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INTEGRA CAPITAL MANAGEMENT LIMITED

21st

ANNUAL REPORT

2010 - 2011

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BOARD OF DIRECTORS

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

Chairman

AUDITORS

H.K. Dua & Co.
Chartered Accountants
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

REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited,
2E/21, Jhandewalan Extension,
New Delhi - 110 055

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of Integra Capital Management Limited will be held on Friday, the 30th day of September 2011 at 9.30 A.M. at No. 5 (K.N. 24/34/47), Gadalpur, 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, 2011 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 Tarun Vohra, who retires by rotation and, being eligible, offers himself for re-appointment.
 - b) In place of Shri Neeraj Kumar Goel, 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 : 31st August, 2011

Director

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

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.
- c) Instructions regarding change of address and/or mandate should be sent so as to reach the Company at its Registered Office latest by 21st September, 2011.

- 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 21st September, 2011 to enable the management to give the information at the time of the Meeting.

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty First Annual Report and the Audited Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

(Rupees in Lacs)

	2010 - 2011	2009 - 2010
Total Income	36.20	62.17
Expenditure	17.38	24.13
	18.82	38.04
Non - Cash Charges	2.88	2.88
Profit Before Tax	15.94	35.16
Tax/Mat of earlier years	15.00	-
Profit After Tax	0.94	35.16

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 earn 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 and services. Adverse market conditions continued to prevail, thus affecting the Company's results and the valuations all round.

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 the 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, 2011.

DIRECTORS

Shri Tarun Vohra and Shri Neeraj Kumar Goel retire by rotation at the ensuing Twenty First 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 auditors, M/s H.K. Dua & Co., Chartered Accountants, retire at the conclusion of the ensuing Twenty First 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 - Chairman
2. Shri T.S. Sridharan
3. Shri Tarun Vohra

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.

COMPLIANCE CERTIFICATE

Compliance certificate in terms of section 383A of the Companies Act, 1956 obtained from the practising company secretary is annexed with this report. It does not call for any comments.

PAYMENT OF LISTING FEES

The annual listing fees for the year under review have been paid to The Bombay Stock Exchange Limited, Mumbai for the financial year 2011-12.

DEMAT OF COMPANY'S EQUITY SHARES

In compliance with the SEBI's requirements and guidelines, the Company has appointed M/s Alankit Assignments Limited, 2 E/21, Jhandewalan Extension, New Delhi - 110055 as Registrar and Share Transfer Agent. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) have been appointed for the purpose of demat of the equity shares of the Company and connectivity with them has been established.

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, 1956 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.

By Order of the Board of Directors,

Place : New Delhi
Dated : 31st August, 2011

Director

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

COMPLIANCE CERTIFICATE

Registration No. of the Company : U74899DL1990PLC040042
Nominal Capital : Rs. 15,00,00,000/-

To

The Members

INTEGRA CAPITAL MANAGEMENT LIMITED
32, Regal Buildings, Sansad Marg,
New Delhi - 110 001

I have examined the registers, records, books and papers of **M/s INTEGRA CAPITAL MANAGEMENT LIMITED (THE COMPANY)** as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2011. In our opinion and to the best of our information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and rules made there under.
3. The Company being a Limited Company, comments are not required.
4. The Board of Directors duly met seven (7) times respectively on 22.04.2010, 14.05.2010, 30.07.2010, 31.08.2010, 12.11.2010, 04.02.2011, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose as per the information provided by the management.
5. The Company has closed the Register of Members during the financial year 22nd September 2010 to 30th September 2010 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31st March 2010 was held on 30th

September 2010 after giving due notices to the members of the company and the resolutions passed there at were duly recorded in the Minutes Book maintained for the purpose.

7. No Extraordinary General Meetings were held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Companies Act.
9. As informed by the Management, the Company has sold Investments at a value of Rs. 42,30,000/- to the Directors related party as per the Annual Report.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the preview of Section 314 of the Act, the company has not obtained any approval from the Board of Directors, members and the Central Government.
12. The Company has issued duplicate Share Certificate during the financial year.
13. We further report that :
 - I) The company has delivered all the certificates on transfer of shares but there was no allotment/transmission of an securities during the financial year.
 - II) The company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - III) The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - IV) The company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - V) The company has generally complied with the requirements of Section 217 of the Act.

14. The Board of Directors of the company is duly constituted. There has been no appointment of additional directors, alternate directors to fill up casual vacancies has been made during the financial year ended on 31st March, 2011.
 15. The Company has not appointed any Managing Director/Whole Time Director/Manager during the financial year.
 16. The Company has not appointed any sole/selling agent(s) during the financial year.
 17. The Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar of Companies or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any equity shares during the financial year under scrutiny.
 20. The Company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any public deposits under Section 58A during the financial year.
 24. The Company has not made any borrowings during the financial year ended 31.03.2011.
 25. The Company has not made the loans and investments, or given guarantees or provided securities to other bodies corporate and has not made the necessary entries in the register maintained for the purposes.
 26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the company's registered office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum of Associations with respect to the objects the Company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum of Associations with respect to the name of the company during the year under scrutiny.
 29. The Company has not altered the provisions of the Memorandum of Associations with respect to the share capital of the company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the financial year.
 31. As per the information provided and records furnished, there is no prosecutions initiated against or show cause notices received by the company and no fines and penalties or any punishment imposed on the company during the financial year for offences under the Act.
 32. The Company has not received any money as security from its employees during the financial year.
 33. We have given to understand that the company has not created any separate provident fund or any other fund, which attracts the provision of section 418 of the Act.
- Note : The above report is based on the information/ records & register provided to the under signed or as were found to the best of my knowledge to be necessary for this certification, qualification, reservation or adverse remarks if any are stated at relevant places.

For REKHA GUPTA & ASSOCIATES
Company Secretaries

Date : 31.08.2011
Place : Delhi

REKHA GUPTA
Proprietor
C.P. No. 17271

Annexure 'A'**Registers as maintained by the Company**

1. Register of Members U/s 150.
2. Register and Return U/s 163.
3. Minutes Books of Board Meetings & General Meetings U/s 193.
4. Books of Accounts (Section 209)
5. Register of particulars of contracts in which directors are interested U/s 301.
6. Registers of Directors', Managing Directors, Manager and Secretary U/s 303.
7. Register of Directors Shareholding U/s 307.
8. Register of Fixed Assets.
9. Register of Attendance of Directors of the meeting of Board of Directors.
10. Register of Shareholders (attendance slip collected and entered in the Shareholder Register) at their meetings.

ANNEXURE 'B'

Forms and Returns as filed by the company with the ROC, or other authorities during the financial year ending 31st March, 2011.

S. No.	Form No./Return	Filed U/s	For	Date of Filing	Whether Filed within prescribed time	Whether additional fees paid
1.	Balance Sheet & Profit & Loss A/c	220	Filing with the ROC for 2009 - 2010	26.10.2010	Yes	No
2.	Annual Return	159	Filing with the ROC for 2009 - 2010	26.10.2010	Yes	No
3.	Compliance certificate	383A	Filing with the ROC for 2009 - 2010	14.10.2010	Yes	No.