

Textual information (1)

Disclosure in board of directors report explanatory [Text Block]

INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED

DIRECTORS REPORT

The Directors take pleasure in presenting the Twenty Ninth Annual Report together with the audited financial statements for the year ended March 31, 2017.

1. Financial Summary / Highlights

During the year under review, the Company achieved revenue from operations to the tune of Rs. 6113.17 Lakhs as against Rs. 6571.11 Lakhs achieved during the previous financial year, with a marginal decrease of 7%. The Registry Division has been hived off to M/s. Integrated Registry Management Services Private Limited due to implementation of the Scheme of Arrangement sanctioned by High Court of Judicature at Madras , which is one of the reasons for the decrease in revenue. The Company has earned profit after tax of Rs. 489.3 lakhs during the year as against Rs. 691/- Lakhs during the previous financial year.

(Rupees in Lakhs)

Particulars	2016-17	2015-16
Total Revenue	7240.66	7550.40
Expenditure	6521.33	6581.31
Profit Before Tax (PBT)	719.33	969.09
Provision for Tax	230.00	278.00
Profit After Tax	489.33	691.09

Operational Summary :

The Sensex closed at 29,620 at the end of the current financial year with a high of 29,825 and low of 24,523 (25,342 at the end of the FY - 2015-16). Similarly, the benchmark Nifty closed at 9,173 at the end of the current financial year with a high of 9,218 and low of 7,517 (7,738 at the end of the FY - 2015-16). The inflows to Mutual Fund AUMs has seen a positive change in the current year. Debt Public Issues were also active. The Demonetization in November 2016 and the push for Digital India have resulted in more investments through digital and electronic means. GST has become a reality and its benefits as expected should work well for the markets.

We, at Integrated, have grown in line with the market. We have procured Rs. 108 Crores in Tax Saving Mutual Funds. This has been an evidence for our holistic approach to Financial Planning with an emphasis on Tax planning. Of the Total Volume of MFs, around 50% of business has been done through Stock Exchange Platform.

Regulatory and Statutory requirements continue to change and become stringent. With the extended use of mobile phones and a plethora of Apps, customers expectations on services from market intermediaries are more demanding. Use of technology and a high level of digital offerings is the path to success. We have the ability to make effective use of technology disruption and a digital road map to become a next-generation services company.

2. Dividend

To conserve the financial resources, the Board of Directors do not recommend any Dividend during the year under scrutiny.

3. Scheme of Arrangement

The Company made an application to High Court of Judicature at Madras for demerging its Registry & Investment business to M/s. Integrated Registry Management Services Private Limited. The Scheme has been sanctioned by the Court on 3rd June 2016. As a part of the scheme, the paid up Share Capital of the Company stands altered to Rs. 4 Crores and face value of the shares have been altered to Re.1 .

4. Share Capital

The Authorised Share capital and the Issued Share Capital of the Company as on March 31, 2017 was Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,00,00,000 equity shares (Twenty Five Crores Only) of Re. 1/- (Rupee One) each and Rs.4,00,00,000 (Rupees Four Crores Only) divided into 4,00,00,000 equity shares (Four Crore Only) of Re.1/- (Rupee One) each respectively. The cancellation of the old shares in Demat Mode with NSDL is under process and new shares have been issued in physical form.

5. Transfer to Reserves

No amount is proposed to be transferred to reserves.

6. Net Worth of the Company

(Amount in Lakhs)

Net worth of the Company	As on 31.03.2017	As on 31.03.2016
2645	7425	

7. Directors & KMP

As on 31st March, 2017 the Board consists of 4 Directors - Shri. N Gopaldaswamy, Chairman & Independent Director, Shri S Natarajan, Independent Director, Shri V Krishnan, Whole Time Director and Shri Sriram Vaidyanathan, Whole Time Director. Mr. S Sridhar is the Chief Financial Officer and Ms. N Subha is the Company Secretary.

8. Changes in Directors / KMPs during the year

There are no changes in Directors/KMPs during the year.

9. Meetings of the Board

The Board of Directors met five times on 22nd April 2016, 27th June 2016, 20th July 2016, 4th November 2016 and 2nd March 2017.



10. Deposits

The Company has not accepted any deposit during the year under review which fall under Chapter V of the Companies Act, 2013 read the Companies (Acceptance of Deposits) Rules, 2014.

11. Names of Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Year

The Company does not have subsidiary, associate or joint ventures.

12. Related party transactions

All Related Party Transactions that were entered into during the financial year were on arms length basis and were in the ordinary course of business. Pursuant to Section 134(3) (h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188(1) of the Companies Act, 2013, in form AOC-2. All Related Party Transactions as required under Accounting Standards AS18 are reported in Notes to Accounts.

13. Significant and material orders passed by the Regulators or Courts

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

14. Disclosures As Per The Sexual Harassment Of Women At Work Place (Prevention, Prohibition And Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment during the financial year 2016-17.

15. Risk Management Policy of the Company

Considering the size of operations of the Company, proper risk mitigation measures have been taken by the Board. In the opinion of the Board, there is no material risk threatening the existence of the Company.

16. Corporate Social Responsibility Initiatives

The CSR policy may be accessed on the company's website www.integratedindia.in. Detailed report on CSR is enclosed as Annexure B.



17. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

As required under Section 132(3) (m) of the Companies Act 2013 read with rule 8 of Companies (Accounts) Rules 2014, details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- a) Conservation of energy - All necessary steps have been taken to conserve and preserve the energy.
- b) Technology absorption Nil.
- c) Foreign exchange earnings and Outgo: Nil

18. Auditors

At the Annual General Meeting held on 24th July 2015, Sri. R Ganesh, Chartered Accountant was appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms

of the first proviso of section 139 of the Companies Act 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of Sri. R Ganesh, Chartered Accountant is placed for ratification by the shareholders.

19. Qualifications of Auditors and Comments of Directors

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

20. Extract of Annual Return

As required under Section 92(3) of the Companies Act 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT 9 are annexed herewith as 'Annexure A forming part of the Directors report.

21. Directors Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of section 134(3)(c) of the Companies Act, 2013:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) 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.

23. Internal Control System and their Adequacy The Company is taking adequate steps to ensure that proper internal control system exists and the same are adequate considering the size and operations of the Company.

24. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

Nil

25. Details in respect of frauds reported by auditors Nil.

26. Statement on declaration given by independent director The provisions of appointment of Independent Director are not applicable to the Company even though the company has Independent Directors.

27. REMUNERATION POLICY : The Nomination and Remuneration Committee of the Board of Directors of the Company has formulated criteria for appointment of Senior Management personnel and the Directors. Based on the criteria set it recommends to the Board the appointment of Directors and Senior Management personnel. The Committee considers the qualifications, experience, fit & proper status, positive attributes as per the suitability of the role and independent status and various regulatory/statutory requirements as may be required of the candidate before such appointment. Remuneration to the KMPs, is as per the terms of their employment.

28. Particulars Of Employees

None of the employees in the Company draw salary exceeding the prescribed ceiling, under the Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.



29. Acknowledgements

We wish to thank our Customers, Securities and Exchange Board of India, the Stock Exchanges, the Depositories and the Company's Bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

N Gopaldaswamy

Chairman

Place : Chennai

Date: 01-07-2017

Annexure - CSR Report

1.	A brief outline of the companys CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes .	<p>A brief outline of the companys CSR policy, including overview of activities proposed to be undertaken is available at www.integratedindia.in.</p> <p>The scope of activities includes promoting financial education amongst various investor segments, promoting education including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled.</p>
2.	Composition of the CSR Committee	<ul style="list-style-type: none"> · Shri N Gopaldaswamy- Independent Director · Shri V Sriram-Whole Time Director · Shri V Krishnan- Whole Time Director
3.	Average net profit of the company for the last three financial years	Rs.13,88,19,333
4	Prescribed CSR Expenditure made by the company (2% of the amount as in item 3 above)	Rs. 27,76,387
5.	<p>Details of CSR monies spent during the financial year:</p> <p>a) Total amount spent for the financial year-</p> <p>b) The amount unspent (if any):</p> <p>c) *Manner in which the amount spent during the financial year is detailed below:</p>	<p>Rs.45,00,000</p> <p>-</p>