

ICML

30TH ANNUAL REPORT

INTEGRA CAPITAL MANAGEMENT LIMITED

2019-2020

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BOARD OF DIRECTORS

Tarun Vohra	Managing Director/Chairman	00030470
Pankaj Vohra	Chief Executive Officer	00030499
Purva Dutta	Company Secretary	
Mrs. Anjali Vohra	Director	08551458
Mrs. Saroj Bhandari	Independent Director	07160251
T.S.Sridharan	Independent Director	02435527
Neeraj Kumar Goel	Independent Director	00022850

AUDITORS

GSA & Associates LLP
Krishna Kant Tulsian
Chartered Accountants
New Delhi
Membership No. 085033
Firm Registration No. 000247N/N500339

SOLICITORS

Rajinder Narain & Company
Advocates & Solicitors
New Delhi

BANKERS

Bank of India

REGISTERED OFFICE

32, Regal Building,
Sansad Marg,
New Delhi-110001
Email id.; icmlcompliance@gmail.com
Tel. No. 011-23361532
CIN NO. L74899DL1990PLC040042

WEBSITE

www.integraprofit.com

REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited,
2E/21, Jhandewalan Extension,
New Delhi-110 055
Tel.No-01123341234

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Integra Capital Management Limited will be held on Wednesday, the 30th day of September 2020 at 9.30 A.M. at No. 5(K.N.24/34/47), Gadaipur, New Delhi-110030, to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Statement for the year ended 31st March, 2020 and the Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors.
2. To re-appoint a Director of Mr. Tarun Vohra (holding DIN No- 00030470), who retires by rotation and, being eligible, offers himself for re-appointment
3. M/s GSA & Associates LLP 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 the 29th Annual General Meeting (AGM) till the conclusion of the 34th Annual General Meeting (AGM) to be held in 2024 (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.

GENERAL INFORMATION

1. 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.
2. 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 30th 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 27th September, 2020 at 9:00 AM and ends on 29th September, 2020 at 5:00 P.M. 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 22nd September, 2020, 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. 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's 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 your 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 27th September 2020 (09.00 a.m.) and ends on 29th September 2020 (5.00 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 22nd September 2020, 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 22nd September 2020.
- iii) Mr. Vineet Aggarwal (Membership No. 095720) 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 BSE Ltd.
- 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. Vineet Aggarwal (Membership No. 095720) of M/s Vineet Meenakshi & Associates Practicing Chartered Accountants at the Registered Office of the Company not later than 29th September, 2020 (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: 02nd September, 2020

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. The Register of Members and Share Transfer Books of the company will remain closed from 22nd September 2020 to 30th September 2020 (both day inclusive).
3. 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 the Depository Participant with whom they demat accounts.
4. Meeting shall be held as per applicable COVID-19 guidelines.

By Order of the Board of Directors,

**Place: New Delhi
Date: 02nd September, 2020**

Chairman

DIRECTORS REPORT

Your Directors have pleasure in presenting the Thirtieth Annual Report and the Audited Accounts for the year ended 31st March, 2020.

FINANCIAL RESULTS

	Rupees in Lacs		
	2019 – 2020	2018 – 2019	2017 – 2018
Total Income	16.68	31.42	35.92
Expenditure	(64.67)	(20.74)	(21.15)
	-----	-----	-----
	(47.99)	10.68	14.77
Non – Cash Charges	-	-	-
	-----	-----	-----
Profit/(Loss) Before Tax	(47.99)	10.68	14.77
Tax Expense	(5.28)	-	-
	-----	-----	-----
Profit/(Loss) After Tax	(53.27)	10.68	14.77
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No amount has been transferred to 'Reserves'; and no material change or commitment has occurred after the close of the Financial Year 2020-21 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 remained satisfactory.

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 31.03.2020, 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, 2020.

DIRECTORS

Mr. Tarun Vohra who retires by rotation at the ensuing Thirtieth 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.

AUDITORS

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

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

The Company is not a manufacturing Company. Therefore, conservation of Energy & Technology Absorption is not Applicable. The Company has neither earned nor spent on 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. Smt. Saroj Bhandari
3. Shri T.S Sridharan