



**INTEGRA CAPITAL MANAGEMENT LIMITED**

**22nd  
ANNUAL REPORT  
2011 - 2012**

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

## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Integra Capital Management Limited will be held on Friday, the 28th day of September 2012 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, 2012 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 Sushil Kumar Vohra, who retires by rotation and, being eligible, offers himself for re-appointment.
  - b) In place of Shri T.S. Sridharan, 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, 2012

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, 2012.

- 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, 2012 to enable the management to give the information at the time of the Meeting.

## DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty Second Annual Report and the Audited Accounts for the year ended 31st March, 2012.

### FINANCIAL RESULTS

(Rupees in Lacs)

	2011 - 2012	2010 - 2011
Total Income	1.20	129.94
Expenditure	(19.06)	111.12
	(20.26)	18.82
Non - Cash Charges	2.88	2.88
Profit/(Loss) Before Tax	(23.14)	15.94
Debtors/Tax/Mat of earlier years	6.09	15.00
Profit/(Loss) After Tax	(29.23)	.94

### 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 leasing business. The Company continued to engage in its wealth/assets management business, and investments in shares & stocks, mutual funds, fixed deposits etc., and consultancy & advisory services. Market conditions continued to be adverse, thereby affecting the Company's results and the valuations. The Company is continuously looking for opportunities in profitable avenues, though in difficult competitive market scenario.

### 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, 2012.

**DIRECTORS**

Shri Sushil Kumar Vohra and Shri T.S. Sridharan retire by rotation at the ensuing Twenty Second 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 Second Annual General Meeting and are eligible for re-appointment.

**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 2012 - 13.

**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 Loss 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, 2012

Director

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

**Auditors Certificate  
of**

**Integra Capital Management Limited  
(Under Clause 49 of the Listing Agreement)**

**To The Members of Integra Capital Management Limited**

We have examined the compliance of conditions of corporate governance by Integra Capital Management Limited (The Company) for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investor Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For H.K. Dua & Co.  
Chartered Accountants,

C.A.H.K. Dua  
Partner

M. No. : 080727  
FRN : 000581N

Place : New Delhi  
Dated : 31st August, 2012

**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-term shareholders 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 and as amended from time to time.

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 F.Y. 2011-12, six meetings of the Board of Directors were held on 13/05/2011, 19/05/2011, 09/08/2011, 31/08/2011, 11/11/2011 & 31/01/2012. All the Directors have attended all the meetings of the Board of Directors except Shri T.S. Sridharan who could attend only one meetings held on 19.05.2011, due to his prior commitment and his non-availability at the registered office of the Company. Leave of the absence was granted to him for the meetings, he could not attend.

The last Annual General Meeting held on 30th September, 2011 was attended by Shri S.K. Vohra, Shri Tarun Vohra and Shri Pankaj Vohra directors of the Company.

**2. BOARD OF DIRECTORS**

The Board of Directors of the Company is comprised of five directors, all of whom are non-executive and independent

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	6	6	Yes	One
Shri T.S. Sridharan	6	1	No	-
Shri Neeraj Kumar Goel	6	6	No	One
Shri Tarun Vohra	6	6	Yes	One
Shri Pankaj Vohra	6	6	Yes	One

**3. AUDIT COMMITTEE COMPOSITION**

- 1) Shri Neeraj Kumar Goel Chairman/Director (Practising Chartered Accountant)
- 2) Shri T.S. Sridharan Member/Director
- 3) Shri Tarun Vohra Member/Director

**MEETINGS AND ATTENDANCE DURING THE YEAR**

Members	Meetings held	Meetings attended
Shri N.K. Goel	5	5
Shri T.S. Sridharan	5	1
Shri Tarun Vohra	5	5

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**

The investors grievance committee facilitates prompt and effective redressal of the shareholders complaints and reporting of the same to the Board of Directors 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 F.Y. 2011-2012; and as such no meeting was held during the year.

No share transfer is pending. All transfers were recorded within the statutory period by M/s Alankit Assignments Limited.

**6. SHAREHOLDERS MEETINGS**

\*Detail of the last three AGMs held:

YEAR	DATE	VENUE	TIME
2008-2009	30.09.2009	No. 5 ( K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:30 AM
2009-2010	30.09.2010	No. 5 ( K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:30 AM
2010-2011	30.09.2011	No. 5 ( K.N.24/34/47) Gadaipur, New Delhi - 110 030	9:30 AM

**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 Bombay Stock Exchange Ltd. where the shares of the Company were listed. Quarterly Results were also published in leading English as well as Hindi newspapers viz. Money Makers 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 with this Annual Report.

**12. INTEGRA CAPITAL MANAGEMENT LIMITED'S SHAREHOLDERS' INFORMATION**

1. Exchange Listed at : The Bombay Stock Exchange Ltd., Mumbai (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001
2. Listing Fees : Paid to the BSE for 2012 - 2013
3. Stock Code : 531314 (BSE)
4. Date of Closure : 22nd September, 2012 to  
28th September 2012  
(both days inclusive)
5. Date, Time and Venue of the Meeting : 28th September, 2012 at 9:30 a.m. at  
No. 5 (K.No. 24/34/47) Gadaipur,  
New Delhi - 110 030
6. Dividend Pay out :  
Date
7. Stock Market Data : 52 Weeks  
High Rs. 16.45 on 11.04.2011  
Low Rs. 3.31 on 11.08.2011
8. Market Capitalisation as on 31.03.2012 : Rs. 2.85 Crores
9. No. of Employees as on 31.03.2012 : 2
10. No. of Shareholders as on 31.03.2012 : 790

11. No. of Shares traded during F.Y. 2011 - 12 : 1,99,287

12. Communication regarding Share Transfers, Share Certificates, Dividends, and Change of Address etc may be addressed to : 1) 32, Regal Building, Sansad Marg, New Delhi - 110 001  
2) M/s Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan, New Delhi - 110055

**13. Share Transfer System**

The Company has appointed M/s. Alankit Assignments Ltd., Alankit House, 2E/21, Jhandewalan Extension, New Delhi - 110055 (INDIA) as share transfer agent both for physical and demat forms. The Company has also established connectivity with the National Securities Depository Ltd. (NSDL) AND Central Depository Services (India) Ltd. All the share transfers are registered and returned within average period of 20 days, if the documents are complete in all respects.

The Share Transfer Committee meets about once in a month.

The number of shares transferred in physical form during the year ended 31st March 2012.

Transfer Period ( Days )	No. of Transferees (Folios)	No. of Shares	%
	Nil		

14. Investors' grievance pending, if any

**15. Shareholding Pattern**

Category	31.03.2012				31.03.2011			
	No. of Share holders	% to total holders	No. of shares	% to total shares	No. of share holders	% to total holders	No. of shares	% to total shares
Promoters	9	1.14	35,27,100	75	9	1.19	3522100	75
Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Financial Institution/ Bank	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trust	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Private Corporate Body	37	4.69	66361	1.411	38	5.09	53380	1.135
Indian Public	744	94.17	1109339	23.589	704	93.73	1122320	23.865
NRIs/ FIIs/OCBs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>790</b>	<b>100</b>	<b>4702800</b>	<b>100</b>	<b>751</b>	<b>100</b>	<b>4702800</b>	<b>100</b>