

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

29TH September 2017

BSE LIMITED,

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001

Scrip Code: BSE 531314

Subject: Submission of Annual Report for the year 2016-2017 Pursuant to Regulation 34 of SEBI(LODR)

Dear Sir/Madam,

Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year 2016-2017 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The aforesaid Annual Report is also uploaded on Company's website.

You are requested to take the same on your records.

For Integra Capital Management Limited



Purva Dutta
Company Secretary
M No. 34165

Encl. Annual Report 2016-2017

ICML
INTEGRA CAPITAL MANAGEMENT LIMITED

27th
ANNUAL REPORT
2016 - 2017

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BOARD OF DIRECTORS

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

Chairman : DIN No. 00030808
Director : DIN No. 00030470
Director : DIN No. 00030499
Independent Director : DIN No. 07160251
Independent Director : DIN No. 02435527
Independent Director : DIN No. 00022850

AUDITORS

H.K. Dua & Co.
Chartered Accountants
New Delhi

SOLICITORS

Rajinder Narain & Company
Advocates & Solicitors
New Delhi

BANKERS

Bank of India

REGISTERED OFFICE

32, Regal Building,
Sansad Marg,
New Delhi-110 001
Email Id.; icml1990@gmail.com
Tel. No. : 011-23361532
CIN No. L74899DL1990PLC040042
GST No. 07AAACI0828F2ZX

WEBSITE

www.integraprofit.com

REGISTRAR & SHARE TRANSFER AGENT

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

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Integra Capital Management Limited will be held on Friday, the 29th day of September 2017 at 9.30 A.M. at No. 5(K.N.24/34/47), Gadaipur, New Delhi-110030, to transact the following business

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Statement for the year ended 31st March, 2017 and the Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors
2. To appoint a Director in place of Mr. Tarun Vohra (holding DIN No-00030470), who retires by rotation and, being eligible, offers himself for re-appointment.
3. M/s H. K. Dua & Co. Chartered Accountants, New Delhi, were appointed as statutory auditors of the Company for a period of five years to hold office from the conclusion of the Twenty Fourth Annual General Meeting (AGM) till the conclusion of the 29th Annual General Meeting (AGM) to be held in 2019 (subject to ratification of their appointment at every AGM) at such remuneration plus service tax, out of pocket expenses etc as may be mutually agreed upon between the Board of Directors of the Company and the Auditors. Now therefore, it is proposed to ratify their appointment in this Annual General Meeting.

AS SPECIAL BUSINESS

1. Appointment of Mr. Tarun Vohra as Managing Director subject to approval of shareholders in forthcoming Annual General Meeting.
2. Appointment of Mr. Pankaj Vohra as Chief Financial Officer subject to approval of shareholders in forthcoming Annual General Meeting.

GENERAL BUSINESS

1. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Registrar/ the Depositories.
2. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th AGM by electronic means and the business may be transacted through e-Voting services provided by Central Securities Depository Limited (CDSL):

The instructions for e-voting are as under:

- i) The voting period begins on 26th September, 2017 at 10:00 AM and ends on 28th September, 2017 at 5:00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

For Members holding shares in Demat Form and Physical Form	
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"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:
- viii) After entering these details appropriately, click on "SUBMIT" tab. 3
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the Integra Capital Management Limited on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES or NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- e-Voting for Scrutinizers:**
At the end of the voting period, the scrutinizer can download the entire voting data using the Scrutinizer login.
- A. Other Instructions:
- i) The e-voting period commences on 26th September 2017 (10.00 a.m.) and ends on 28th September 2017 (5.00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2017.
 - iii) Mr. Loveleen Aggarwal (Membership No. 92918) of M/s Vineet Meenakshi & Associates Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two

(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit forthwith to the Chairman of the Company.

- v) The results shall be declared on 'or' after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.integraprofit.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd.
- vi) Members who do not have access to e-voting facility may send duly completed Ballot Form enclosed with the Annual report so as to reach the Scrutinizer appointed by The Board of Directors of the Company, Mr. Loveleen Aggarwal (Membership No. 92918) of M/s Vineet Meenakshi & Associates Practicing Chartered Accountants at the Registered Office of the Company not later than 28th September, 2017 (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,

Chairman

Sushil Kumar Vohra
DIN No. 00030808

Place : New Delhi
Date : 03rd August, 2017

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

Notes :-

1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote instead of himself. The proxy need not be a Member of the Company. The Proxy Form should be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.
2. The Register of Members and Share Transfer Books of the company will remain closed from 22nd September 2017 to 29th September 2017 (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.

By Order of the Board of Directors,

Chairman

Sushil Kumar Vohra
DIN No. 00030808

Place : New Delhi
Date : 03rd August, 2017

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

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty Seventh Annual Report and the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

	(Rupees in Lacs)	
	2016 - 2017	2015 - 2016
Total Income	147.92	86.18
Expenditure	(133.62)	(75.21)
	14.30	10.97
Non - Cash Charges	-	0.40
Profit/(Loss) Before Tax	14.30	10.97
Tax Expense	-	3.34
Profit/(Loss) After Tax	14.30	7.63

No amount has been transferred to 'Reserves'; and no material change or commitment has occurred after the close of the Financial Year 2016-17 till the date of this Report, which affects the financial position of the Company.

OPERATIONS

The Company is categorized as B group NBFC "Non-Public Deposit Accepting Company" by the Reserve Bank of India. During the year under report, the Company did not transact any hire purchase and/or leasing business. The Company continued to engage in its wealth/assets management business; and investments in shares & stocks, mutual funds, fixed deposits etc., and consultancy & advisory services. The Company is, however, constantly looking for suitable business opportunities to engage in and enhance its revenues.

The overall running of the Company's affairs/operations has remained steady and 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 31.03.2017, 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, 2017.

DIRECTORS

Mr. Tarun Vohra retires by rotation at the ensuing Twenty Seventh 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.H. K. Dua & Co., Chartered Accountants, New Delhi, were appointed as statutory auditors of the Company for a period of five years at the Twenty Fourth Annual General Meeting, and their re-appointment to be ratified every year. Hence directors recommend ratification of their appointment in the Twenty Seventh Annual General Meeting.

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.

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. Mr. Tarun Vohra

SECRETARIAL AUDIT REPORT

Secretarial Audit Report for the financial year ended 31st March, 2017, pursuant to Section 204(1) of the Companies Act, 2013 and the rules framed thereunder and obtained from the Practising Company Secretary is annexed with this report.. It does not call for any comments.

PAYMENT OF LISTING FEE

The annual listing fee for the year under review has been paid to the BSE Limited, Mumbai for the financial year 2017-18.

DEMAT OF COMPANY'S EQUITY SHARES

In compliance with the Sebi's requirements and guidelines, the Company has appointed M/s Alankit Assignments Limited., 2-E/21, Jhandewalan Extension, New Delhi-110055 as Registrar and Share Transfer Agent. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) have been appointed for the purpose of demat of the equity shares of the Company and connectivity with them has been established.

SHARE CAPITAL

During the year under report, there has been no change in the Authorised, Subscribed and Paid-up Share Capital of the Company.

BOARD MEETING

There were six (6) 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 Regulations, 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**

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

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

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

**PARTICULARS OF LOANS, GUARANTEES OR
INVESTMENTS UNDER SECTION 186 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
WORK PLACE**

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) the directors had prepared the annual accounts on a going concern basis; and
- e) being a listed company, the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to convey their grateful thanks and appreciation of the support, assistance and co-operation extended to the Company by the employees, the members and/or the associates.

****Note :** During the Financial Year 1st April 2016 to 31st March 2017, there was no female employee in the company. However, there is an appointment of a female employee in the month of June 2017. The POSH disclosure regarding the same will be made in the Director's Report 2018.

By Order of the Board of Directors,

Place : New Delhi
Dated : 03rd August, 2017

Chairman
Sushil Kumar Vohra
DIN No. 00030808

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

Annexure A

**Form No. MGt - 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2017**

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

I. REGISTRATION AND OTHER DETAILS :

CIN:-	L74899DL1990PLC040042
Registration Date	05-02-1990
Name of the Company	Integra Capital Management Limited
Category of the Company	Limited by shares
Address of the Registered office and contact details	32, Regal Building, Sansad Marg, New Delhi - 110 001
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, 2-E/21, Jhandewalan Extension, New Delhi - 110055 Tel. No. : 011-23541234

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31st March, 2016]				No. of Shares held at the end of the year [As on 31st March, 2017]				% change in during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a. Individual/HUF	2860100	667000	3527100	75.00%	2860100	667000	3527100	75.00%	0.00%
b. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Bank/F1	-	-	-	0.00%	-	-	-	0.00%	0.00%
f. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-Total A-(1)	2860100	667000	3527100	75.00%	2860100	667000	3527100	75.00%	0.00%
2. Foreign									
a. NRI-Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. Body Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A)(2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total (A)	2860100	667000	3527100	75.00%	2860100	667000	3527100	75.00%	0.00%
B. Public Shareholding									
1. Institution									
a. Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b. Bank/F1	-	-	-	0.00%	-	-	-	0.00%	0.00%
c. Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d. State Govt.(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e. Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f. Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g. FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h. Foreign Venture Capital Fund	-	-	-	0.00%	-	-	-	0.00%	0.00%
i. Others (Specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-Total (B) (1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institution									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b. Individual									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	239114	248700	487814	10.37%	237449	247700	485149	10.32%	0.00%
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	631690	-	631690	13.43%	634903	-	634903	13.50%	0.00%
c) Others (specify)	32396	23800	56196	1.19%	31848	23800	55648	1.18%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D.R.	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-Total-B (2):-	903200	272500	1175700	25.00%	904200	271500	1175700	25.00%	0.00%
Total Public (B)	903200	272500	1175700	25.00%	904200	271500	1175700	25.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	3763300	939500	4702800	100.00%	3764300	938500	4702800	100.00%	0.00%

(II) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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.	Tarun Vohra	911300	19.38%	-	911300	19.38%	-	0.00%
2.	Sushil Kumar Vohra	960000	20.41%	-	960000	20.41%	-	0.00%
3.	Pammi Vohra	100000	2.13%	-	100000	2.13%	-	0.00%
4.	Pankaj Vohra	830800	17.67%	-	830800	17.67%	-	0.00%
5.	Sushil Kumar Vohra (HUF)	725000	15.42%	-	725000	15.42%	-	0.00%
	Total	3527100	75.00%	-	3527100	75.00%	-	0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	At the beginning of the year				0.00%		0.00%
2.	Changes during the year			No Change	0.00%	No Change	0.00%
			0.00%		0.00%		
			0.00%		0.00%		
3.	At the end of the year				0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Shareholding at the end of the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Ram Gopal Ramgarhia			204119	4.34%	226056	4.81%
2.	Sujit Ranjan Maity			106840	2.27%	106790	2.27%
3.	Thakker Bhupendra			50000	1.06%	50000	1.06%
4.	Ram Gopal Ramgarhia (HUF)			43810	0.93%	44024	0.94%
5.	Mamta Ramgarhia			34699	0.74%	34699	0.74%
6.	Ashok Kumar			34200	0.73%	34200	0.73%
7.	Anokhay			34100	0.73%	34100	0.73%
8.	Rampal			32560	0.69%	32560	0.69%
9.	Urmil Gupta			28275	0.60%	28275	0.60%
10.	Savitha S.			25000	0.53%	21000	0.45%

(v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Tarun Vohra						
	At the beginning of the year	04-01-2016		911300	19.38%	911300	19.38%
	Change during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2017		911300	19.38%	911300	19.38%
2.	Sushil Kumar Vohra						
	At the beginning of the year	04-01-2016		960000	20.41%	960000	20.41%
	Change during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2017		960000	20.41%	960000	20.41%
3.	Pammi Vohra						
	At the beginning of the year	04-01-2016		100000	2.13%	100000	2.13%
	Change during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2017		100000	2.13%	100000	2.13%
4.	Pankaj Vohra						
	At the beginning of the year	04-01-2016		830800	17.67%	830800	17.67%
	Change during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2017		830800	17.67%	830800	17.67%
5.	Sushil Kumar Vohra HUF						
	At the beginning of the year	04-01-2016		725000	15.42%	725000	15.42%
	Change during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2017		725000	15.42%	725000	15.42%

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

VI. Remuneration of Directors and Net Managerial Personnel

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

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
	Name Designation		
1.	Gross Salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites under section 17(3) Income-tax		
	(c) Profit in lieu of salary under section 17(3) Income-tax Act 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission		
	- as % of profit - others specify		
5.	Others, please specify		
	Total (A) Ceiling as per the Act		

B. Remuneration to other Directors

S.No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
1.	Independent Directors	Neeraj Kumar Goel	Saroj Bhandari	T.S. Sridharan	
	Fee for attending board committee meetings	60,000.00	60,000.00	60,000.00	1,80,000.00
	Commission				
	Others please specify				
	Total(1)	60,000.00	60,000.00	60,000.00	1,80,000.00
2.	Other Non-Executive Directors	Sushil Kumar Vohra	Tarun Vohra	Pankaj Vohra	
	Fee for attending board committee meetings	60,000.00	60,000.00	60,000.00	1,80,000.00
	Commission				
	Others, please specify				
	Total (2)	60,000.00	60,000.00	60,000.00	1,80,000.00
	Total (B) = (1+2)	1,20,000.00	1,20,000.00	1,20,000.00	3,60,000.00
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs.)
		Name	Designation	
1.	Gross Salary	NIL		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission			
	- as % of profit			
	- others, specify			
5.	Others, please specify			
	Total			

VII. Penalties/Punishment/Compounding of Offence

NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment	Authority [IRD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					NIL
Punishment					
Compounding					
B. DIRECTORS					
Penalty					NIL
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					NIL
Punishment					
Compounding					

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	Detail
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

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

Sl. No	Particulars	Detail
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.	Date of approval by the Board	Not Applicable
6.	Amount paid as advances, if any	Not Applicable

Secretarial Audit Report

(For the Financial Year Ended 31st March, 2017)

[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]

To,
The Members,
INTEGRA CAPITAL MANAGEMENT LIMITED
32, Regal Building, Sansad Marg,
New Delhi - 110 001

has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to thereporting made hereinafter:

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 thereon. Based on our verification of the 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 ended on 31st March 2017, complied with the statutory provisions listed hereunder and also that the Company

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 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 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 the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the company during the Audit period)**

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, 1992;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the company during the Audit period)**

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the company during the Audit period)**

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the Audit period)**

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; **(Not Applicable to the company during the Audit period)**

h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(Not Applicable to the company during the Audit period)**

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

The Company is **Non Banking Financial Company** which has not accepted any deposit during the financial year 2016-17 and has been categorised as B group Company.

I have also examined compliance with the applicable clauses of the following :

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreement entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted and consist of Non-Executive Directors and 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 at least seven days in advance before schedule date of the Board Meetings, incorporating the agenda items therein 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.

Majority decision is carried through. There is no case of dissenting member views as on recorded in Minute Book.

We Further report that based on the information received and records maintained 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.

**For S. Manmohan & Associates
Company Secretaries**

Place: Delhi
Dated : 03rd August, 2017

(Manmohan Singh)
C.P. No. 3766

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

Annexure A to the Secretarial Audit Report

To,
The Members,
INTEGRA CAPITAL MANAGEMENT LIMITED
32, Regal Building, Sansad Marg,
New Delhi - 110 001

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. Where ever 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 S. Manmohan & Associates
Company Secretaries**

Place: Delhi
Dated : 03rd August, 2017

(Manmohan Singh)
C.P. No. 3766

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Integra Capital Management Limited
New Delhi

Report on the Financial Statements

We have audited the accompanying financial statements of **Integra Capital Management Limited CIN No. L74899DL1990PLC040042** ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made hereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017, its profit/loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note 17 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For M/s H.K. Dua & Co.
Chartered Accountants
FRN No. : 000581N

[Arun Kumar Dua]
(Partner)
M. No. : 082623

Place : New Delhi
Date : 26th April, 2017

Annexure to the Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Integra Capital Management Limited on the accounts of the Company for the year ended 31st March 2017].

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) As explained to us, All the fixed assets have not been physically verified by the management during the year but there is a regular program of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) In respect of its inventory:
 - (a) As explained to us, the inventories were physically verified at regular intervals by the Management.
 - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The

discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account.

- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act, 2013:

According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of shares and securities. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) In our opinion and according to the information and explanations given to us, the company has not received any public deposits during the year.
- (vi) As informed to us, the Company is not required to maintain any cost records under sub section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
 - (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax, Service Tax and other material statutory dues applicable to it, with the appropriate authorities.

- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues in arrears/were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.
- (c) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
- (viii) The accumulated losses of the company are not more than 50% of its Net worth. However, it has earned profit in the financial year ended on 31st March, 2017.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year;
- (xi) The company has not obtained any term loan during the year, so this para of order is not applicable.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (xiii) The Company is registered under Section 45-IC of the Reserve Bank of India Act, 1934.
- (xiv) The Company is not a nidhi company.
- (xv) The Company did not have holdings or dealings in Specified Bank Notes during the period from November 8, 2016 - Refer Note (22) to the financial statement.

For M/s H.K. Dua & Co.
Chartered Accountants
FRN No. : 000581N

[Arun Kumar Dua]
(Partner)
M. No. : 082623

Place : New Delhi
Date : 26th April, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2017 (Rupees)	AS AT 31ST MARCH, 2016 (Rupees)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	4,85,14,500	4,85,14,500
(b) Reserves and Surplus	3	(83,49,832)	(97,79,478)
(2) Current Liabilities			
(a) Other Current Liabilities	4	25,000	25,000
TOTAL		4,01,89,668	3,87,60,022
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	5	2,75,840	2,75,840
(b) Non-Current Investments	6	3,26,41,355	3,22,76,300
(2) Current Assets	7	72,72,473	62,07,882
TOTAL		4,01,89,668	3,87,60,022

Significant Accounting Policies

1

Notes 2 to 23 are an integral part of these Financial Statements

Sushil Kumar Vohra
DIN NO. : 00030808

As per our report of even date attached

For H.K. Dua & Co.
Chartered Accountants,
FRN : 000581N

Tarun Vohra
DIN NO. : 00030470

C.A. Arun Kumar Dua
(Partner)
M. No. 082623

Pankaj Vohra
DIN NO. : 00030499

New Delhi
Dated: 26th April, 2017

DIRECTORS

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	NOTE NO.	YEAR ENDED 31st MARCH 2017 (Rupees)	YEAR ENDED 31st MARCH 2016 (Rupees)
REVENUE :			
Revenue from Operations	8	1,18,86,630	61,31,060
Other Income	9	29,05,353	24,87,031
I. Total Revenue		1,47,91,983	86,18,091
EXPENSES :			
- Charges in Inventories	10	1,16,09,773	58,97,663
- Employees Benefit Expenses	11	4,57,256	3,38,786
- Depreciation and Amorzation Expenses		-	40,065
- Other Expenses	12	12,95,308	12,44,400
II. Total Expenses		1,33,62,337	75,20,914
III. Profit/(Loss) before exceptional and extraordinary items and tax (I-II)		14,29,646	10,97,177
IV. Exceptional items		-	-
V. Profit/(Loss) before extraordinary items and tax (III - IV)		14,29,646	10,97,177
VI. Extraordinary items		-	-
VII. Profit/(Loss) before tax (V - VI)		14,29,646	10,97,177
VIII. Tax Expenses			
Current Tax		-	-
IX. Profit/(Loss) for the period from continuing operations (VII - VIII)		14,29,646	10,97,177
X Tax expenses of earlier year		-	3,34,588
XI Profit/(Loss) for the period from continuing operations (IX - X)		14,29,646	7,62,589
XII Earning per equity share			
(1) Basic		0.30	0.16
(2) Diluted		0.30	0.16

Significant Accounting Policies
Notes 2 to 23 are an integral part of these Financial Statements

As per our report of even date

Sushil Kumar Vohra
DIN NO. : 00030808

For H.K. Dua & Co.
Chartered Accountants,
FRN : 000581N

Tarun Vohra
DIN NO. : 00030470

C.A. Arun Kumar Dua
(Partner)
M. No. 082623

Pankaj Vohra
DIN NO. : 00030499

New Delhi
Dated: 26th April 2017

DIRECTORS

NOTES TO FINANCIAL STATEMENTS**NOTE NO. 1 : SIGNIFICANT ACCOUNTING POLICIES**

A. The financial statements have been prepared in accordance with the generally accepted accounting principles as well as the requirements of the Companies Act, 2013. Significant policies are as follows:-

1. Basis of Accounting :

The accounts are prepared on the accrual concept of accounting under the historical cost convention and on the basis of going concern except service tax which is accounted for on cash/receipt & payment basis.

2. Fixed Assets :

Fixed Assets are stated at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses relating to acquisition.

3. Investments :

Investments are valued at cost, unless otherwise stated.

4. Inventories :

Stock of shares and securities are valued/stated at cost.

5. Depreciation :

Pursuant to the provisions of Companies Act, 2013 (the Act) becoming effective from 1st April, 2014, the Company has adopted the specified useful life of its Fixed Assets as per Schedule II of the Act.

6. Trading Activities :

Sale and purchase of shares and securities has been accounted for on the basis of actual date of transaction.

7. Income Recognition :

i. Income recognition is based on recognized accounting principles

ii. Income on FMP Mutual Funds recognized on accrual basis

iii. Income on NPAs is recognized only when it is actually realized

iv. Interest on NPAs has not been booked as income, if interest has remained due for more than six months on March 31, 2017.

8. Taxation :

Current tax is determined in accordance with the provisions of Income Tax Act, 1961.

Deferred tax has been recognized for all timing differences, subject to consideration of prudence in respect of deferred tax assets.

NOTES TO THE BALANCE SHEET

PARTICULARS	AS AT 31.03.2017 (Rupees)	AS AT 31.03.2016 (Rupees)
NOTES NO. 2 : SHARE CAPITAL		
AUTHORISED		
1,00,00,000 (1,00,00,000) Equity Shares of Rs. 10/- each	10,00,00,000	10,00,00,000
5,00,000 (5,00,000) Redeemable Cumulative Preference Shares of Rs.100/- each	5,00,00,000	5,00,00,000
TOTAL	15,00,00,000	15,00,00,000
ISSUED, SUBSCRIBED AND PAID UP		
Equity Shares		
47,02,800 (47,02,800) Equity Shares of Rs. 10/- each, fully paid up	4,70,28,000	4,70,28,000
Forefeited Shares (amount originally paid-up)	14,86,500	14,86,500
	4,85,14,500	
TOTAL	4,85,14,500	4,85,14,500

During the period of five years immediately preceding the date of Balance Sheet, the Company has neither issued any shares nor there is any change in Share Capital.

Terms/Rights attached to Equity Shares :

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share held and dividend proposed by the Board of Directors subject to the approval of the share-holders in the Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company, after distribution of the preferential amounts, in proportion to their shareholding.

Terms/Rights attached to Preference Shares :

Preference Shares carry a preferential right in respect of dividends to be paid at fixed rate as may be decided at the time of their issue by the Board of Directors of the Company. Further, will carry a preferential right to be repaid at the time of repayment of capital in proportion to their shareholding. Preference shareholders will have voting right in respect of their rights only. At present, the Company has no issued capital under this category.

Details of shares held by each shareholder holding more than 5% shares: (Equity Shares)

	% of Shares	No. of Shares	No. of Shares
a) Sushil Kumar Vohara	20.420%	9,60,000	9,60,000
b) Sushil Kumar Vohra HUF	15.420%	7,25,000	7,25,000
c) Tarun Vohra	19.370%	9,11,300	9,11,300
d) Pankaj Vohra	17.670%	8,30,800	8,30,800

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	AS AT 31.03.2017 (Rupees)		AS AT 31.03.2016 (Rupees)
	NOTE NO. 3 : RESERVES AND SURPLUS		
a) Share Premium		2,31,59,500	2,31,59,500
b) Special Reserve Reserve Fund Under Section 45-IC of the Reserve Bank of India Act, 1934 As per last account		59,58,254	59,58,254
c) General Reserve		92,90,804	92,90,804
d) Profit and Loss Statement		3,84,08,558	3,84,08,558
Balance Brought Forward	(4,81,88,036)		
Current Year Transfer	14,29,646		
		(4,67,58,390)	(4,81,88,036)
TOTAL		(83,49,832)	(97,79,478)
NOTE NO. 4 : CURRENT LIABILITIES AND PROVISIONS			
CURRENT LIABILITIES			
Other Current Liabilities		25,000	25,000
TOTAL		25,000	25,000

NOTE NO. 5 : FIXED ASSETS

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N			N E T B L O C K	
	As at 01.04.2016	Addi- tions	Deduct- tions	As at 31.03.2017	Upto 31.03.2016	For the Year	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
TANGIBLE ASSETS									
Furniture and Fixtures	16,97,161	-	-	16,97,161	16,12,303	-	16,12,303	84,858	84,858
Office Equipment	81,700	-	-	81,700	77,615	-	77,615	4,085	4,085
Vehicles	34,00,000	-	-	34,00,000	32,30,000	-	32,30,000	1,70,000	1,70,000
Computer	1,44,857	-	-	1,44,857	1,38,381	-	1,38,381	6,476	6,476
Electrical Installation	2,08,439	-	-	2,08,439	1,98,018	-	1,98,018	10,421	10,421
TOTAL - Rupees	55,32,157	-	-	55,32,157	52,56,317	-	52,56,317	2,75,840	2,75,840
As at 31.03.2016	55,32,157	-	-	55,32,157	52,16,252	40,065	52,56,317	2,75,840	-

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	AS AT	
	31.03.2017 (Rupees)	31.03.2016 (Rupees)
NOTE NO. 6 : NON-CURRENT INVESTMENTS		
LONG TERM INVESTMENTS		
(a) <u>Quoted</u> In Mutual Funds - As per Annexure	1,71,41,355	1,82,76,300
(b) Deposits with Companies	1,55,00,000	1,40,00,000
TOTAL	3,26,41,355	3,22,76,300
NOTE NO. 7 : CURRENT ASSETS		
a) Inventories Equity Shares/Securities (At Cost)	33,60,600	24,88,384
b) Trade Receivables (unsecured considered good)	-	-
c) Cash and Bank Balances Cash and Bank Draft on Hand With Scheduled Banks in Current Accounts	1,710 6,14,396	1,957 3,29,068
d) Interest Accrued on Deposits Income Receivable on FMP Funds Tax deducted at source, advance tax and taxes recoverable	17,09,420 11,55,996 4,30,351	22,48,344 7,29,137 4,10,992
TOTAL	72,72,473	62,07,882

NOTES TO FINANCIAL STATEMENTS

ANNEXURE TO NOTE NO. 6 :

Sl. No.	Mutual Fund	As at 31-03-2017		As at 31-03-2016	
		No. of Units	AMOUNT (Rupees)	No. of Units	AMOUNT (Rupees)
1.	HD FC FMP 730 Regular Growth	1,00,000.000	10,00,000	1,00,000.000	10,00,000
2.	HDFC STD - Growth	1,08,771.319	15,00,000	1,08,771.319	15,00,000
3.	HDFC Midcap Opp. Fund Dividend	-	-	20,667.074	5,86,862
4.	Birla Short Term Growth	17,922.432	10,00,000	17,922.432	10,00,000
5.	Birla Sunlife Cash Management Growth Regular	-	-	6,004.772	20,48,689
6.	Birla MNC Dividend	6,300.403	10,00,000	6,300.403	10,00,000
7.	Birla Medium Term Growth	1,03,549.753	20,00,000	27,428.973	5,00,000
8.	Birla Dybamic Growth	42,649.554	12,91,994	-	-
9.	Franklin India High Growth Co. Dividend	36,146.321	9,00,000	36,146.321	9,00,000
10.	Franklin India Ultra Bond Growth	1,40,657.360	29,78,337	-	-
11.	Franklin India Short Bond Growth	-	-	66,968.981	13,33,149
12.	DHFL Credit Opp. Growth	43,508.149	5,00,000	43,508.149	500,000
13.	L & T Equity Dividend	31,076.256	10,00,000	31,076.256	10,00,000
14.	L & T India Value Fund Dividend	-	-	37,009.800	8,54,374
15.	L & T India Resurgent India Growth	73,166.769	8,69,909	-	-
16.	Relaince Dynamic Bond Growth	45,400.907	10,42,459	-	-
17.	Relaince Money Manager Growth	-	-	474.672	9,54,606
18.	Kotak Select Focused Dividend	-	-	37,403.918	7,48,901
19.	Kotak Income Opportunity Growth	43,941.041	7,55,259	-	-
20.	ICICI Focused Blue Chip Dividend	-	-	35,149.385	8,00,000
21.	ICICI Value Discover Dividend	21,905.805	8,00,000	21,905.805	8,00,000
22.	ICICI Indo Asia Equity Dividend	-	-	29,308.826	5,19,645
23.	ICICI Dynamic Regular Dividend	-	-	21,154.798	5,00,000
24.	ICICI FMCG Dividend	-	-	7,315.288	5,00,000
25.	ICICI Income Opportunity Growth	22,659.630	5,03,397	-	-
26.	ICICI Banking & Financial Dividend	-	-	15,933.716	5,00,000
27.	DSP BR Money Manager Growth	-	-	373.081	7,30,074
	TOTAL		1,71,41,355		1,82,76,300
	Aggregate NAV (Market Value)		1,80,95,373		1,76,47,315

NOTES TO FINANCIAL STATEMENTS

PARTICULARS	AS AT 31.03.2017 (Rupees)	AS AT 31.03.2016 (Rupees)
NOTE NO. 8 : REVENUE FROM OPERATIONS		
a) Shares and Securities - Sales		
		1,18,86,630
		61,31,060
TOTAL		1,18,86,630
		61,31,060
NOTE NO. 9 : OTHER INCOME		
- Mutual Funds & Other Investments		13,40,455
- Interest on Fixed Deposits/Others		15,64,898
- Miscellaneous Receipts		-
- Amount written back		-
TOTAL		29,05,353
		24,87,031
NOTE NO. 10 : CHANGES IN INVENTORIES		
Cost of Sales - Equity Shares / Securities		
- Opening Stock	24,88,384	29,83,020
- Add : Purchases	1,24,81,989	54,03,027
		83,86,047
		1,49,70,373
		83,86,047
- Less : Closing Stock		33,60,600
		24,88,384
TOTAL		1,16,09,773
		58,97,663
NOTE NO. 11 : EMPLOYEE BENEFIT EXPENSES		
- Salaries & Allowances		4,57,256
		3,38,786
TOTAL		4,57,256
		3,38,786
NOTE NO. 12 : OTHER EXPENSES		
- Rates and Taxes		20,329
- Printing and Stationery		70,486
- Correspondence and Communication		64,548
- Electricity and Water		78,267
- Repairs and Maintenance		10,900
- Vehicles Running and Maintenance		-
- Travelling and Conveyance		1,08,951
- Remuneration to Auditors		
- For Statutory Audit	25,000	25,000
- For Certification Work	4,750	4,865
		29,750
- Legal and Professional Charges		2,40,490
- Miscellaneous Expenses		82,612
- Advertisement and Publicity		22,495
- Membership & Subscription		2,56,480
- Directors' Meeting Fees		3,10,000
		2,50,000
TOTAL		12,95,308
		12,44,400

NOTES TO FINANCIAL STATEMENTS

NOTE NO. 13 : INVESTMENTS

All scripts are held in the name of the Company.

Note No. 14 : Quantitative information in respect of capital market operations :

Shares / Securities / Units				
2016 - 2017			2015 - 2016	
	No.*	Value (Rupees)	No.*	Value (Rupees)
Opening Stock	1558	24,88,384	2205	29,83,020
Purchases	3438	1,24,81,989	3330	54,03,027
Sales	3062	1,18,86,630	3789	61,31,060
Closing Stock	1934	33,60,600	1558	24,88,384

*Includes bonus, split, reduction etc.

Note No. 15 : Related Party Disclosures Information relating to transactions with

i) Integra Securities Private Limited (an associate Company) for the year ended 31st March, 2017:

		2016 - 2017 (Rupees)	2015 - 2016 (Rupees)
Opening Balance	(Cr)	-	-
Debit			
- Sales of shares/securities	(Dr)	1,18,86,630	61,31,060
- Payment	(Dr)	12,00,000	-
- Other receipt	(Dr)	-	-
Credit			
- Purchase of shares/securities		1,24,81,989	54,03,027
- Payments received		5,34,362	7,17,227
- STT		20,279	10,806
Closing Balance		0	0

ii) M/s. S.K. Vohra & Co. (a firm in which a Director is interested) being Payment for Professional Services - Rs. 27,600/- (Previous Year - Rs. 27,360/-).

iii) Directors Meeting Fees paid the year to the following Directors:-

Mr. S.K Vohra	Rs. 60,000/-	(Rs. 50,000/-)
Mr. N.K. Goel	Rs. 60,000/-	(Rs. 50,000/-)
Mr. Tarun Vohra	Rs. 60,000/-	(Rs. 50,000/-)
Mr. Pankaj Vohra	Rs. 60,000/-	(Rs. 50,000/-)
Mrs. Saroj Bhandari	Rs. 60,000/-	(Rs. 50,000/-)
Mr. T.S. Sridharan	Rs. 10,000/-	(Rs. Nil)

Note No. 16 : Segment Reporting :

The Company has only one reportable financial business segment comprised of capital market operations, mutual funds & other investments and consultancy & advisory services.

Note No. 17 : Contingent Liability in respect of pending legal matter:

Legal case pending before the Hon'ble High Court in the matter of HFC, amount being not ascertainable.

Note No. 18 : Miscellaneous Receipts :

Includes receipts against past recoveries/settlement/s.

Note No. 19 : Deferred Tax Asset :

In view of past losses, no provision for deferred taxes asset has been made due to concept of prudence.

Note No. 20 : Earning per Share :

Rs. 0.30 per share [31.03.2016 : Rs. 0.16 per share]

- The Net Profit/Loss for the year ended 31.03.2017 has been used as the numerator in calculating basic and diluted earnings per share.
- The Company does not have any potential equity shares, and therefore the denominator used in calculating basic and diluted earnings per share is 47,02,800.

Note No. 21 : No amount was due by the Company, as on 31st March, 2017, to any micro, small and medium enterprise.

Note No. 22 : Pursuant to the requirement of Notification G.S.R. 308 (E) dated 30th March, 2017 of the Ministry of Corporate Affairs, the details of Specified Bank Notes (SBN) held and transacted during the period November 8, 2016 to December 30, 2016, are:

Particulars	SBN	Other Denomination Notes	Total
Closing cash in hand as on November 8m, 2016	Nil	100 x 17 = 1,700 10 x 1 = 10	1,710/-
(+) Permitted Receipts	Nil	Nil	
(-) Permitted Payments	Nil	Nil	
(-) Amount deposited in bank	Nil	Nil	
Closing cash in hand as on December 30, 2016	Nil	100 x 17 = 1,700 10 x 1 = 10	1,710/-

The term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

Note No. 23 : General :

Previous year's figures have been regrouped/rearranged, wherever considered necessary, to facilitate comparison.

Auditors Certificate

THE BOARD OF DIRECTORS,
INTEGRA CAPITAL MANAGEMENT LIMITED,
NEW DELHI

We have examined the annexed Cash Flow Statement of Integra Capital Management Limited for the year ended 31st March, 2017. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of the listing agreement with the Stock Exchange, Mumbai and is based on and in agreement with the corresponding Profit and Loss Account and the Balance Sheet of the Company covered by our report of 26th April, 2017 to the members of the Company.

For M/s H.K. Dua & Co.
Chartered Accountants
FRN No. : 000581N

[Arun Kumar Dua]
(Partner)
M. No. : 082623

Place : New Delhi
Date : 26/04/2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

		31.03.2017 Amount (Rs.)	31.03.2016 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/Loss before tax and extra ordinary items		14,29,646.00	10,97,177.00
Adjustment for: Depreciation		-	40,065.00
Profit/(Loss) before Working Capital Changes		14,29,646.00	11,37,242.00
Adjustment for: Current Assets (Net) Current Liabilities (Net)	(7,79,510.00)	(7,79,510.00)	6,75,348.00
Cash Generated from Operations		6,50,136.00	18,12,590.00
Tax/MAT for current year		-	-
Tax for earlier years		-	(3,34,588.00)
Net Cash from Operating Activities		6,50,136.00	14,78,002.00
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase/Sale of Investments (Net)		3,65,055.00	(27,78,146.00)
		3,65,055.00	(27,78,146.00)
C. Net Increase/(Decrease) in cash and Cash Equivalence		2,85,081.00	(13,00,144.00)
Cash & Cash Equivalents at the Beginning of the year		3,31,025.00	16,31,169.00
Cash & Cash Equivalents at the Close of the Year		6,16,106.00	3,31,025.00

For H.K. Dua & Co.
Chartered Accountants,
FRN : 000581N

C.A. Arun Kumar Dua
(Partner)
M. No. 082623

Place : New Delhi
Dated : 26th April, 2017

Sushil Kumar Vohra
DIN NO. : 00030808

Tarun Vohra
DIN NO. : 00030470

Pankaj Vohra
DIN NO. : 00030499

DIRECTORS

**ATTENDANCE SLIP
INTEGRA CAPITAL MANAGEMENT LIMITED**

CIN No. L74899DL1990PLC040042

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

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

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

Folio No.

No. of Share/s held

I hereby record my presence at the Twenty Seventh Annual General Meeting of the Company, held on Friday the 29th day of September, 2017.

SIGNATURE OF THE MEMBER/

PROXY

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

PROXY FORM

INTEGRA CAPITAL MANAGEMENT LIMITED

CIN No. L74899DL1990PLC040042

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

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

Client ID No.:

DPID 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 Twenty Seventh Annual General Meeting of the Company to be held on, Friday, the 29th day of September, 2017 and at any adjournment thereof.

As witness my/our hand(s) this day of 2017.

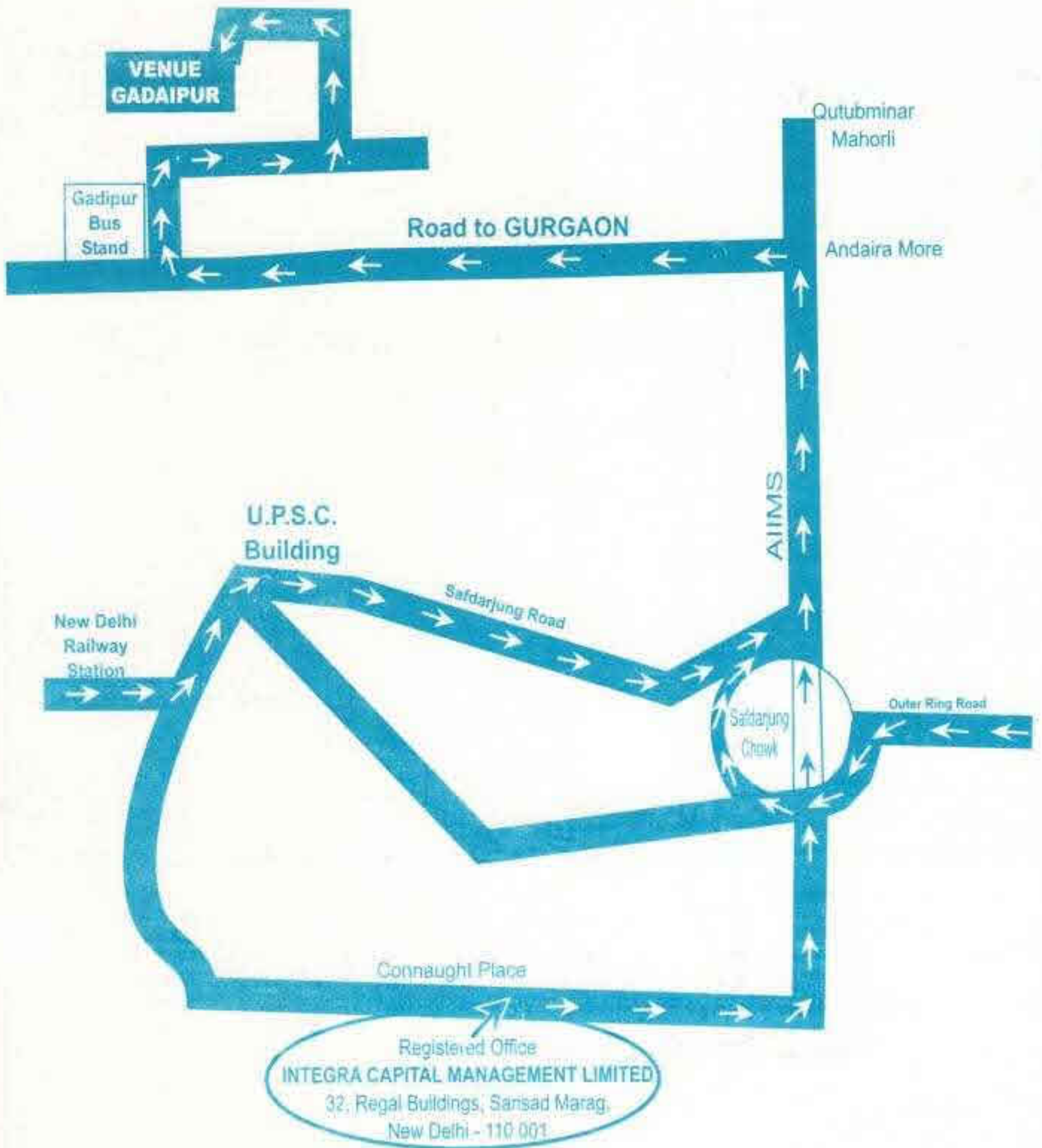
Affix a
Re. one
Revenue
Stamp

Signature

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.

Route Map for Venue

No. 5 (K.N. 24/34/41) Gadaipur
New Delhi - 110 030



Printed Matter

Book Post

To,

.....
.....
.....

If undelivered please return to:

INTEGRA CAPITAL MANAGEMENT LIMITED
CIN No. L74899DL1990PLC040042
32, Regal Buildings,
Sansad Marg,
New Delhi - 110 001

INTEGRA CAPITAL MANAGEMENT LIMITED

Corporate Identity Number (CIN)-U74899DL1990PLC040042

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

Ph. : 011 - 23361532, 011-23744165, Fax No. 011-23362586

Email address : icml1990@gmail.com 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 31st March, 2017	Ordinary			
2.	Re-appointment of Mr. Tarun Vohra who retires by rotation being eligible offers himself for reappointment	Ordinary			
3.	Ratification of Auditors and fix their remuneration	Ordinary			
4.	Approval for Appointment of Mr. Tarun Vohra as Managing Director	Special			
5.	Approval for Appointment of Mr. Pankaj Vohra as Chief Financial Officer	Special			

Place :

Date :

(Signature of the shareholder)

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

INSTRUCTIONS

General Instructions :

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.

Process and manner for Members opting to vote by using the e-voting ballot form:

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 26th September, 2017 at 10:00 AM and ends on 28th September, 2017 at 5:00PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

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

- ix) Member holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the Integra Capital Management Limited on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT", A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non-Individual Shareholders & Custodians:

- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

e-Voting for Scrutinizers:

At the end of the voting period, the scrutinizer can download the entire voting data using the Scrutinizer login.

A. Other Instructions:

- i) The e-voting period commences on 26th September 2017 (10.00 a.m.) and ends on 28th September 2017 (5.00 p.m.). During this period members of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2017.
- iii) Mr. Loveleen Aggarwal (Membership No. 92918) Partner of M/s Vineet Meenakshi & Associates Practicing Chartered Accountant 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 result 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 Limited.
- vi) Members who do not have access to e-voting facility may send duly completed Ballot Form enclosed with the Annual report so as to reach the Scrutinizer appointed by The Board of Directors of the Company, Mr. Loveleen Aggarwal (Membership No. 92918) Partner of M/s Vineet Meenakshi & Associates Practicing Chartered Accountant at the Registered Office of the Company not later than 29th September, 2016 (5.00 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.