

**INTEGRA CAPITAL MANAGEMENT LIMITED**

**CIN: L74899DL1990PLC040042**

**Regd. Office:** 32 Regal Building Sansad Marg New Delhi-110001.

**Tel: +011-23361532, E-mail: [integraprofit@gmail.com](mailto:integraprofit@gmail.com), website: [www.integraprofit.com](http://www.integraprofit.com)**

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**NOTICE**

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

**NOTICE** is hereby given that the Thirty-Third (33<sup>rd</sup>) Annual General Meeting of the members Integra Capital Management Limited will be held on 20<sup>th</sup> 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 31<sup>st</sup> 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:

<b>Particulars</b>	<b>Terms &amp; Conditions</b>
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 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM through VC/OAVM Facility and E-Voting during the 33<sup>rd</sup> AGM.
  - b) In Compliance with the MCA Circulars and SEBI Circulars, the Notice of the 33<sup>rd</sup> 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](http://www.integraprofit.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://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 33<sup>rd</sup> AGM through VC/OAVM Facility and e-Voting during the 33<sup>rd</sup> AGM.
  - e) Members may join the 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM without any restriction on account of first- come first basis.

- g) Attendance of the Members participating in the 33<sup>rd</sup> 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 33<sup>rd</sup> AGM and facility for those Members participating in the 33<sup>rd</sup> AGM to cast vote through e-Voting system during the 33<sup>rd</sup> 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](mailto: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](http://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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their</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-</p>

<b>Depository Participants</b>	Voting period 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

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>

Dividend Bank Details <b>OR</b> 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"> <li>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 as mentioned in instruction (v).</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves 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](mailto: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](mailto: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 [integraprofit@gmail.com](mailto:integraprofit@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

**Sd/-**  
**Tarun Vohra**  
**Managing Director**

**DIN: 00030470**

**Place: New Delhi**  
**Date: 25.08.2023**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM No. 3**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Mr. Tarun Vohra was re-appointed as Managing Director of the Company w.e.f. 25.08.2023 for a period of 5 years.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said reappointment in its meeting held on 25.08.2023.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working up to the date of the Annual General Meeting.

Mr. Tarun Vohra may be deemed to be concerned or interested, financially or otherwise, in respect of his appointment.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### **INFORMATION ABOUT THE APPOINTEE:**

#### **1. Background Details - Mr. Tarun Vohra**

Tarun started his career with the American International Group Inc., (AIG) New York in 1986 and was instrumental in introducing AIG to the nascent & untapped Indian insurance market. In 1990 he formed Integra Capital Management Ltd (ICML), an NBFC that went public in 1995. Between 1990 & 1998 he was also an Independent Consultant to AIG's India operation. In 1996, Tarun founded Integra Securities Ltd, a stock trading member of the NSE/BSE focused on equity & debt trading. In 2000 Tarun also launched India's first insurance portal, "assureindia.com" an industry benchmark for the insurance industry.

#### **2. Past Remuneration: Salary withdrawn as per mutually decided by the Board.**

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

It would not be possible to compare the remuneration payable in similar type of Industry.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Tarun Vohra is holding 30.65% of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

### **ITEM No. 4**

Your Board has to consider from time to time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause mentioned in Memorandum of Association of the company which is presently restricted its scope & Company required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities. The main object clause of the Company is desired to be changed to reflect the true nature of business.

Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as **Special Resolution**.

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

**Sd/-  
Tarun Vohra  
Managing Director**

**DIN: 00030470**

**Place: New Delhi**

**Date: 25.08.2023**

**GSA & Associates LLP**  
**Chartered Accountants**  
**B-35, Cyber House,**  
**Sector-32, Gurugram – 122003, Haryana**

To

The Board of Directors

Integra Capital Management Limited

**CIN:** L74899DL1990PLC040042

**PAN:** AAACIO828F

**Registered Office:** 32 Regal Buildings, Sansad Marg, New Delhi-110001

**Subject:** Certificate in relation to compliance of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. This certificate is issued in accordance with the terms of our engagement letter dated 24<sup>th</sup> August 2023 with Integra Capital Management Limited (ICML) ('the Company');
2. The Company desires to change it's name from 'Integra Capital Management Limited' to 'Integra Capital Limited'. In this reference, the Company has received the approval of Reserve Bank of India vide communication dated 25<sup>th</sup> July 2023. The Company now requires a certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (hereinafter referred as SEBI (LODR) Regulation, 2015).

**Management's Responsibility**

3. The preparation and maintenance of all accounting and other relevant supporting records and documents in relation to this certificate is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of data and information related to this certificate and applying an appropriate basis of preparation and making estimate that are reasonable in the circumstances.



4. The management of the Company is responsible for ensuring that it complies with all the relevant provisions of the Companies Act, 2013, applicable Securities and Exchange Board of India and Stock Exchange regulations, applicable Reserve Bank of India regulations and other applicable acts, rules, notifications, regulations etc.

#### **Our Responsibilities**

5. Pursuant to the requirements of regulation 45(3) of SEBI (LODR) Regulation, 2015, it is our responsibility to issue a certificate with respect to the aforesaid change of name certifying in terms of regulations 45(1) of SEBI (LODR) Regulation 2015 as under:
  - a. That a time period of at least one year has elapsed from the last name change of the Company;
  - b. That at least fifty percent of the Company's total revenue in the preceeding one year period has been accounted for by the new activity suggested by the new name; or
  - c. That the amount invested in the new activity / project is at least 50% of the assets of the listed entity.
6. The standalone financial statements of the Company for the year ended 31<sup>st</sup> March 2023 have been audited by us, on which we have expressed an unmodified opinion vide our audit report dated 26<sup>th</sup> May 2023. Our audit of these financial statements were conducted in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audits were not planned and performed in connection with any transactions to identify matter that may be of potential interest to third parties.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI. The guidance note requires that we comply with the ethical requirements of the code of ethics issued by the ICAI.



8. We have complied with the relevant applicable requirements of the standard on quality control (SQC 1), Quality control for firms that perform audits and reviews of historical financial information, and Other Assurance and related services engagements issued by the ICAI.

#### Certification

9. Based on our examination as above and the information and explanation given to us, along with representation provided by the management, in our opinion, the following requirement of regulation 45(1) SEBI (LODR) Regulation 2015 have either been complied with or are not applicable in respect of aforesaid change of name by the Company;

Regulation No.	Regulation	Our Observation
45(1)(a)	A time period of at least one year has elapsed from the last name change of the Company	The Company has not changed its name since last one year.
45(1)(b)	At least fifty percent of the Company's total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name	Not Applicable since there is no changes in the activity / project of the company in the preceding one year period.
45(1)(c)	The amount invested in the new activity / project (Fixed Assets + Advances + Work in " Progress) is at least 50% of the assets of the listed entity	Not Applicable since there is no change activity / project of the company.

#### Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI (LODR) Regulations 2015. Our obligation in respect of this certificate are entirely separate from, and our responsibility and liability is no was changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are subject of this certificate, will extend any duty of care we may have in our capacity as auditor of the Company.

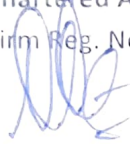


11. The Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirement of regulation 45 of SEBI (LODR) Regulations 2015, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other purpose or any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For GSA & Associates LLP

Chartered Accountants

Firm Reg. No.: 000257N/N5003339



Krishan Kant Tulshan

Partner

M. No.: 085033

UDIN: 23085033 BGXJGF5074



Place: Gurugram

Dated: 25<sup>th</sup> August 2023

**Additional Information of Director seeking appointment/reappointment at the Thirty Third (33<sup>rd</sup>)  
Annual Meeting (AGM)  
[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]**

<b>Name of Director</b>	Mr. Tarun Vohra	Mrs. Anjali Vohra
<b>Age</b>	60 years	56 years
<b>DIN</b>	00030470	08551458
<b>Qualification</b>	MBA from The AB Freeman School of Business, Tulane University, New Orleans USA	Graduate
<b>Experience</b>	35 years	
<b>Date of Appointment</b>	02.05.1990	30.09.2019
<b>No. of meetings of Board attended during the year</b>	06	06
<b>Directorship</b>	M/s Integra Securities Private Limited M/s CJ International Hotels Limited M/s Hero Cycles Limited	NA
<b>Relationship with other Directors / Key Managerial Personnel</b>	Relative	Relative
<b>No. of shares held in the Company either by self or on a beneficial basis for any other person</b>	14,41,300	NIL

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

**Sd/-  
Tarun Vohra  
Managing Director**

**DIN: 00030470**

**Place: New Delhi  
Date: 25.08.2023**