yes	One
Shri Tarun Vohra	5	5	Yes	One
Shri Pankaj Vohra	5	5	Yes	One
Shri Neeraj Kumar Goel	5	5	No	One
Shri T.S. Sridharan	5	-	No	-

3. AUDIT COMMITTEE**COMPOSITION**

- (1) Shri N.K. Goel Chairman/ Director (Practicing Chartered Accountant)
- (3) Shri T.S. Sridharan Member/ Director
- (4) Shri Tarun Vohra Member/Director

MEETINGS AND ATTENDANCE DURING THE YEAR

Members	Meetings held	Meetings attended
Shri N.K. Goel	4	4
Shri T.S. Sridharan	4	-
Shri Tarun Vohra	4	4

*** Brief description of terms of reference**

The above meetings of the Committee were held to review the business activities and suggest measures for improvement thereof

4. REMUNERATION COMMITTEE

None of the Directors of the Company is being paid any remuneration and therefore no committee has been constituted for this purpose.

5. INVESTORS GRIEVANCE/SHAREHOLDERS' COMMITTEE*** Terms of Reference:**

The investors grievance committee facilitates prompt and effective redressal of the shareholders complaints and reporting of the same to the Board of Director periodically.

*** COMPOSITION**

- | | |
|----------------------------|--------------------|
| 1. Shri Sushil Kumar Vohra | Chairman |
| 2. Shri Neeraj Kumar Goel | Director |
| 3. Shri Tarun Vohra | Director |
| 4. Shri Pankaj Vohra | Director |
| 5. Shri M.M.S.Jain | Compliance Officer |

The Company has not received any grievance from any of its shareholders; directly or through the Stock Exchange\ SEBI / CLB etc. during the financial year 2005-2006 and as such no meeting was held during the year.

No share transfer is pending. All transfers were recorded within the period of 10 (Ten) days.

6. SHAREHOLDERS MEETINGS*** Detail of the last three AGMs held:**

YEAR	DATE	VENUE	TIME
2002-2003*	30.09.2003	No. 5 (K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:30 Am
2003-2004	30.09.2004	No. 5 (K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:00 Am
2004-2005	30.09.2005	No. 5 (K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:30 Am

* Special Resolutions for de-listing of Company's equity shares from the The Delhi Stock Exchange & The Madras Stock Exchange were passed unanimously.

7. DISCLOSURES

* Disclosure on materially significant related party transactions - NIL

* Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years - NONE

8. MEANS OF COMMUNICATION

* Quarterly, Half-Yearly and Annual Results were sent to the Stock Exchange where the shares of the Company were listed. Quarterly Results were also published in leading English as well as Hindi newspapers viz. Business Standard and Mahalakshmi Vyapar both published from Delhi.

9. GENERAL SHAREHOLDERS INFORMATION

It is provided in the section styled as "Shareholders Information" published elsewhere in this Annual Report.

10. DISCLOSURE ON NON-MANDATORY REQUIREMENTS

The Company has not opted to furnish separately information required in annexure 3 - Non-mandatory requirement on corporate governance.

11. As per Clause 49 of the Listing Agreement with the Stock Exchange, the Company is to obtain a certificate from the Auditors of the Company regarding compliance of conditions on corporate governance. The Auditors Certificate in respect thereof is enclosed in this Annual Report.