

ICML

33RD ANNUAL REPORT

**INTEGRA CAPITAL MANAGEMENT
LIMITED**

2022-2023

COMPANY INFORMATION AS ON 31ST MARCH 2023

BOARD OF DIRECTORS

MR. TARUN VOHRA	MANAGING DIRECTOR/CHAIRMAN
MR. PANKAJ VOHRA	CHIEF EXECUTIVE OFFICER
MS. MEGHA WADHWA	COMPANY SECRETARY
MRS ANJALI VOHRA	DIRECTOR
MRS SAROJ BHANDARI	INDEPENDENT DIRECTOR
MR T.S. SRIDHARAN	INDEPENDENT DIRECTOR
MR. NEERAJ KUMAR GOEL	INDEPENDENT DIRECTOR
MR. AJAY PRATAPRAY SHANGHAVI	INDEPENDENT DIRECTOR
MR. RAJGOPAL SWAMI	INDEPENDENT DIRECTOR

STATUTORY AUDITORS	:	GSA & ASSOCIATES LLP KRISHNA KANT TULSIAN CHARTERED ACCOUNTANTS NEW DELHI MEMBERSHIP NO. 085033 FIRM REGISTRATION NO. 000247N/N500339
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SHARES LISTED WITH	:	BSE LIMITED
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REGISTERED OFFICE	:	32 REGAL BUILDING, SANSAD MARG, NEW DELHI-110001
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WEBSITE	:	www.integraprofit.com
EMAIL	:	integraprofit@gmail.com
CONTACT NO.	:	011-23361532

REGISTRAR & TRANSFER AGENT	:	M/s ALANKIT ASSIGNMENTS LIMITED, 2E/21, Jhandewalan Extension, New Delhi-110 055 Tel.No-01 123341234.
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INTEGRA CAPITAL MANAGEMENT LIMITED
CIN: L74899DL1990PLC040042
Regd. Office: 32 Regal Building Sansad Marg New Delhi-110001.
Tel: +011-23361532, E-mail: integraprofit@gmail.com, website: www.integraprofit.com

NOTICE
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the Thirty-Third (33rd) Annual General Meeting of the members Integra Capital Management Limited will be held on 20th September, 2023 of day Wednesday at 01:00 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1- To receive, consider and adopt the audited Profit and Loss Statement for the year ended 31st March, 2023 and the Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors.

ITEM NO.2- To re-appoint Mrs. Anjali Vohra (DIN: 08551458), Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 3- RE-APPOINTMENT OF MR. TARUN VOHRA AS AN MANAGING DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation(s) of the Nomination and Remuneration Committee or any other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the Members of the Company be and is hereby accorded for re-appointment of **Mr. Tarun Vohra (DIN:00030470) as Managing Director** of the Company for a period and upon such terms and conditions including remuneration as mentioned here in under:

Particulars	Terms & Conditions
Term	Upto 5 Years w.e.f. 25.08.2023
Salary (Fixed)	Rs. 1,00,000/- p.m.
Variables	In addition to Rs. 1,00,000/- p.m., he shall be entitled to 25% of the increased net worth during the Financial Year as commission.
Other Conditions	Total remuneration payable shall not exceed 11% of the net profit subject to minimum remuneration of Rs. 1,00,000/- p.m. per financial year.

RESOLVED FURTHER THAT the Board to alter and vary these terms and conditions of payment of remuneration as it may deem fit and as may be acceptable to Mr. Tarun Vohra, subject to the provisions of the Companies Act, 2013 including the applicable rules or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' of the Company (hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution be and is hereby authorized to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/ or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to do all such act and things which are ancillary or incidental to give effect to the above resolution.”

ITEM NO. 4- CHANGE IN NAME OF THE COMPANY AND CONSEQUENT AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

*To Consider and if thought fit, to pass, with or without modification(S), If any, the following resolution as **Special Resolution:***

“**RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 & 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Registration Centre, Registrar of Companies, Central Government and / or any other statutory authority (“the authority”) as may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from “**INTEGRA CAPITAL MANAGEMENT LIMITED**” to “**INTEGRA CAPITAL LIMITED**” or such other name as may be approved by Ministry of Corporate Affairs.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being **Clause I** in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is “INTEGRA CAPITAL LIMITED”

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “**INTEGRA CAPITAL MANAGEMENT LIMITED**” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as “**INTEGRA CAPITAL LIMITED**” or such other name as may be approved by Ministry of Corporate Affairs/authority.

RESOLVED FURTHER THAT any of the directors of the company and/or the Company Secretary of the Company be and are hereby severally and/ or jointly authorized to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for

giving effect to the foregoing resolutions and to further authorize and delegate all or any of the powers conferred herein in any manner as they may deem fit.

**By Order of the Board of Directors
Integra Capital Management Limited**

**Place: New Delhi
Date: 25.08.2023**

**Sd/-
Tarun Vohra
Managing Director
DIN: 00030470**

IMPORTANT NOTES:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. **General instructions for accessing and participating in the 33rd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.**

As per the guidelines issued by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by SEBI (SEBI Circular) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

MCA has issued General Circular No 10/2022 and 11/2022 in respect of clarification of holding of AGM & EGM through Video Conferencing (VC).

- MCA has issued so many circulars in 2020, 2021 and 2022 collectively named as MCA circulars in respect of holding of AGM through Video Conferencing and SEBI Circulars also in respect of holding of AGM through Video Conferencing.
 - And In the recent Circular No 10-11 dated 28.12.2022 MCA has extended Time period for holding of AGM / EGM for passing of Ordinary/ Special Resolution through Video Conferencing. Hence, we conduct this AGM through video conference for to protect the health of the Shareholders.
 - Members attending AGM through VC will be counted for reckoning the quorum under Sec 103 the Companies Act, 2013. The venue of AGM shall be deemed to be the registered office of the Company.
 - Members may note that to protect the health and safety of all the Stakeholders including Shareholders in view of the continuing Covid-19 pandemic, physical attendance of the Members is not required at a common venue and AGM can be held through Video conferencing (VC) or other audio-visual means (OAVM) in respect of the 33rd AGM Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- a) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be applicable for the 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and E-Voting during the 33rd AGM.
 - b) In Compliance with the MCA Circulars and SEBI Circulars, the Notice of the 33rd E-AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2022-23 will be available on the website of the Company at www.integraprofit.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
 - c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - d) CDSL will be providing facility for voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.
 - e) Members may join the 33rd AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.45 p.m. IST i.e. 15 minutes before the time scheduled to start the 33rd AGM.
 - f) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1000

Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and auditors, etc. can attend the 33rd AGM without any restriction on account of first- come first basis.

- g) Attendance of the Members participating in the 33rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 33rd AGM and facility for those Members participating in the 33rd AGM to cast vote through e-Voting system during the 33rd AGM.
- i) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- j) SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR KYC DETAILS TO THE COMPANY’S RTA.
- k) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to integraprofit@gmail.com.
- l) Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- m) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in SH-14 as the case may be.
- n) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company’s RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- o) Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.

- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- p) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - q) The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
 - r) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 25 2023 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
 - s) The Board of Directors of the Company has appointed Mr. Vivek Rawal, Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
 - t) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
 - u) The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website www.integraprofit.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday, September 17, 2023 9.00 A.M. IST and ends on Tuesday, September 19, 2023 5.00 P.M. IST. 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 Wednesday, September 13, 2023 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration