

ICMIL

32nd ANNUAL REPORT
INTEGRA CAPITAL MANAGEMENT LIMITED
2021-2022

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BOARD OF DIRECTORS

Tarun Vohra	Managing Director/Chairman	00030470
Pankaj Vohra	Chief Executive Officer	00030499
Brinda Sethi	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
Ajay Pratapray Shanghavi	Additional Director	00084653
Rajgopal Swami	Additional Director	01445467

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 14th day of September 2022 through a video conferencing, 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, 2022 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. Anjali Vohra (holding DIN No- 08551458), who retires by rotation and being eligible, offers himself for re-appointment

AS SPECIAL BUSINESS

1. To discuss consider and approve the appointment of Mr. Ajay Pratapray Shanghavi with DIN: 00084653 as Independent Director of the Company subject to the approval of shareholders.
2. To discuss consider and approve the appointment of Mr. Rajgopal Swami with DIN: 01445467 as Independent Director of the Company subject to the approval of shareholders.

GENERAL INFORMATION

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. Voting rights in the e-voting/Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final result for each of the Resolutions forming part of the Notice of the Annual General Meeting.
4. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
5. 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/EGM. 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 EGM/AGM will be provided by CDSL.

6. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.integraprofit.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
10. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on 11th September, 2022 at 9:00 AM and ends on 13th September, 2022 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 01st September, 2022 may 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will

	<p>authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

Participants	or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Integra Capital Management Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 in the “Corporates” module.
 - 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 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; icmlcompliance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

A. Other Instructions:

- i) The e-voting period commences on 11th September, 2022 at 9:00 AM and ends on 13th September, 2022 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 01st September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 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 01st September 2022.
 - iii) Ms. Dasvinder Kaur (Membership No. A33095) of M/s D.K. Chawla & Co., Practicing Company Secretary 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, Ms. Dasvinder Kaur (Membership No. A33095) of M/s D.K. Chawla & Co., Practicing Company Secretary at the Registered Office of the Company not later than 12th September 2022 (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: 23rd August, 2022

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 05th September 2022 to 12th September 2022 (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: 23rd August, 2022

Chairman

DIRECTORS REPORT

Your Directors have pleasure in presenting the Thirty Second Annual Report and the Audited Accounts for the year ended 31st March, 2022.

FINANCIAL RESULTS

Particulars	(Rs. In Lacs)		
	Financial Year 2021-22	Financial Year 2020-21	Financial Year 2019-20
Revenue from operations	33.52	55.10	16.50
Other income	0.07	1.28	0.18
Total income	33.59	56.37	16.68
Total Expenses	17.76	14.45	64.67
Profit/(loss) before tax	15.83	41.92	(47.99)
Tax expense	6.57	3.11	5.28
Profit for the year	9.26	38.81	(53.26)

TRANSFER TO RESERVES

Under section 45-IC of Reserve Bank of India Act, 1934, non-banking financial companies (NBFCs) are required to transfer a sum of not less than 20% of its net profit every year to the reserve fund before declaration of any dividend. Accordingly, Integra Capital Management Ltd. ('the Company' or 'ICML') has till date transferred a sum of ₹ 69.20 Lakhs to its reserve fund.

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 31.03.2022, 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, 2022.

DIRECTORS

Mr. Anjali Vohra who retires by rotation at the ensuing Thirty Second 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 Nineth 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

SECRETARIAL AUDIT REPORT

Secretarial Audit Report for the financial year ended 31st March, 2022, pursuant to Section 204(1) of the Companies Act, 2013 and the rules framed thereunder and obtained from the Practicing 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 BSE Limited, Mumbai for the financial year 2022-23.

DEMAT OF COMPANY'S EQUITY SHARES

In compliance with the SEBI's Requirements and Guidelines, the Company has continued with Registrar and Transfer Agents 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 MEETINGS

There were four (4) 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 15(2) of SEBI LODR Regulation, 2015 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 NIL

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 of the Companies Act, 2013. 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 WORKPLACE

As per the requirements of the sexual harassment at workplace (Prevention, Prohibition & Redressal) Act, 2013 (POSH Act) and rules made thereunder, the company has constituted Internal Committees (IC). While maintaining the highest governance norms, the Company has appointed external independent persons who worked and have the requisite experience in handling such matters, as Chairpersons of each of the Committees. During the year, no complaints with allegations of sexual harassment were received by the Company.

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 judgments 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: 23rd August, 2022

Chairman

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

Annexure B to Directors Report

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Not Applicable
2	Nature of contracts/arrangements/transaction	Not Applicable
3	Duration of the contracts/arrangements/transaction	Not Applicable
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
5	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
6	Date of approval by the Board	Not Applicable
7	Amount paid as advances, if any	Not Applicable
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

3. Details of contracts or arrangements or transactions at Arm's length basis.

a.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Integra Securities Private Limited
2	Nature of contracts/arrangements/transaction	Consultancy Income
3	Duration of the contracts/arrangements/transaction	As per understanding between parties
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
5	Date of approval by the Board	Not Applicable
6	Amount paid as advances, if any	Rs.1,98,000

b.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Integra Securities Private Limited
2	Nature of contracts/arrangements/transaction	Purchase of Securities
3	Duration of the contracts/arrangements/transaction	As applicable provisions

4	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
5	Date of approval by the Board	Not Applicable
6	Amount paid as advances, if any	Rs. 4,35,53,850

c.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Integra Securities Private Limited
2	Nature of contracts/arrangements/transaction	Sale of Securities
3	Duration of the contracts/arrangements/transaction	As applicable provisions
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
5	Date of approval by the Board	Not Applicable
6	Amount paid as advances, if any	Rs. 4,16,36,950

MANAGEMENT DISCUSSION AND ANALYSIS

INTERNATIONAL PERSPECTIVE

INDUSTRY STRUCTURE AND DEVELOPMENTS:

INTEGRA CAPITAL MANAGEMENT LIMITED is a non deposit taking Non Banking Financial Company (NBFC-ND) registered with Reserve Bank of India. The company is registered with Association of Mutual Funds of India (AMFI) for providing one stop investment solutions to the investors. As we know that the Covid-19 has caused a significant disruption for mankind and world economy. As on 11th March, 2020 WHO announced Covid-19 as a pandemic. After the second Quarter of fiscal year 2020-21 started the witnessing the recovery from unprecedented turbulence across the World with the outbreak of Covid-19 “A Pandemic”. The situations are continuously improving after the end of the pandemic World-wide, and the economy as a whole is continuously recovering by the effects of Covid-19.

COMPANY’S PERSPECTIVE OPPORTUNITIES AND THREATS:

Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are: –

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital
- Regulatory changes

RISK & CONCERNS

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify and assess the key business risk areas and a risk mitigation process. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

In today’s complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization’s success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks.

- All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee. Company complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It adheres to applicable accounting standards and polices.

SEGMENT-WISE PERFORMANCE

The Company operates in single segments i.e. Investment activity. Hence, The Business Segments reporting in accordance with Accounting Standard 17 'Segment Reporting' is not applicable.

SUBSIDIARY COMPANY

There are no subsidiaries of the Company but have associate company without any financial investments.

CAUTIONARY STATEMENT

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements may differ from those expressed or implied in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking.

BY THE ORDER OF THE BOARD

FOR INTEGRA CAPITAL MANAGEMENT LIMITED

Tarun Vohra
Managing Director
DIN: 00030470

Pankaj Vohra
Chief Financial Officer
DIN: 00030499

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31/03/2022

[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:

i.	CIN	L74899DL1990PLC040042
ii.	Registration Date	02/05/1990
iii.	Name of the Company	INTEGRA CAPITAL MANAGEMENT LIMITED
iv.	Category/Sub-Category of the Company	Company limited by Shares
v.	Address of the Registered office and contact details	32 REGAL BUILDINGS ANSAD MARG NEW DELHI DL 110001
vi.	Whether listed company	Yes
vii.	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:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	No-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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
---------	---------------------------------	---------	--------------------------------	-----------------	--------------------

a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)									
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	239730.00 611314.00	226334.00 0	466064.00 611314.00	9.91 13.00	216058.00 631276.00	225934.00 0	441992.00 631276.00	9.40 13.42	
c) Others(Specify)	98322.00	0.00	98322.00	2.09	1253632.00	23,800.00	1277432.00	27.16	25.00
Sub-total(B)(2)	949366.00	226334.00	1175700.00	25.00	1253632.00	23,800.00	1277432.00	27.16	25.00
Total Public Shareholding	949366.00	226334.00	1175700.00	25.00	2100966.00	249734.00	2350700.00	49.99	25.00

(B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4476466.00	226334.00	4702800.00	100.00	4453066.00	249734.00	4702800.00	100.00	

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Pankaj Vohra	1360800	28.94	0	185800	3.95	0	0.00
2.	Tarun Vohra	1441300	30.65	0	1441300	30.65	0	0.00
3.	SK Vohra & Sons	72500	15.42	0	72500	15.42	0	0.00
	Total	3527100	75.00		2352100	75.00		0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE		Change in shareholding of the promoters due to transmission of shares (Death of father Mr. Sushil Kumar)	
	At the End of the year				

				Vohra)	
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INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	<i>NIL</i>			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		

	<p>(b)Value of perquisites u/s 17(2) Income-tax Act, 1961</p> <p>(c)Profits in lieu of salary undersection17(3) Income-taxAct,1961</p>	NIL
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify...	
5.	Others, please specify	
6.	Total(A)	
	Ceiling as per the Act	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL			NIL
	Total(1)				0.00
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				
	Total(2)				
	Total(B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary undersection 17(3)Income-tax Act,1961	<u>NIL</u>			
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit -others, specify...				
5.	Others, please specify				
6.	Total				

VI. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. any(giv details
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NIL		
Punishment					
Compounding					



RICHA PRASHAR & ASSOCIATES
COMPANY SECRETARIES

518/6B, Vishwas Nagar, Shahdara, Street No.1
Delhi 110032, Mob. No. 9654614016

Form No. MR-3
Secretarial Audit Report

(For the Financial Year Ended 31st March 2022)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Integra Capital Management Limited
32 Regal Building, Sansad Marg
New Delhi - 110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INTEGRA CAPITAL MANAGEMENT LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March 2022**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **INTEGRA CAPITAL MANAGEMENT LIMITED** ("**The Company**") for the period ended on 31st March 2022 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; The Company has appointed **M/s Alankit Assignments Limited** for the compliances.

- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The company has appointed M/s Alankit Assignments Limited for the compliances.

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. **The other laws, as informed and certified by the management of the company which are specifically applicable to the Company based on their sector/ industry are:**
- a. The Reserve Bank of India Act, 1934.
 - b. The Company is **Non-Banking Financial Company** which has not accepted any deposit during the financial year 2020-21 and has been categorized as B group Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above.

We further report that there were no events /actions in pursuance of:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009
- d. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that:

- The compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, Tax Auditors and other designated professionals.
- During the year under review the Board of Directors of the Company is duly constituted with proper balance of Executive directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices were given to all directors to scheduled Board Meetings, the agenda and detailed notes on agenda are sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman the decision of the Board was unanimously and no dissenting views have been recorded.
- Based on the information provided and representation made by the company and also on the review of the compliance certificates /reports taken on records by the Board of Directors of the company in our opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

- Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made for the sale of shares by Mr. Pankaj Vohra.

**For Richa Prashar & Associates
Company Secretaries**

**(Richa Prashar)
Membership No. F10479
C.P. No. 13682**

**Place: Delhi
Dated: 30th June 2020**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.



**RICHA PRASHAR & ASSOCIATES
COMPANY SECRETARIES**

518/6B, Vishwas Nagar, Shahdara, Street No.1
Delhi 110032, Mob. No. 9654614016

Annexure A to the Secretarial Audit Report

To
The Members
Integra Capital Management Limited
32 Regal Building, Sansad Marg
New Delhi - 110001

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Richa Prashar & Associates
Company Secretaries**

(Richa Prashar)
Membership No. F10479
C.P. No. 13682

Place: Delhi
Dated: 30th June 2020

Integra Capital Management Limited

CIN NO. L74899DL1990PLC040042

GST Registration No. 07AAACI0828F2ZX

Regd. Office: 32 Regal Building, Sansad Marg, New Delhi – 110001

Email id.; icml1990@gmail.com, Tel. No. 011-23361532

Fax No. 011-23362586, Website. www.Integraprofit.com

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance.

Full name of the Member/s (in Block Letters):

No. of Shares held:

Folio No.

I hereby record my presence at the Thirty second Annual General Meeting of the Company, held on Wednesday, the 14th September, 2022.

SIGNATURE OF THE MEMBER/PROXY

Note: Only Members of the Company or their proxies will be allowed to attend the Meeting.

To

If undelivered, please return to:

INTEGRA CAPITAL MANAGEMENT LIMITED

CIN: L74899DL1990PLC040042
32, Regal Building, Sansad Marg,
New Delhi – 110 001

Integra Capital Management Limited

CIN NO. L74899DL1990PLC040042

GST Registration No. 07AAACI0828F2ZX

Regd. Office:32 Regal Building, Sansad Marg, New Delhi – 110001

Email id.; icml1990@gmail.com, Tel. No. 011-23361532

Fax No. 011-23362586, Website. www.Integraprofit.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act ,2013 and Rule No 19(3) of the Companies (Management and Administration) Rules, 2014]

Client ID No.

DP ID No.

Folio No:

No. of Shares Held:

I/We _____ of _____ in the District of _____ being a Member/Members of the above named Company, hereby appoint Ms./Mr. _____ of _____ in the District of _____ as my/our proxy to vote for me/us on my/our behalf at the Thirty Second Annual General Meeting of the Company, held on Wednesday, the 14th September, 2022 and at any adjournment thereof.

As witness my/our hand(s) this _____ day of _____ 2022

Affix a
Rupee
One
Revenue
Stamp

Signature of Member _____

Signature of Proxy Holder _____

Note: The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

Integra Capital Management Limited

CIN NO. L74899DL1990PLC040042

GST Registration No. 07AAACI0828F2ZX

Regd. Office:32 Regal Building, Sansad Marg, New Delhi – 110001

Email id.; icml1990@gmail.com, Tel. No. 011-23361532

Fax No. 011-23362586, Website. www.Integraprofit.com

Ballot Form

- 1) Name & Address of the Shareholder(s) :
Including Joint-holders
(IN BLOCK LETTERS)
- 2) Registered Folio No. / DP ID No. :
Client ID No.*
*(Applicable to investors holding share
in demat form)
- 3) Number of Shares held :
- 4) EVEN (e-Voting EVENT Number) :
- 5) Used ID :
- 6) Password :
- 7) I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Ballot Form for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing tick (√) mark at the appropriate box below.

Item No.	Description of Resolution	Type of Resolution	No. of Ordinary Shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Reports of Board of Directors and Auditors for the year ended 31 st March, 2022	Ordinary			
2.	Re-appointment of Mrs. Anjali Vohra who retires by rotation and being eligible, offers himself for reappointment	Ordinary			
3.	Proposal for appointment of Mr. Ajay Pratapray Shanghavi with DIN: 00084653 as Independent Director of the Company subject to the approval of shareholders.	Special			
4.	Proposal for appointment of Mr. Rajgopal Swami with DIN: 01445467 as Independent Director of the Company subject to the approval of shareholders.	Special			

Place:

Date:

(Signature of the Shareholder)

NOTE: Please read the instruction carefully before exercising your vote.

INSTRUCTIONS

General Instructions:

12. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
13. Voting rights in the e-voting/Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
14. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final result for each of the Resolutions forming part of the Notice of the Annual General Meeting.
15. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
16. 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/EGM. 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 EGM/AGM will be provided by CDSL.

17. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
18. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
19. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.integraprofit.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
21. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
22. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL

MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) The voting period begins on 11th September, 2022 at 9:00 AM and ends on 13th September, 2022 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 01st September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- vi) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- vii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- viii) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 5) 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. 6) 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. 7) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 8) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 4) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 6) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to

	NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(xiii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 7) The shareholders should log on to the e-voting website www.evotingindia.com.
- 8) Click on "Shareholders" module.
- 9) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 10) Next enter the Image Verification as displayed and Click on Login.

11) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

12) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(xiv) After entering these details appropriately, click on "SUBMIT" tab.

(xv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(xvii) Click on the EVSN for the relevant <Integra Capital Management Limited> on which you choose to vote.

(xviii) 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.

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

(xx) 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.

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

(xxii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xxiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 in the “Corporates” module.
- 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 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; icmlcompliance@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.