



**INTEGRA CAPITAL MANAGEMENT LIMITED**

**25th  
ANNUAL REPORT  
2014 - 2015**

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BOARD OF DIRECTORS

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Sushil Kumar Vohra  
Tarun Vohra  
Pankaj Vohra  
Mrs. Saroj Bhandari  
T.S. Sridharan  
Neeraj Kumar Goel

Chairman  
Director  
Director  
Independent 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  
Email id.; icml1990@gmail.com  
Tel. No. : 011-23361532  
CIN No. L744899DL1990PLC040042

**WEBSITE**

[www.integraprofit.com](http://www.integraprofit.com)

**REGISTRAR & SHARE TRANSFER AGENT**

M/s Alankit Assignments Limited,  
2E/21, Jhandewalan Extension,  
New Delhi - 110 055  
Tel. No. : 011-23341234

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Integra Capital Management Limited will be held on Wednesday, the 30th day of September 2015 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, 2015 and the Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors.
2. To appoint Director in place of Mr. Tarun Vohra (holding DIN no-00030470), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sushil Kumar Vohra (holding DIN no-00030808), who retires by rotation and, being eligible, offers himself for re-appointment.
4. M/s H.K. Dua & Co. Chartered Accountants, New Delhi, were appointed as statutory auditors of the Company for a period of five years to hold office from the conclusion of Twenty Fourth Annual General Meeting (AGM) till the conclusion of the 29th Annual General Meeting (AGM) to be held in 2019 (subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out of pocket expenses etc. as may be mutually agreed upon between the Board of Directors of the Company and the Auditors. Now therefore, it is proposed to ratify their appointment in this Annual General Meeting.

### AS SPECIAL BUSINESS

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 or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mrs. Saroj Bhandari (holding DIN 07160251), 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 2015 to 29th September 2020."

6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Registrar/the 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:

- i) The voting period begins on 24th September, 2015 at 9.00 AM and ends on 26th September, 2015 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 23rd September, 2015, 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](http://www.evotingindia.com)**.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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</li> <li>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</li> </ul>
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"> <li>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).</li> </ul>

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

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.

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.

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](http://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](mailto: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.

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.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 24th September 2015 (9.00 a.m.) and ends on 26th September 2015 (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 23rd September, 2015, 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 8th September, 2015.
- 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](http://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, 2015 (6.00 P.M.). Ballot Form received after this date will be treated as invalid.
- 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.

By Order of the Board of Directors,

Place : New Delhi  
Date : 11th August, 2015

Chairman

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

**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 2015 to 30th September 2015 (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.

By Order of the Board of Directors,

Place : New Delhi  
Date : 11th August, 2015

Chairman

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013****RESOLUTION AT ITEM NO. 5**

Mrs. Saroj Bhandari aged about 72 years is a Non Executive Independent Director of the company. She joined the Board of Directors of the Company on 28th March 2015. Mrs. Saroj Bhandari is a member of the Nomination, Remuneration and Stakeholders Relationship Committee. She is also a Member of stakeholders Grievance Committee of the Board of Directors of the Company.

She was appointed as additional director in the meeting of Board of Directors of the Company held on 28th March, 2015. She is not holding any equity shares in the Company. She is also not holding any directorship in any other public company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Saroj Bhandari being eligible and offering herself for appointment is proposed to be appointed as an Independent Director for five consecutive years with effect from 30th September 2015 to 29th September 2020."

In the opinion of the Board, Mrs. Saroj Bhandari fulfils the conditions specified in the Companies Act 2013 and Rules made there under for her 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 services of Mrs. Saroj Bhandari as an Independent Director. Accordingly the Board recommends the resolution relating to appointment of Mrs. Saroj Bhandari 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 Mrs. Saroj Bhandari, 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 Limited.

By Order of the Board of Directors,

Place : New Delhi  
Date : 11th August, 2015

Chairman

## D I R E C T O R S   R E P O R T

Your Directors have pleasure in presenting the Twenty Fifth Annual Report and the Audited Accounts for the year ended 31st March, 2015.

### FINANCIAL RESULTS

	(Rupees in Lacs)	
	2014 - 2015	2013 - 2014
Total Income	97.54	34.86
Expenditure	(72.69)	(33.96)
	24.85	0.90
Non - Cash Charges	1.28	1.35
Profit/(Loss) Before Tax	23.57	(0.45)
Tax Expense	0.87	-
Profit /(Loss) After Tax	22.70	(0.45)

No amount has been transferred to 'Reserves'; and no material change or commitment has occurred after the close of the Financial Year 2014-15 till the date of this Report, which affects the financial position of the Company.

### 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. The Company is, however, constantly looking for suitable business opportunities to engage in and enhance its revenues.

The overall running of the Company's affairs/operations has been highly satisfactory (as evidenced by the financial results), resulting in higher revenues and profitability.

### 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 31.03.2015, stood at Rupees Nil.

### AUDITORS REPORT

The observations of the Auditors are self-explanatory; and therefore do not call for any further comment/s. Auditors have neither made any adverse remarks nor have reported any fraud

under Section 143(12) of the Companies Act, 2013.

### 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, 2015.

### DIRECTORS

Mr. Tarun Vohra retires by rotation at the ensuing Twenty Fifth 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.

Mr. Sushil Kumar Vohra retires by rotation at the ensuing twenty Fifth 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 applicable provisions of the Companies Act, 2013, and the rules framed thereunder, a woman Director-Mrs. Saroj Bhandari--had been appointed by the Board of Directors of the Company as independent director on 28th March, 2015. She is to be appointed as an independent director for a period of five consecutive years at the ensuing Annual General Meeting. The Directors recommend her appointment.

### AUDITORS

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

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The Company is not being a manufacturing Company therefore conservation of energy & technology absorption is not applicable. The Company has neither earned nor expended any foreign exchange.

### DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors have given declaration that they meet the criteria of independence as provided under Section 149 of the Act and the Listing Agreement.

### AUDIT COMMITTEE

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

## SECRETARIAL AUDIT REPORT

Secretarial Audit Report for the financial year ended 31st March, 2015, pursuant to Section 204(1) of the Companies Act, 2013 and the rules framed thereunder and obtained from the practising company secretary is annexed with this report. It does not call for any comments.

## 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 2015-16.

## 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.

## SHARE CAPITAL

During the year under report, there has been no change in the authorised, subscribed and paid-up share capital of the Company.

## BOARD MEETING

There were seven (7) meetings of the Board of Directors held during the year.

## EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in Form No. MGT-9 is attached as Annexure 'A'.

## INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial controls consistent with the nature of business and size of operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on regular basis by the management as well as by the internal auditors appointed by the Company.

## CORPORATE GOVERNANCE

The compliance of clause 49 of the Listing Agreement is not mandatory/applicable; and therefore, the information required

there under has not been incorporated in the Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions in regard to Corporate Social Responsibility (CSR) are not applicable to the Company.

## VIGIL MECHANISM FOR DIRECTORS/EMPLOYEES

This clause is not applicable to the Company.

## POLICY AND REMUNERATION COMMITTEE-- MANAGERIAL REMUNERATION

None of the Directors of the Company are being paid any remuneration; and therefore, no committee has been constituted for this purpose, nor any policy for remunerating the directors has been framed.

## ANNUAL EVALUATION -- BOARD AND ITS COMMITTEE/S

The performance of the Board and of each committee has been evaluated by its members and found to be satisfactory.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 ..... None

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Form No. AOC-2 is attached as Annexure 'B'

## RISK MANAGEMENT

The Company has appropriate risk management policy commensurate with the size of the Company.

## PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

The Company has no female employee nor does it have any public dealing; and therefore, there is no requirement to have in place any mechanism for prevention of sexual harassment.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and 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 and loss of the Company for that period.

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis; and

e) being a listed company, the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 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 : 11th August, 2015

Chairman

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

**Form No. MGt - 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31/03/2015**

**Annexure A**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS :

CIN:-	L74899DL1990plc040042
Registration Date	02/05/1990
Name of the Company	Integra Capital Management Limited
Category of the Company	Limited by shares
Address of the Registered office and contact details	32, Regal Building, Sansad Marg, New Delhi - 110 001
Whether listed company	Yes/No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, 2-E/21, Jhandewalan Extension, New Delhi - 110055 Tel. No. : 011-23541234

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products/services.	NIC Code of the Product/service	%to total turnover of the company
1.	Non-Public Deposit Accepting Company, wealth/assets management business; and investments in shares and stocks, mutual funds, fixed deposits etc. and consultancy & advisory services	74899	100%