



INTEGRA CAPITAL MANAGEMENT LIMITED

24th

ANNUAL REPORT

2013 - 2014

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BOARD OF DIRECTORS

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

Chairman
Director
Director
Independent Director
Independent Director

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 Fourth Annual General Meeting of the Members of Integra Capital Management Limited will be held on Tuesday, the 30th day of September 2014 at 9.30 A.M. at No. 5 (K.N. 24/34/47), Gadaipur, New Delhi - 110 030, to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Statement for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors.
2. To appoint Director in place of Shri Pankaj Vohra, (holding DIN 00030499) who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors M/s H.K. Dua & Co. Chartered Accountants, New Delhi for a period of five years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th AGM to be held in 2019 (subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out of pocket and travelling expenses etc as may be mutually agreed between the Board of Directors of the Company and the Auditors.

AS SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

Appointment of Independent Director of the Company

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification's or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. T.S. Sridharan (holding DIN 02435527), Director of the company be and is hereby appointed as an Independent Director of the Company at the ensuing Annual General Meeting to hold office for five consecutive years with effect from 30th September 2014 to 29th September 2019."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

Appointment of Independent Director of the Company

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies

Act 2013 and the rules made there under (including any statutory modification's or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Neeraj Kumar Goel (holding DIN 00022850), Director of the company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 30th September 2014 to 29th September 2019."

6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars/Depositories.
7. **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, the Company is pleased to provide members facility to exercise their right to vote at the 24th AGM by electronic means and the business may be transacted through e-Voting services provided by Central Securities Depository Limited (CDSL):

The instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under :

- i) The voting period begins on 23rd September, 2014 at 9.00 AM and ends on 25th September, 2014 at 6.00 PM. 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 30th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.

vii) 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
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

viii) After entering these details appropriately, click on "SUBMIT" tab. 3

ix) 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.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the Integra Capital Management Limited on which you choose to vote.

xii) 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.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
- 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 they have to create 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.
- 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.

xix) 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.

e-Voting for Scrutinizers:

At the end of the voting period, the scrutinizer can download the entire voting data using the Scrutinizer login.

A. Other Instructions:

- i) The e-voting period commences on 23rd September 2014 (9.00 a.m.) and ends on 25th September 2014 (6.00 p.m.). During this period members of the Company. Holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 30th August, 2014.
- iii) Mr. Loveleen Aggarwal (Membership No. 92918) of M/s Vineet Meenakshi & Associates Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit forthwith to the Chairman of the Company.
- v) 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 Company's website www.integraprofit.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchanges.
- vi) Members who do not have access to e-voting facility may send duly completed Ballot Form enclosed with the Annual report so as to reach the Scrutinizer appointed by The Board of Directors of the Company, Mr. Loveleen Aggarwal (Membership No. 92918) of M/s Vineet Meenakshi & Associates Practicing Chartered Accountants at the Registered Office of the Company not later than 23rd September, 2014 (6.00 P.M.). Ballot Form received after this date will be treated as invalid.

By Order of the Board of Directors,

Place : New Delhi
Date : 30th August, 2014

Director

Registered Office :

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

- vii) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Notes :-

1. 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.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the company will remain closed from 23rd September 2014 to 30th September 2014 (both day inclusive).
4. The Securities and 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 requested to submit the PAN to their Depository Participants with whom they demat accounts.
5. Details under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited in respect of Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.

By Order of the Board of Directors,

Place : New Delhi
Date : 30th August, 2014

Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

RESOLUTION AT ITEM NO.4

Mr. T.S. Sridharan aged about 68 years is a Non Executive Independent Director of the company. He joined the Board of Directors of the company on 28th June 1994. Mr. T.S. Sridharan is a member of the Nomination, Remuneration and Stakeholders Relationship Committee. He is a Member of stakeholders Grievance Committee of the Board of Directors of the company.

He is having a vast experience as non executive and independent director in our listing company. He is not

holding any equity shares in the company. He is not holding any directorship in any other public company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr.T.S.Sridharan being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years with effect from 30th September 2014 to 29th September 2019."

In the opinion of the Board, Mr.T.S.Sridharan fulfils the conditions specified in the Companies Act 2013 and Rules made there under for his appointment as an Independent Director of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail service of Mr. T.S. Sridharan as an Independent Director. Accordingly the Board recommends the resolution relating to appointment of Mr.T.S. Sridharan as an Independent Director for the approval of the shareholders of the company. The said Independent director is not liable to retire by rotation.

Except Mr. T.S.Sridharan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at item No.4. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with Bombay Stock Exchange Limited.

RESOLUTION AT ITEM NO.5

Mr. Neeraj Kumar Goel aged about 61 Years is a Non Executive Independent Director of the company. He joined the Board of Directors of the company on 30th May 1990. Mr. Neerej Kumar Goel is Chairman of the Nomination, Remuneration and Stakeholders Relationship Committee of the Board of Director's of the company.

He is a Chartered Accountant by profession and FCA member. He is having rich experience in the field of Taxation, Accounts, Auditing and Corporate Management. He is not holding any equity shares in the company. He is not holding any directorship in any other public company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Neeraj Kumar Goel being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years with effect from 30th September 2014 to 29th September 2019."

In the opinion of the Board, Mr. Neeraj Kumar Goel fulfils the conditions specified in the Companies Act 2013 and Rules made there under for his appointment as an Independent Director of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail service of Mr. Neeraj Kumar Goel as an Independent Director. Accordingly the Board recommends the resolution relating to appointment of Mr. Neeraj Kumar Goel as an Independent Director for the approval of the shareholders of the company. The said Independent director is not liable to retire by rotation.

Except Mr.Neeraj Kumar Goel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at item No.5. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with Bombay Stock Exchange.

By Order of the Board of Directors,

Place : New Delhi
Date : 30th August, 2014

Director

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty Fourth Annual Report and the Audited Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

	(Rupees in Lacs)	
	2013 - 2014	2012 - 2013
Total Income	34.86	41.25
Expenditure	(33.96)	(66.45)
	0.90	(25.20)
Non - Cash Charges	1.35	2.79
Profit/(Loss) Before Tax	(0.45)	(27.99)
Assets Discarded/Written Off	-	27.80
Profit/(Loss) After Tax	(0.45)	(55.79)

OPERATIONS

The Company is categorized 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, however, continued to be adverse, thereby affecting the Company's results and the valuations.

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 comments/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, 2014.

DIRECTOR

Shri Pankaj Vohra and retires by rotation at the ensuing Twenty Fourth Annual General Meeting and, being eligible, offers himself for re-appointment. The Directors recommend his re-

appointment, which would enable the Company to obtain his continued valuable guidance in the conduct of the Company's affairs.

INDEPENDENT DIRECTORS

In accordance with the Companies Act, 2013, Shri T.S. Sridharan and Shri Neeraj Kumar Goel are to be appointed as independent directors for a period of five consecutive years at the ensuing Annual General Meeting. The Directors recommend their appointment, which would enable the Company to obtain their continued valuable guidance in the conduct of the Company's affairs.

AUDITORS

In accordance with the Companies Act 2013, the statutory auditors of the Company, M/s H.K. Dua & Co., Chartered Accountants, New Delhi, are to be appointed as statutory auditors of the Company for a period of five years at the conclusion of the ensuing Annual General Meeting and their re-appointment to be ratified later, every year.

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 Companies (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 fee for the year under review has been paid to The Bombay Stock Exchange Limited, Mumbai for the financial year 2014 - 15.

DEMAT OF COMPANY'S EQUITY SHARES

In compliance with the Sebi's requirements and guidelines, the Company has appointed M/s Alankit Assignments Limited., 2E/ 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 : 30th August, 2014

Director

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