

Integra Essentia Limited

{formerly known as Integra}
{Garments and Textiles Limited}

CIN:L74110DL2007PLC396238

902, 9th Floor, Aggarwal Cyber Plaza-1,
Netaji Subhash Place, North West,
New Delhi-110034, INDIA
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Website : www.integragarments.com

August 19, 2022

Listing Compliance Department
National Stock Exchange of India Limited.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400051

Listing Compliance Department
BSE Limited.
Phirozee Jeejeebhoy
Towers, Dalal Street, Fort,
Mumbai - 400 001

NSE Symbol: ESSENTIA

Scrip Code: 535958

Sub: 15th Annual Report of the Company for the Financial Year 2021-22

Dear Sir/Ma'am,

Pursuant to Regulation 34 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith copy of 15th Annual Report of the Company for the Financial Year 2021-22.

The above information is also available on the company's website at www.integraessentia.com

Request you to take the above information in your records and oblige.

Thanking You.

Yours Faithfully,
for **Integra Essentia Limited**
(Formerly Integra Garments & Textiles Limited)

Pankaj Kumar Sharma
(Compliance officer &
Company Secretary)

Encl: a/a

INTEGRA ESSENTIA LIMITED

(Formerly known as Integra Garments & Textiles Limited)

CIN: L74110DL2007PLC396238

ANNUAL REPORT 2021-22

**15th
Annual
Report**

 www.integraessentia.com

CONTENTS

SR NO.	PARTICULAR	PAGE NO.
1.	General Information	1
2.	Notice of AGM	2
3.	Board's Report	22
4.	FORM NO. AOC -2	30
5.	Disclosure of Managerial Remuneration	31
6.	Management Discussion & Analysis Report	32
7.	Secretarial Audit Report	43
8.	Secretarial Compliance Report	46
9.	Corporate Governance Report	48
10.	Certificate on Corporate Governance	59
11.	Non-Disqualification of Directors Certificate	60
12.	MD & CFO Certificate & MD's Declaration	61
13.	Independent Auditors Report	63
14.	Balance Sheet	71
15.	Profit & Loss Account	73
16.	Cash Flow Statement	74
17.	Statement on Changes in Equity	75
18.	Notes to Financial Statement	77

INTEGRA ESSENTIA LIMITED**CORPORATE INFORMATION****KEY MANAGERIAL PERSONNEL**

Mr. Vishesh Gupta	Managing Director
Mr. Manoj Kumar Sharma	Whole-Time Director
Mr. Sandeep Gupta	Chief Financial Officer
Mr. Pankaj Kumar Sharma	Company Secretary & Compliance Officer

NON-EXECUTIVE & INDEPENDENT

Mrs. Gunjan Jha	Non-Executive Director & Independent Director
Mrs. Mansi Gupta	Non-Executive Director & Independent Director
Mrs. Sony Kumari	Non-Executive Director & Independent Director
Mr. Komal Jain	Non-Executive Director & Independent Director

REGISTERED OFFICE

902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place, New Delhi - 110034

STATUTORY AUDITORS

M/s. Mayur Khandelwal & Co
3A/20, Arvind Nagar, Kalina, Santacruz East,
Mumbai, MH- 400029,

SECRETARIAL AUDITORS

Kumar G & Co., Company Secretaries
80/37A, First Floor, Near Bhagat Singh Park,
Malviya Nagar, New Delhi 110017

INTERNAL AUDITORS

M/s. Niraj Kumar Vishwakarma & Associates
E-47A, Qutub Vihar, Phase-1, Street No. 3A,
New Delhi-110071

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi, 110020

BOARD COMMITTEES & ITS COMPOSITION**AUDIT COMMITTEE**

Mrs. Gunjan Jha	Chairperson
Mrs. Mansi Gupta	Member
Mrs. Sony Kumari	Member

NOMINATION AND REMUNERATION COMMITTEE

Mrs. Gunjan Jha	Chairperson
Mrs. Mansi Gupta	Member
Mr. Komal Jain	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Gunjan Jha	Chairperson
Mrs. Mansi Gupta	Member
Mr. Komal Jain	Member

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Shareholders of **Integra Essentia Limited (formerly known as Integra Garments & Textiles Limited)** will be held on Saturday, September 10, 2022 at 11:30 A.M. through Video Conferencing/ Other Audio Visual Means (VC/OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2022 including the audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors' thereon.
2. To consider, approve and ratify the appointment of M/s A K Bhargav & Co. Chartered Accountants (FRN: 034063N) as Statutory Auditors of the Company and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139(8) and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s A K Bhargav & Co. Chartered Accountants (FRN: 034063N) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mayur Khandelwal & Co., Chartered Accountants (Firm Registration No. 134723W) to hold office till conclusion of this 15th Annual General Meeting at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s A K Bhargav & Co. Chartered Accountants (FRN: 034063N) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive financial years i.e. to hold office from the conclusion of this 15th Annual General Meeting till conclusion of the 20th Annual General Meeting to be held during the year 2027 at a remuneration mutually decided by the Board and the Auditor.

RESOLVED FURTHER THAT any of the Director of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

3. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDAM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

- a) by addition of following object(s) to the existing sub clause 4 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company

, and to carry on all or any of the businesses of procurers, generators, suppliers, distributors, converters, transmitters, storers, carriers, importers and exporters of, and dealers in, all kind of products, services essential for life's energy needs, from all or any kind of sources or forms of energy.
 - b) addition of following sub clauses 6 and 7 after existing sub clauses 5 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company
- 6 To carry on business of purchase, sale, subscription, acquisition, investment or dealing in shares, units, negotiable instruments, foreign exchange, debentures, bonds, obligations, mortgages, and securities of any kind, movable and immovable assets and any interest therein and lending and advancing money or give credit to any persons and to advance loans and to make investment in securities, shares, mutual funds, bonds, warrants, debentures, or any other kind of interest or instrument carrying rights.

INTEGRA ESSENTIA LIMITED

- 7 To carry on new edge technology and data driven businesses, trades and activities, essentials for enhancing quality of life, livelihood, overall environment or otherwise, having economic values and to undertake these businesses either individually or in collaboration with other persons, companies or corporations and to enter into agreements and contracts, strategic alliances, business association, joint-ventures, partnerships or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concession or other alike business propositions, with such person, firm, corporate or other entity carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 41,00,00,000 (Rupees Forty-One Crores only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each to Rs. 60,00,00,000 (Rupees Sixty Crores only) consisting of consisting of 50,95,00,000 (Fifty Crores and Ninety-Five Lakh) Equity Shares of Re. 1/- (Rupee One Only) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) consisting of 50,95,00,000 (Fifty Crores and Ninety-Five Lakh) Equity Shares of Re. 1/- (Rupee One Only) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

5. TO AUTHORIZE CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES OR OTHER CONVERTIBLE SECURITIES

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

“**RESOLVED THAT** in suppression of the earlier resolution(s) passed and pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules there under (the ‘Act’), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets,

by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Re. 1/- (Rupee One) each (the 'Equity Shares') or through an issuance of Global Depository Receipts ('GDRs'), Foreign Currency Convertible Bonds ('FCCBs'), fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the 'Securities') or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) up to Rs. 100 Crores including series of Right Issue(s), each tranche not exceeding Rs. 50 Crore (Rs. Fifty Crores Only).

RESOLVED FURTHER THAT:

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for

INTEGRA ESSENTIA LIMITED

the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank *pari-passu* inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions."

6. APPOINTMENT OF MR. MANOJ KUMAR SHARMA (DIN: 09665484) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Kumar Sharma (DIN : 09665484), who was appointed as Additional Director by the Board of Directors on August 9, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as a Director is recommended by Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT, any of the Directors and/or Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

7. APPOINTMENT OF MR. MANOJ KUMAR SHARMA (DIN: 09665484) AS A WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Manoj Kumar Sharma (DIN : 09665484), as Whole Time Director of the Company for a term of five consecutive years effective from August 9, 2022 ending on August 8, 2027 (both days inclusive) for an overall maximum remuneration upto Rs. 7,20,000/- per annum subject to such periodical increase including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., and the aforesaid remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013, with liberty to the Board (“ Board”) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board and Mr. Manoj Kumar Sharma and approved by Nomination and Remuneration Committee in terms of applicable provisions of the law.

RESOLVED FURTHER THAT Mr. Manoj Kumar Sharma appointed as Whole Time Director of the Company shall be liable to retire by rotation and being eligible offers himself for reappointment and the reappointment as such shall not be deemed to constitute a break in his office as a Whole Time Director of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, or as a part of periodic review, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. and the said terms of remuneration of Mr. Manoj Kumar Sharma (DIN: 09665484) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. MEMBERS APPROVAL FOR BORROWING UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard if any, and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 125 crore (Rupees One hundred and Twenty Five Crore only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on

INTEGRA ESSENTIA LIMITED

behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. MEMBERS APPROVAL FOR SECURING THE BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES, ACT, 2013

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard if any, and subject to Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of **Rs. 125 crore** (Rupees One Hundred and Twenty Five Crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. MEMBER'S APPROVAL TO MAKE LOAN AND INVESTMENT EXCEEDING THE CEILING PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and in supersession of the resolution passed earlier, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 50 Crore** (Rupees Fifty Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

11. MEMBERS APPROVAL FOR GIVING LOAN AND GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY SPECIFIED PERSON UNDER SECTION 185 OF THE COMPANIES, ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and in supersession of all the earlier resolutions passed in this regard if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

12. MEMBERS APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (‘Board’) to enter into contract(s)/ arrangement(s)/ transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase and sale of goods and material for the production of the Company, as the Board may deem fit, up to a maximum aggregate value of **Rs. 100 crore** (Rupees Hundred Crore Only) at arm’s length basis and in the ordinary course of business, for the Financial Year 2022-23.

RESOLVED FURTHER THAT documents, file applications and make representations in respect thereof the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

**By order of the Board
For Integra Essentia Limited
(Formerly Known as Integra Garments & Textiles Limited)**

**Vishesh Gupta
Managing Director
DIN: 00255689**

**Place: New Delhi
Date: August 9, 2022**

INTEGRA ESSENTIA LIMITED

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the /AGM has been uploaded on the website of the Company at www.integraessentia.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 7, 2022 at 9:00 A.M. and ends on September 9, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 3, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 3, 2022.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="497 1167 1457 1729" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

INTEGRA ESSENTIA LIMITED

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumargpankaj@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

INTEGRA ESSENTIA LIMITED

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csigl2021@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csigl2021@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **[Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 15th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INTEGRA ESSENTIA LIMITED

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at csigl2021@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INTEGRA ESSENTIA LIMITED**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 2:**

M/s. Mayur Khandelwal & Co., Chartered Accountants (Firm Registration No. 134723W) who was appointed as statutory auditors of the company for a period of 5 years i.e to hold office till the conclusion of 18th AGM to be held in the financial year 2025-26, vide its letter dated July 29, 2022 have tendered their resignation from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company and as envisaged by Section 139(8) of the Companies Act, 2013 casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Therefore, the Board of Directors of the Company recommended at its meeting held on August 9, 2022, that M/s A K Bhargav & Co. Chartered Accountants (FRN: 034063N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mayur Khandelwal & Co., Chartered Accountants and to appoint M/s A K Bhargav & Co. Chartered Accountants for a period of 5 consecutive years from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting which ought to be held in the year 2027.

M/s A K Bhargav, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The terms of appointment including remuneration payable to the Statutory Auditors will be as specified by the Audit Committee & the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s A K Bhargav & Co. Chartered Accountants while considering their appointment:

- Availability of expertise in Accounting procedures/ processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity, ethics and independence.
- Availability of well trained and experienced professionals.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

ITEM NO. 3:

Considering the company's long-term business plan to expand its business further into wider product lines of life essential products with a special focus on new age businesses, opportunities and possibilities the management has decided to amend the Main Objects which will enable your Company to venture into new products, processes, segments, businesses which are under the existing circumstances conveniently and advantageously could be combined with the present activities of the Company .

The Board of Directors thinks that it is in the best interest of the Company and its Shareholders that the activities of the Company be diversified, therefore, to facilitate enlarging the Company's scope of operations, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by addition of following object(s) to the existing sub clause 4 and by addition of sub clause 6 & 7 , as detailed in the resolution stated at item No. 3 of this notice, after existing sub clause 5 of the of the Clause III(A) (Main Objects) of Memorandum of Association of the Company.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 3 of this notice for the approval of the members by means of passing Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 4:

The Current Authorized Capital of the Company is Rs. 41,00,00,000 (Rupees Forty-One Crores only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.

The Company proposes to increase its authorized share capital to Rs. 60,00,00,000 (Rupees Sixty Crores only) consisting of 50,95,00,000 (Fifty Crores and Ninety-Five Lakh) Equity Shares of Re. 1/- (Rupee One Only) each and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each. to facilitate fund raising in future via issuance of equity shares and other convertible securities.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the

INTEGRA ESSENTIA LIMITED

Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect.

Therefore, Board of Directors of your Company recommend the Resolution set out in item No. 4 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 5

The Company is currently engaged in business of Life Essentials i.e. Food (Agro Products), Clothing (Textiles and Garments), Infrastructure (Materials and Services for Construction and Infrastructure Development) and Energy (Materials, Products and Services for the Renewable Energy Equipment and Projects) and many more Products and Services required to sustain the modern life and is also exploring different avenues to expand its business through agreements, contacts, acquisitions, joint ventures, other strategic alliances to broad-base the business interests in life essential products with a special focus on new age businesses, opportunities and possibilities and obviously company need funds for all these plans and activities, though not in .

Therefore considering the growth and expansion plans of the company, investment in future operations and for general corporate purpose and to enhance financial resources, and in suppression of the earlier resolutions passed in this regard, the Board of Directors of your Company explored various options to manage resources more efficiently and has decided to raise additional funds aggregating up to Rs. 100 Crores by way of issuance of securities, convertible instruments, FCCB, QIP/ Preferential Allotment/GDR including series of Right Issue(s), each tranche not exceeding Rs. 50 Crore (Rs. Fifty Crores Only)

This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost and accordingly the Board at its meeting held on August 9, 2022, had approved the proposal of raising of additional fund aggregating up to Rs. 100 crores (Rupees Hundred Crores) or its equivalent, which may be consummated in one or more tranches as may be decided by the Board of Directors or Committee of the Company from time to time, by any of the following method provided:

- Qualified Institutions Placement, Private Placement in international markets through Depository Receipts, GDRs etc;
- Foreign Currency Convertible Bonds;
- Preferential Issue, Right Issue of Equity Shares
- Issue of fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares;
- Preference Shares convertible into Equity Shares;
- Any other financial instruments or securities convertible into Equity Shares, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such

INTEGRA ESSENTIA LIMITED

other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors, therefore, recommend the special resolution, in supersession of the all earlier resolutions passed in this regard, as set forth in Item No. 5 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Manoj Kumar Sharma (DIN: 09665484), was appointed as an Additional Director on the Board of the Company with effect from August 9, 2022. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Compensation Committee, is of the view that the appointment of Mr. Manoj Kumar Sharma as a Director of the Company is desirable and would be beneficial to the Company. Mr. Manoj Kumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommended the appointment of Mr. Manoj Kumar Sharma, who being eligible offered himself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Manoj Kumar Sharma, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on August 9, 2022, appointed Mr. Manoj Kumar Sharma (DIN: 09665484) as Whole Time Director of the Company, liable to retire by rotation, for a period of five years effective from August 9, 2022 itself, subject to approval of the Shareholders.

The Board, while appointing Mr. Manoj Kumar Sharma as Whole-Time Director of the Company, considered his rich background and experience. Mr. Manoj Kumar Sharma holds Master's degree in Business Administration (Marketing). He has more than 5 year's experience in procurement, purchase, trade and commercial operations, besides having good exposure of general management, regulatory affairs, and administration etc.

The brief profile and specific areas of expertise of Mr. Manoj Kumar Sharma are provided as **Annexure A** to this Notice.

The main terms and conditions relating to the appointment and remuneration of Mr. Manoj Kumar Sharma as Whole-Time Director of the Company are as follows:

(1) **Term of Appointment:**

For a period of 5 years i.e. from August 9, 2022 to August 8, 2027.

(2) **Nature of Duties:**

The Whole-Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

(3)A. Remuneration

Current basic salary of 7,20,000/- (Seven Lakh Twenty Thousand only) per annum including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

(3) B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Manoj Kumar Sharma, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

(4) Other Terms of Appointment:

- a. The Whole-Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Whole-Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole-Time Director, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-Time Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice, if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole-Time Director.

- e. The terms and conditions of appointment of Whole-Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, noncompetition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Manoj Kumar Sharma as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 3 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Manoj Kumar Sharma, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

Item No. 8 & 9

To support Company's business operations, the company requires funds and these funds are generally raised from various Banks and/or Financial Institutions and/or any other lending institutions and/or foreign lender and/or any other body corporate/entity/entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.125 crore (Rupee One Hundred and Twenty-Five Crore only).

In term of section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company obtained by mean of passing a special resolution in a general meeting.

INTEGRA ESSENTIA LIMITED

Further, to secure the borrowing made by the Company, the company is generally asked to create charge on certain assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 empowers the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

Hence, it proposed to seek necessary members approval to borrow money from any bank, financial institutions, bodies corporate or business associates or through permitted channel in excess of paid up capital and free reserves of the company by a sum not exceeding Rs. 125 Crore and creation of security through mortgage or pledge or hypothecation or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the loans to be sanctioned by any one or more company's bankers and/or by any one or more persons, firms, bodies corporate, or financial institutions or banks, the Company would be required to secure all or any of the Current assets, moveable properties of the Company present and future.

The resolution as set out at item No. 8 & 9 of the notice is placed for your approval of the aforesaid limits of borrowing by the board up to an amount not exceeding Rs. 125 crore.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9 of the Notice, except to the extent of their shareholding, if any.

Item No. 10

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11 (1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186 (3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In line with the long term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 50 crore (Rupees Fifty Crore) over and above the limits specified in Section 186 (2) of the 'Act' at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice, except to the extent of their shareholding, if any.

Item No. 11

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018 In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The management is of the view that the Company may be required to invest funds in joint ventures, strategic alliance and other entities in the normal course of its business, make business advances or otherwise, give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company may be interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its subsidiary company(ies) (Indian or

INTEGRA ESSENTIA LIMITED

overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice, except to the extent of their shareholding, if any.

Item No. 12

To ensure continuous business operation without any interruption, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to purchase and sale of goods and material for an amount of Rs. 100 crore during Financial Year 2022-23.

Background and Details of the Transaction:

Cost effective and assured supply of goods/services, of desired quality, is a key requirement for the Company. The Company intends to procure material from related party(s) to have consistent control over quality of the supplies. This transaction will not only help the Company to ensure wholesale and retail trading of business operations smoothly but also ensure consistent flow of desired quality and quantity of goods available for uninterrupted operations and business activities.

Approval being sought for Financial Year 2022-23 as per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2022-23 will be Rs. 100 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company as per last audited financial statements of FY 2021-22. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with related party(s) during Financial Year 2022-23, as mentioned in item no. 12 of the Notice. For necessary information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, members are requested to please refer AOC-2 and Note No. 38 of Audited Annual Accounts of the Company for the financial year ended March 31, 2022.

Detail(s) about Arm's Length Pricing/ Ordinary Course of Business

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 12 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice, except to the extent of their shareholding, if any.

**By order of the Board
For Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)**

**Vishesh Gupta
Managing Director
DIN: 00255689**

Place: New Delhi
Date: August 9, 2022

INTEGRA ESSENTIA LIMITED**Annexure A****DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name	Mr. Manoj Kumar Sharma
Age	31 years
DIN	09665484
Nationality	Indian
Date of first appointment on the Board	August 9, 2022
Experience and Nature of expertise in specific functional areas	He has in depth knowledge of Exports & Accounts, business-process etc. and has more than 10 years' rich in-hand experience of handling various corporate Exports-Imports matters.
Qualification	Mr. Manoj Kumar Sharma has done Bachelor of Commerce (B. Com) from IGNOU in 2016.
Shareholding in the Company directly or as beneficial owner for any other person	NIL
Terms and conditions of appointment	Appointment as a Whole-time Director for a period of 5 years.
Details of remuneration sought to be paid and remuneration last Drawn.	7,20,000 P.A.
Directorships held in other Companies.	NIL
Membership / Chairmanship of Committee(s) of other Companies: (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	No, Not related to any existing / New Director
No. of meetings of the Board of Directors attended during the F.Y. 2021-22	Not Applicable

INTEGRA ESSENTIA LIMITED

BOARD'S REPORT

The Board of Directors hereby submits the report of the business and operations of your Company, along with the audited financial statements, for the financial year ended March 31, 2022.

FINANCIAL RESULTS AND OPERATIONS

The financial performance for the year ended March 31, 2022 is summarized below:

(Amount in '000s)

Particulars	FY 2021-22	FY 2020-21
Net Sales /Income from Business Operations	6,85,254.20	-
Other Income	827.66	40.65
Total Income	6,86,081.87	40.65
Cost of material consumed		130.0
Purchase of Stock in trade	6,64,180.08	-
Employee Benefit Expense	2,002.25	-
Changes in Inventories	-	-
Financial Costs	457.32	2,632.90
Depreciation	11.90	1,800.00
Other Expenses	8,546.31	1,532.78
Profit before Exceptional items	10,884.01	(6,055.03)
Less: Exceptional items	-	-
Net Profit Before Tax	10,884.01	(6,055.03)
Less Current Tax	-	-
Less Previous year adjustment of Income Tax	-	-
Less Deferred Tax	0.62	-
Profit for the Period	10,883.40	(6,055.03)
Earnings per share	0.10	(0.17)

During the year under review, the Company achieved a turnover of Rs. 68,52,54,200, whereas, the Profit of the Company for the period under review were Rs. 1,08,83,400 as compared to loss of the company Rs. 60,55,030 in the previous year.

CHANGE IN CONTROL AND MANAGEMENT PURSUANT TO SHARE PURCHASE AGREEMENT AND OPEN OFFER

During the year under review, company's erstwhile promoters, namely, (i) Ms. Urvi Ashok Piramal (ii) Mr. Rajeev Ashok Piramal, (iii) Mr. Nandan Ashok Piramal, (iv) Mr. Harshvardhan Ashok Piramal, (v) Ms. Kalpana Singhania, and (vi) Ashok Piramal Group Textiles Trust (hereinafter referred to entire "erstwhile Promoter and Promoter group") of the Company, and (vii) Morarjee Goculdas Spinning and Weaving Co. Ltd. Senior Employees Stock Option Scheme i.e. the employee benefit trust of the Company, collectively entered into a Share Purchase Agreement with Mr. Vishesh Gupta (hereinafter referred to as "Promoter") *inter-alia* to sell/ transfer their entire shareholding i.e. 2,30,90,657 fully paid-up Equity Shares of face value Rs. 3/- each representing 63.56% of the paid-up Equity Share Capital of the Company and 2,50,000 Non-Convertible Redeemable fully paid-up Preference Shares of Re 1/- each representing 100% of the paid-up Preference Share Capital of the Company.

Consequently, an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 was made by Mr. Vishesh Gupta to acquire upto 26% of the total Voting Shares of the Company from public shareholders in terms of Letter of Offer dated June 7, 2021.

Upon completion of the said open offer, and in terms of the Share Purchase Agreement dated March 31, 2021, our Company was acquired by Mr. Vishesh Gupta in Q2 of the financial year under discussion, by acquisition of total 2,30,90,815 Equity Shares representing 66.55% of the total Equity, and resultantly the management of your Company underwent a change. Our Company with effect from August 7, 2021, appointed and composed a new Board of Directors and Key Managerial Personnel, details of the same is provided herein under the heading 'Board of Directors & Key Managerial Personnel.'

In furtherance to change in management certain other changes took place in company's status, name, situation and object clauses of the Memorandum of Association of the Company among others, which are discussed and detailed in relevant headings of this report.

CHANGE IN NAME OF THE COMPANY

Since, the Company recently ventured into business of life necessities, items of basic human needs, and essentials goods, and as such shall be a one stop shop for all life essentials goods be it 'Roti', 'Kapda' or 'Makan' and accordingly to signify its core business activities more appropriately, pursuant to members approval obtained by mean of passing a Special Resolution on January 22, 2022, through postal ballot, the name of the Company was changed from *Integra Garments and Textiles Limited* to

INTEGRA ESSENTIA LIMITED

“*Integra Essentia Limited*” and fresh Certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, NCT Delhi on February 16, 2022.

CHANGE IN REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER

Considering the fact that the Directors of the Company manages and controls the business operations of the Company from the state of Delhi and in order to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company has recommended to shift the Registered Office of the Company from the State of Maharashtra to the State of Delhi. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational and administrative convenience and accordingly, members approval was obtained by way of passing Special Resolution on September 30, 2021 and necessary application was made to Regional Director. Regional Director, Western Region, Ministry of Corporate Affairs vide its Order bearing No. RD/SECTION13/SRN T62395439/4503 dated January 31, 2022 permitted the change in situation clause of Memorandum of Association of the Company from the state of Maharashtra to the State of Delhi.

Thereafter, with effect from March 21, 2022 the Company's Registered office was shifted from 2A, Tilak Nagar, Meghranjani Apartment, , Nagpur, Maharashtra, 440010 to 902, 9th Floor, Aggarwal Cyber Plaza-1 Netaji Subhash Place New Delhi 110034. Consequently, the Corporate Identification Number (CIN) of the Company was changed from L18109MH2007PLC172888 to L74110DL2007PLC396238.

BUSINESS OVERVIEW & FUTURE OUTLOOK

After the change in the management and control of our Company, its vision and object widened. Our Company is earlier engaged in the business of manufacturing, trading and dealing in garments and textiles only, now ventured into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc and other essential goods, infrastructural products among others. Our Company now strives to be the ultimate one-stop-shop for all life essentials goods be it 'Roti', 'Kapda' or 'Makan', and main object of the Company were also amended with requisite members approval.

Accordingly, the name of our Company was changed to “Integra Essentia Limited” on February 16, 2022, and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Mumbai.

Detailed information on the Company's Business overview and future outlook is incorporated in **Management Discussion and Analysis** forming part of the report.

STATE OF COMPANY'S AFFAIRS

i.	Change in status of the company	There was no change in status of the company.
ii.	Key business developments	The company has taken various steps to develop and promote its business. The company has added a new line of business activities. Please refer Management Discussion and Analysis for details.
iii.	Change in the financial year	There was no change in the financial year of company.
iv.	Change in the Registrar and Share Transfer Agent (RTA) of the Company	M/s. Skyline Financial Services Pvt Ltd was appointed as a Registrar and Share Transfer Agent of the Company for the purpose of electronic connectivity in place of M/s. Freedom Registry Limited.
v.	Capital expenditure programmes	There was no capital expenditure programmes
vi.	Details and status of acquisition, merger, expansion, modernization and diversification	During the year under review, the promoters and management of the Company underwent change pursuant to a Share Purchase Agreement (SPA) by and between esrtwhile promoters of the Company and Mr. Vishesh Gupta . Post change in the management and control of the Company, its vision and object widened. Besides the business of manufacturing, trading and dealing in garments and textiles, company ventured into new businesses such as dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc and other essential goods, infrastructural products among others. Our Company now strives to be the ultimate one-stop-shop for all life essentials goods be it 'Roti', 'Kapda' or 'Makan'. Name of the Company was also changed to “ <i>Integra Essentia Limited</i> ” on February 16, 2022, and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Mumbai.
vii.	Developments, acquisition and assignment of material Intellectual Property Rights	There was no Developments, acquisition and assignment of material Intellectual Property Rights.
viii.	Any other material event having an impact on the affairs of the company	All material event having an impact on the affairs of the company are being discussed and detailed under appropriate headings of the report.

INTEGRA ESSENTIA LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') Management Discussion and Analysis report ("MD&A Report") providing a detailed overview of your Company's performance, industry trends, business and risks involved is provided separately and is forming part of the Annual Report.

SUBSIDIARY COMPANIES, JOINT VENTURE AND CONSOLIDATED FINANCIAL STATEMENTS

During the year under review, the Company do not have any Subsidiary, Joint Venture. Hence Consolidated Financial are not applicable.

BOARD OF DIRECTORS

The Board of Directors provides the blue print to the success of any organization, it plans and implements various strategies to grow not only in numbers but in value and cater to its stakeholders.

Your Company's Board consists of learned professionals and experienced individuals from different fields. Presently, your Board comprises of Six Directors, and Company Secretary. Amongst the directors, two are executive, and four are Non-Executive Independent Directors including three Women Independent Directors on the Board.

Pursuant to change in control and management, following changes took place in the composition of Board of Directors with effect from August 7, 2021 :

Name of Directors	Designation	DIN	Change	
Mr. Harshvardhan A. Piramal	Non-Executive Director	00044972	Cessation	Outgoing Management
Mr. Rajendar Kumar Rewari	Managing Director	00619240	Cessation	
Ms. Kalyani Kripashankar Shukla	Non-Executive Director	02039079	Cessation	
Mr. Sameer Dasharath Shelke	Independent Director	08720443	Cessation	
Mr. Narendra Nayak	Independent Director	08929925	Cessation	
Ms. Juthika Palav	Independent Director	08331910	Cessation	
Mr. Vishesh Gupta	Managing Director	00255689	Appointment	New Management
*Ms. Shweta Singh	Executive Director	09270488	Appointment	
Mrs. Gunjan Jha	Independent Director	09270389	Appointment	
Mrs. Sony Kumari	Independent Director	09270483	Appointment	
Mrs. Mansi Gupta	Independent Director	09271995	Appointment	
Mr. Komal Jain	Independent Director	09270608	Appointment	

* Post Closure of the Financial year ended March 31, 2022 Ms. Shweta Singh resigned from the office of executive director of the company with effect from August 9, 2022 and Mr. Manoj Kumar Sharma (DIN: 09665484) was appointed as an Additional Director (Executive Category) and Whole Time Director for the period of 5 year commencing from August 9, 2022. His appointment is recommended by the Board of Directors for the members approval in the ensuing Annual General Meeting.

The Board met 6 (Six) times during the year, details pertaining to Board and Committee Meetings held during the year are detailed in Corporate Governance Report.

DECLARATION OF INDEPENDENCE

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 read with the Regulation 16 (1) (c) of the Listing Regulations and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

The Board confirms to the declaration of the Independent Directors and there being no doubts as to veracity of the same, places the same on record.

KEY MANAGERIAL PERSONNEL

The Board of your Company consisted of the following Key Managerial Personnel (KMP'S) as on the year ended March 31, 2022:

- i. Managing Director : Mr. Vishesh Gupta
- ii. *Chief Financial Officer : Mr. Sandeep Gupta
- iii. **Company Secretary : Mr. Prince Chugh

INTEGRA ESSENTIA LIMITED

* During the year under review, pursuant to the open offer and change in control and management, Mr. Dharmesh Jha resigned from the office of Chief Financial Officer of the Company with effect from August 7, 2021 and Mr. Sandeep Gupta was appointed as the Chief Financial Officer of the Company with effect from November 8, 2021 and resigned with effect from August 20, 2022.

**During the year under review, pursuant to the open offer and change in control and management Ms. Samruddhi Varadkar resigned from the position of Company Secretary and Compliance Officer of the Company with effect from August 7, 2021 and Mr. Prince Chugh was appointed as Company Secretary & Compliance Officer with effect from August 7, 2021 who later resigned on August 9, 2022. Thereafter, Mr. Pankaj Kumar Sharma was appointed as new Company Secretary & Compliance Officer with effect from August 9, 2022.

BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Regulations your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee.

Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. www.integraessentia.com.

Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members is provided under Corporate Governance Report forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (C) read with Section 134(5) of the Act, the Directors, to the best of their knowledge and ability, hereby confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed with proper explanation relating to material departures;
- ii. they have selected such accounting policies in consultation with Statutory Auditors 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 March 31, 2022 and of the profit and loss of the company for the Financial Year;
- iii. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. The annual accounts of the Company have been prepared on a going concern basis.
- v. 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.
- vi. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

As per provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to disclose the ratio of the remuneration of each director to the median employee's remuneration and details of employees receiving remuneration exceeding limits as prescribed from time to time in the Directors' Report.

Accordingly, the disclosures pertaining to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is also annexed to this Report.

CAPITAL STRUCTURE

Subdivision of Nominal Value of Equity Share from Rs. 3/- to Re. 1/- each

With a view to enhance liquidity and to facilitate larger shareholder base by making the shares of the Company more affordable to investors, especially retail investors, after obtaining members approval through postal ballot and stock exchange(s) approval, nominal value of the Equity Shares of the Company was sub divided from Rs.3/-(Rupees three Only) each to Rs. 1/- (Rupee One Only) each, and accordingly 1 share having nominal value of Rs. 3/- each resulted into 3 Equity Shares of Re 1/- with effect from the record date being February 4, 2022. The New ISIN of the Company is INE418N01035.

Authorized Share Capital

The Authorized Share Capital of the Company as on March 31, 2022 was Rs. 41,00,00,000/- (Rupees Forty-One Crore only) consisting of 40,95,00,000 (Forty Crore and Ninety-Five Lakh) equity shares of Re. 1/- (Rupee One) and 5,00,000 (Five Lakh) preference shares of Re. 1/- (Rupee One) each.

INTEGRA ESSENTIA LIMITED

During the year under review, Authorized Share Capital of the Company was increased from Rs. 12,05,00,000/- (Rupees Twelve Crores and Five Lakh only) to Rs. 41,00,00,000/- (Rupees Forty-One Crore only) by means of passing members' ordinary resolution on January 22, 2022 through postal ballot.

Since Company is on growth path and require substantial funds to propel its business expansions plans, the board of directors of your company has recommended to further increase the authorized share capital from Rs. 41,00,00,000/- (Rupees Forty-One Crore only) to Rs. 60,00,00,000 (Rupees Sixty Crores only) to facilitate fund raising in future via issuance of equity shares and other convertible securities for the approval of the Members by way of passing a Special Resolution in the ensuing Annual General Meeting.

Paid-up Share Capital

As on March 31, 2022, the Issued and Paid-up Share Capital of the Company stood at Rs. 10,89,97,047/ divided into 10,89,97,047 fully paid up equity shares of face value of Re. 1/ per share.

Though, during the year under review, the members by way of passing special resolution through postal ballot on January 22, 2022 approved the fund raising by issuance and allotment of equity shares for an aggregate amount of up to Rs. 100 Crore (Rupees One Hundred Crore), by way of a Preferential Allotment, QIP's, ADR, GDR, FCCB or any other method or combination thereof including Right Issue of up to Rs. 50 Crore (Rs. Fifty Crores Only) in one or more tranches in accordance with the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.

Post Closure of the Financial year under review, the pursuant to members approval, stock exchanges and other statutory approvals, the Company in Q1 of the current fiscal offered 27,66,84,812 fully Paid-up Equity shares of face value of Re. 1/- each on Right basis to its existing shareholders, issue got overwhelming response and in terms of the Right Issue Offer Document Rights Equity shares was made on June 20, 2022 to the successful applicants and consequently Issued, Subscribed and Paid up capital of Company increased from Rs. 10,89,97,047 / to Rs. 38,56,81,859/- divided into 38,56,81,859 fully paid-up equity shares of face value of Re. 1/- per share.

LISTING OF EQUITY SHARES

Equity shares of the Company are listed and traded at BSE Limited (Scrip Code: 535958) and National Stock Exchange of India Limited (NSE) (Symbol: INTEGRA).

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Mayur Khandelwal & Co. who was appointed as statutory auditors of the Company for a period of 5 years i.e to hold office till the conclusion of 18th AGM to be held in the financial year 2025-26, resigned from the office of statutory auditor of the Company on July 29, 2022 resulting into into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Therefore subject to members approval, the Board of director of your company has appointed M/s A K Bharghav, Chartered Accountants, (Firm Registration No: 036340N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mayur Khandelwal & Co. Chartered Accountants (Firm Registration No. 134723W) to hold office till conclusion of this 15th Annual General Meeting and for a period of 5 consecutive years i.e from the conclusion of the ensuing 15th Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2027.

The appointment of M/s A K Bharghav, Chartered Accountants, as the Statutory Auditors is being recommended for the members approval by way of passing an Ordinary Resolution in the ensuing Annual General Meeting.

Further Auditor's Report on the Financial Statements of the Company for the Financial Year 2021-22 as submitted by M/s. Mayur Khandelwal & Co, did not contain any qualification, reservation or adverse remark and is self-explanatory.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

Secretarial Auditor

M/s. Kumar G & Co., Company Secretaries were appointed as the Secretarial Auditor of your Company to carry out the Secretarial Audit for the financial year under review. The Secretarial Audit Report issued by the Secretarial Auditors in Form No. MR-3 is annexed with this Report.

In terms of extant provisions of Listing Regulations read with SEBI circulars issued on the subject, a Secretarial Compliance Report was also obtained by the Company from the Secretarial Auditors and the same was also intimated to the Stock Exchange.

There are no qualifications or reservations in the Secretarial Audit Report or in the Annual Secretarial Compliance Report.

Cost Audit

In accordance with the Section 148 of the Companies Act, 2013 and applicable rules made thereunder, companies which are engaged in the production of such goods or providing such services and have exceeded the net worth or a turnover of such

INTEGRA ESSENTIA LIMITED

amount as may be prescribed is required to maintain cost records and to appoint Cost Auditor to conduct audit of cost records maintained by the Company in a timely and proper manner. Therefore, Cost Audit is not applicable to the company.

BOARD'S COMMENT ON AUDITOR'S REPORT

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

DEPOSITS

During the period under review the Company has not accepted any public deposits and therefore no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

DIVIDEND

To conserve the resources for the expansion of business in the long run, your directors have not recommended any dividend for the Financial Year 2022-23 and have decided to retain the profits.

TRANSFER TO RESERVES IN TERMS OF SECTION 134(3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended on March 31, 2022, the Company has not transferred any sum to any reserve account therefore your company remained the balance of profit to profit & loss account of the company to surplus account.

ANNUAL RETURN

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 of your Company for the financial year under review is available at website of your Company i.e. www.integraessentia.com.

CORPORATE GOVERNANCE AND ETHICS

The Company believes in adhering to the best corporate governance practices and its philosophy emphasizes on fair and transparent governance and disclosure practices which helps your Company to follow the path of its vision and mission. It strongly believes in developing best corporate governance policies and procedures based on principals of fair and transparent disclosures, equity, accountability and responsibility.

A detailed report on Corporate Governance, in terms of Regulation 34 of the Listing Regulations is forming part of the Annual Report. A certificate confirming compliance with requirements of Corporate Governance as enumerated under the extant provisions of Listing Regulations issued by Mr. Pankaj Kumar Gupta, Proprietor of Kumar G & Co., Company Secretaries is also annexed to the said report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Corporate Social Responsibility are not applicable to the Company and hence disclosures under Sec 135 of the Companies Act, 2013 are not applicable to the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no application made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial institutions.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

In terms of Section 186 of the Companies Act, 2013, particulars of inter corporate loans, guarantees and investments are provided in the notes to Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188

All Related party transactions are entered on an arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Company's policy on related party transactions can be accessed at its website www.integraessentia.com.

The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC 2 which is annexed to this Report.

INTEGRA ESSENTIA LIMITED

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Save as mentioned elsewhere in this Report there were no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company and date of this report.

However, following major events happened occurred between the end of the financial year to which this financial statements relate and the date of the report:

Right Issue of Fully Paid-Up Equity Shares

The Company has issued certain equity shares on Right basis to its existing shareholders as detailed herein below:

Particulars	Issue of Fully Paid Up Equity Shares on Right basis to raise funds up to Rs. 50 Cr
Date of Board Approval	December 21, 2021
Date of members approval	January 22, 2022
Issue Size	4,980.32 Lakhs
No. of Shares to be issued	27,66,84,812
Rights Entitlement Ratio	33:13
Issue Price (including a premium of ₹ 0.80 per equity share)	Rs. 1.80/- per share
Record Date	May 05, 2022
Issue Period	From May 16, 2022 to June 14, 2022
Date of Allotment	June 20, 2022
No. of Fully Paid-up Shares issued	27,66,84,812
Outstanding fully paid-up Equity Shares prior to the Rights Issue	10,89,97,047 Equity shares of Re. 1/- each.
Outstanding fully paid-up Equity Shares post Right Issue	38,56,81,859 Equity shares of Re. 1/- each.

Entering into Joint-Venture Agreement

Very recently your company has announced the acquisition of substantial interest in Rice Processing Facility located in Bareilly, Uttar Pradesh through a Joint-Venture Agreement with the existing stakeholders. This is an operational facility, having all requisite licenses and certifications to produce Premium Export Rice for domestic as well as international markets, this state of the art facility is spread over 4500 Sq. Mtrs and having annual installed capacity of 21000 Metric Tonnes of Export Quality Rice, up-to-date equipment of the processing unit are sourced from Japan and the United States.

Integra Essentia has been sourcing processed rice for its business of supplying life essential goods, with the addition of this processing facility, the Company shall have better control over the quality along-with better economies and will be in a stronger position to tap into the exponential potential in Exports Market.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

PARTICULARS	REMARKS
A. CONSERVATION OF ENERGY:	
The Steps taken or impact on conservation of energy;	The Company is taking due care for using electricity in the office and its branches.
The Steps taken by the company for utilizing alternate sources of energy;	Company usually takes care for optimum utilization of energy.
The Capital investment on energy conservation equipment's	No capital investment on Energy Conservation equipment made during the financial year.
B. TECHNOLOGY ABSORPTION:	
The Company has nothing to disclose with regard to technology absorption.	
C. FOREIGN EXCHANGE EARNINGS AND OUTGO:	
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Foreign Exchange earned: Nil Foreign Exchange outgo: Nil

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaint was received in this regard.

INTEGRA ESSENTIA LIMITED**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Company has a vigil mechanism named Whistle Blower Policy / Vigil Mechanism to deal with instances of fraud and mismanagement, if any. Details of the same are given in the Corporate Governance Report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

INTERNAL FINANCIAL CONTROLS

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

1. The internal financial control systems are commensurate with the size and nature of its operations.
2. All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.
3. Approval of all transactions is ensured through a preapproved Delegation of Authority Schedule which is reviewed periodically by the management.
4. The Company follows a robust internal audit process. Transaction audits are conducted regularly to ensure accuracy of financial reporting, safeguard and protection of all the assets. Fixed Asset verification of assets is done on an annual basis. The audit reports for the above audits are compiled and submitted to Board of Directors for review and necessary action.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

The Company is committed to nurturing, enhancing and retaining its top talent through superior learning and organizational development. This is a part of our Corporate HR function and is a critical pillar to support the organization's growth.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION

Company's Health and Safety Policy commits to comply with applicable legal and other requirements connected with occupational Health, Safety and Environment matters and provide a healthy and safe work environment to all employees of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

APPRECIATION AND ACKNOWLEDGEMENT

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board places on record its appreciation for the support and co-operation, your company has been receiving from its Suppliers, Retailers, Dealers & Distributors and others associated with the Company. The Directors also take this opportunity to thank all Clients, Vendors, Banks, Government and Regulatory Authorities for their continued support. Last but not the least, the Directors wish to thank all shareholders for their continued support.

**For & On behalf of the Board of
Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)**

Date: August 9, 2022

Place: New Delhi

**Vishesh Gupta
Managing Director
DIN: 00255689**

**Manoj Kumar Sharma
Director
DIN: 09665484**

INTEGRA ESSENTIA LIMITED

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 arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis:

In Rs.

S. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Terms of the contracts or arrangements or Transaction including the value, if any	Date of approval by the board	Amount paid as advances, if any
1.	Mr. Vishesh Gupta	Managing Director	Remuneration	N.A.	5,85,000	N.A.	N.A.
2.	Ms. Shweta Singh	Executive Director	Remuneration	N.A.	3,31,890	N.A.	N.A.
3.	Mr. Komal Jain	Independent Director	Sitting Fees	N.A.	22,000	N.A.	N.A.
4.	Mrs. Gunjan Jha	Independent Director	Sitting Fees	N.A.	1,30,000	N.A.	N.A.
5.	Mrs. Sony Kumari	Independent Director	Sitting Fees	N.A.	1,02,000	N.A.	N.A.
6.	Mrs. Mansi Gupta	Independent Director	Sitting Fees	N.A.	1,06,000	N.A.	N.A.
7.	Mr. Sandeep Gupta	Chief Financial Officer	Salary	N.A.	3,24,000	N.A.	N.A.
8.	Mr. Prince Chugh	Company Secretary	Salary	N.A.	2,51,170	N.A.	N.A.

For and on behalf of Board
Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)

Place: New Delhi
Date: August 9, 2022

Manoj Kumar Sharma
(Director)
DIN: 09665484

Vishesh Gupta
(Managing Director)
DIN: 00255689

INTEGRA ESSENTIA LIMITED**DISCLOSURE OF MANAGERIAL REMUNERATION U/S 197 OF COMPANIES ACT, 2013**

Details pertaining to remuneration as required u/s 197(12) of the Companies Act, 2013 read with Rule5(1) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year, the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	Designation	Ratio of Remuneration of each Director and KMP to the median remuneration of employees	Percentage Increase in Remuneration*
Mr. Vishesh Gupta	Managing Director	1.875 : 1	Not Applicable
Ms. Shweta Singh	Executive Director	1 : 1	
Mr. Sandeep Gupta	Chief Financial Officer	1.125 : 1	
Mr. Prince Chugh	Company Secretary	0.875 : 1	

No other directors were paid remuneration during the Financial Year 2021-22

2. **The percentage increase in the median remuneration of employees in the financial year.**
There was no increase in the remuneration of employees during the year 2021-22 hence disclosure under this head is not applicable.
3. **The number of permanent employees on the rolls of the Company.**
The number of permanent employees on the rolls of the Company as on March 31, 2022 is 15.
4. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Details are not applicable as appointment of Managerial Personnel was effected during the year 2021-22 only, accordingly, there is no reportable increase in remuneration of managerial personnel

It is hereby affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of the Company.

**For and on behalf of Board
Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)**

Place: New Delhi
Date: August 9, 2022

**Manoj Kumar Sharma
(Director)
DIN: 09665484**

**Vishesh Gupta
(Managing Director)
DIN: 00255689**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Board of Directors is pleased to share the present Management Discussion and Analysis Report based on the business of the company i.e. FMCG Business, Textile Business, Infrastructure Business and Energy Business, and the business performance under each of its strategic pillars along with the Financial Statements for the financial year ended March 31, 2022.

CURRENT/CONVENTIONAL BUSINESS:

Your Company is in the business of manufacturing, trading and dealing in garments and textiles, ventured into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods etc. and other essential goods, infrastructural products among others. Our Company now strives to be the ultimate one-stop-shop for all life essentials goods be it 'Roti', 'Kapda' or 'Makan.' On the ideology of Roti, Kapda or Makan your company has recently ventured into four business segments namely agro products, clothing, infrastructure, and energy.

A. FMCG-Agro Products Business:

Global Industry Overview:

The global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have re imposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

The global FMCG market is projected to reach \$15,361.8 billion by 2025, registering a CAGR of 5.4% from 2018 to 2025. Fast moving consumer goods (FMCG) also known as consumer packaged goods are products that can be bought at a low cost. These products are consumed on a small scale and are generally available in a variety of outlets including grocery store, supermarket, and warehouses. The FMCG market has experienced healthy growth over the last decade because of adoption of experience retailing along with reflecting consumers desire to enhance their physical shopping experience with a social or leisure experience.

The global FMCG market is segmented based on product type, distribution channel, and region. Based on product type it is classified as food and beverages, personal care (skincare, cosmetics, hair care, others), healthcare care (over-the-counter drugs, vitamins & dietary supplements, oral care, feminine care, others), and home care. The distribution channel segment comprises of supermarkets and hypermarkets, grocery stores, specialty stores, specialty stores, e commerce and others. By region, it is analyzed through North America, Europe, Asia-Pacific, and LAMEA.

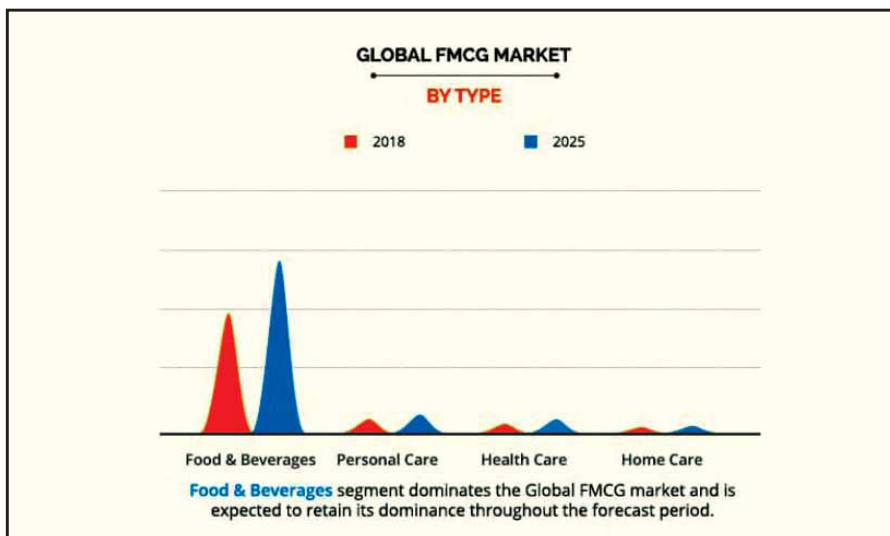


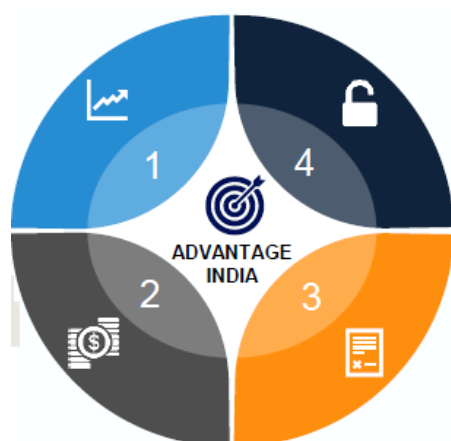
Figure: Global FMCG market; Source: Allied Market Research

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In 2018, the food & beverage segment held majority share in the FMCG market and is expected to hold a significant share in the global market throughout the forecast period. Consumers today have become more knowledgeable and open to food & beverages consumed by foreign cultures.

This search for novel experience has pushed the food & beverage operators to maintain the quality of their offerings. The trend of healthy eating has also been a top impacting factor affecting the growth of the food & beverage market.

Indian Industry Overview:



Fast-moving consumer goods (FMCG) sector is India's fourth-largest sector with household and personal care accounting for 50% of FMCG sales in India. Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The urban segment (accounts for a revenue share of around 55%) is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are growing at a rapid pace and FMCG products account for 50% of the total rural spending.

The FMCG market in India is expected to increase at a CAGR of 14.9% to reach US\$ 220 billion by 2025, from US\$ 110 billion in 2020. The Indian FMCG industry grew by 16% in CY21 a 9-year high, despite nationwide lockdowns, supported by consumption-led growth and value expansion from higher product prices, particularly for staples. The rural market registered an increase of 14.6% in the same quarter and metro markets recorded positive growth after two quarters. Final consumption expenditure increased at a CAGR of 5.2% during 2015-20. According to Fitch Solutions, real household spending is projected to increase 9.1% YoY in 2021, after contracting >9.3% in 2020 due to economic impact of the pandemic.

Companies with dedicated websites recorded an 88% YoY rise in consumer demand in 2020. Since then, more businesses have begun to adopt the D2C model, and India is now home to >800 D2C brands looking at a US\$ 101 billion opportunity by 2025.

Key Market Movements:

- The Government has allowed 100% Foreign Direct Investment (FDI) in food processing and single-brand retail and 51% in multi-brand retail. This would bolster employment, supply chain and high visibility for FMCG brands across organised retail markets thereby bolstering consumer spending and encouraging more product launches. The sector witnessed healthy FDI inflows of US\$ 20.01 billion from April 2000-December 2021.
- In November 2021, Flipkart signed an MoU with the Ministry of Rural Development of the Government of India (MoRD) for their ambitious Deendayal Antyodaya Yojana - National Rural Livelihood Mission (DAY-NRLM) programme to empower local businesses and self-help groups (SHGs) by bringing them into the e-commerce fold.
- The Government of India has approved 100% FDI in the cash and carry segment and in single-brand retail along with 51% FDI in multi-brand retail.
- Rural consumption has increased, led by a combination of increasing income and higher aspiration levels. There is an increased demand for branded products in rural India.
- India has a large base of young consumers who form majority of the workforce, and due to time constraints, barely get time for cooking.
- The number of internet users in India is likely to reach 1 billion by 2025. It is estimated that 40% of all FMCG consumption in India will be made online by 2020. The online FMCG market is forecast to reach US\$ 45 billion in 2020 from US\$ 20 billion in 2017.

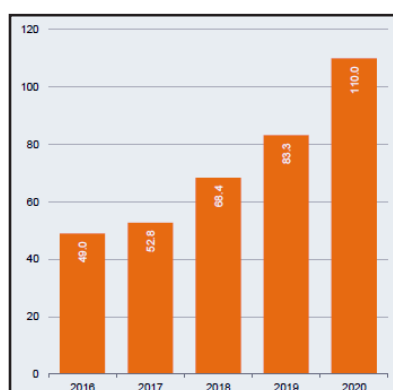


Figure: Trends in FMCG revenues over the years; Source www.ibef.org

- The minimum capitalisation for foreign FMCG companies to invest in India is US\$ 100 million.
- FMCG market is expected reach US\$ 220 billion by 2025.

B. Textile Business:

Global Industry Overview:

The global textile market size was valued at USD 993.6 billion in 2021 and is anticipated to grow at a compound annual growth rate (CAGR) of 4.0% from 2022 to 2030. Increasing demand for apparel from the fashion industry coupled with the growth of e-commerce platforms is expected to drive the market growth over the forecast period.

The global textile industry impacts nearly every human being on the planet. The global textile industry is a manufacturing sector that's currently worth nearly three trillion dollars (in U.S. dollars) and includes the production, refinement, and sale of both synthetic and natural fibers used in thousands of industries.

It's estimated anywhere between 20 million and 60 million people are employed in the textile industry worldwide. Employment in the garment industry is particularly important in developing economies such as India, Pakistan, and Vietnam. The industry accounts for approximately two percent of global gross domestic product (GDP) and accounts for an even greater portion of GDP for the world's leading producers and exporters of textiles and garments.

The fashion application segment led the market and accounted for more than 73% of the global revenue share in 2021 owing to the increased consumer spending on clothing and apparel. In addition, high consumer demand for crease-free suiting & shirting fabrics, as well as quality-dyed & printed fabrics across the globe will drive the segment growth further.

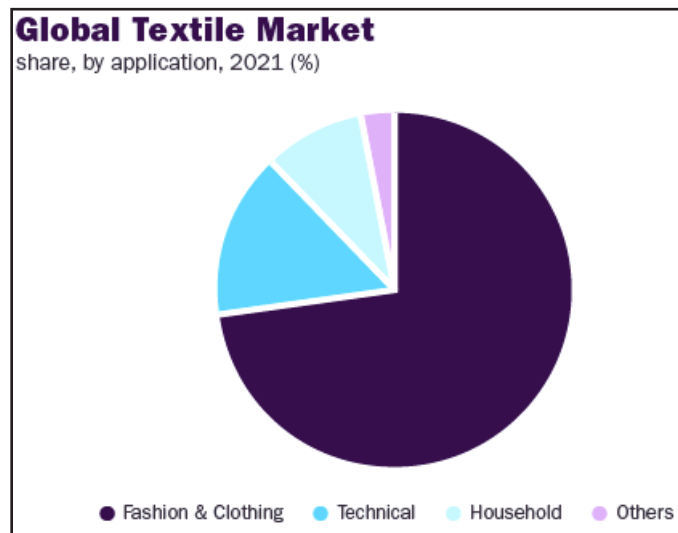


Figure: Global market size by application; source: www.grandviewresearch.com

Moreover, the growing population and rapid urbanization in the emerging economies, such as India, Bangladesh, Vietnam, and Brazil, are likely to boost the demand for clothing and apparel, thereby positively contributing to the segment growth.

In addition, increasing application in the construction, transportation, medical, and protective clothing applications have boosted the use of the same, which is consequently driving the textiles market. The use of textiles in different areas of a household is one of the prominent growth driving factors for the household application segment.

The textile industry works on three major principles, designing, production, and distribution of different flexible materials, such as yarn and clothing. Several processes, such as knitting, crocheting, weaving, and others, are largely used to manufacture a wide range of finished and semi-finished goods in bedding, clothing, apparel, medical, and other accessories.

The segment will expand further at a steady CAGR from 2022 to 2030 due to the increasing environmental concerns coupled with the consumer shift toward sustainable products, which will drive the demand for natural fibers.

The polyester segment is expected to witness a significant growth rate from 2022 to 2030, which can be attributed to the rising demand for polyesters due to different properties, such as high strength, chemical & wrinkle resistance, and quick-drying properties.

Increasing demand for online shopping is expected to drive the textile manufacturing market. Manufacturers can now sell their products on a larger platform than before, which will increase their customer base geographically driving the growth of the textile manufacturing market. In countries such as India, for instance, e-commerce portals have boosted the sales of traditional garments by giving larger exposure to producers who were confined to one geography.

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Indian Industry Overview:

- India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.
- India is the third-largest textile manufacturing industry and is responsible for more than 6% of the total textile production, globally. The rapid industrialization in the developed and developing countries and the evolving technology are helping the textile industry to have modern installations which are capable of high-efficient fabric production.
- The Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.
- India is the world's largest producer of cotton. Production stood at 360.13 lakh bales for the crop year October 2021-September 2022. Domestic consumption for the 2021-22 crop year is estimated to be at 335 lakh bales.
- Production of fibre in India reached 2.40 MT in FY21 (till January 2021), while that for yarn, the production stood at 4,762 million kgs during same period.
- For instance, in India, 100 percent Foreign Direct Investments (FDI) is allowed in textiles, which is set to focus on positive market growth.
- In addition, the consumption of textile fibers, such as synthetic and cellulose fibers, needed for filtration in industrial applications is expected to have a positive impact on the regional market growth.
- In Feb 2021, The Indian Government has announced the setting up of seven mega textile parks in the next three years. The government has also decided to rationalize the duties on raw material inputs to manmade textiles by reducing the customs duty rate on caprolactam, nylon chips, and nylon fiber and yarn to 5 %.
- In Feb 2021, Paraguay's Ministry of Industry and Commerce announced that it will be investing USD 1.1 million in the manufacturing sector, mainly benefiting the clothing, textiles, and footwear industries, among other areas related to assembly operations.

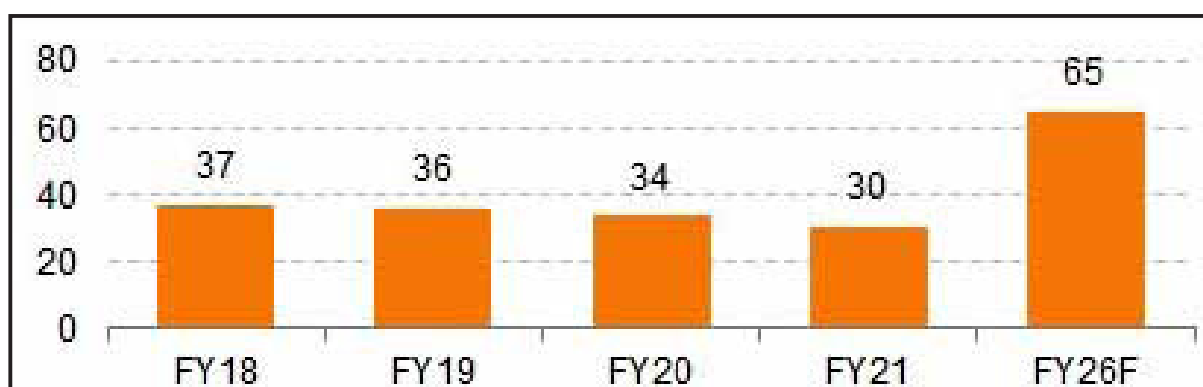


Figure: Market size of Textile and Apparel export from India; Source: www.ibef.org

Key Market Movements:

- The market has been witnessing rapid growth due to growing expansion and mergers & acquisitions activities.
- The companies are trying to increase their sales through various government trade agreements along with partnerships with e-commerce portals, such as Amazon, Flipkart, e-Bay, and others.
- The market is fragmented due to the presence of several small- and medium-scale manufacturers, especially in countries, such as China and India.
- Moreover, the easy availability of low-cost labor coupled with the government support to establish various big players' business units in the aforementioned countries is expected to add positive growth to the market.
- Increasing Demand for Natural Fibers: These fibers are widely used to manufacture garments, apparel, construction materials, medical dressings, and interiors of automobiles, among others. The abundance of natural fibers, especially cotton, in China, India, and the United States, is contributing significantly to the growth of the global textile market. The increasing consumption of natural fibers, such as cotton, silk, wool, and jute, will drive the global textile market during the forecast period.
- Shifting Focus Toward Non-woven Fabrics: The increasing birth rate and aging population has contributed to the growing demand for hygiene products, such as baby diapers, sanitary napkins, and adult incontinence products, which, in turn, is expected to fuel the demand for non-woven fabrics.

- The automobile industry manufactures a large number of exterior and interior parts using non-woven fabrics owing to their durability. Rapid industrialization and recent innovations in the field of textile technology are other factors fueling demand for non-woven fabrics, globally.

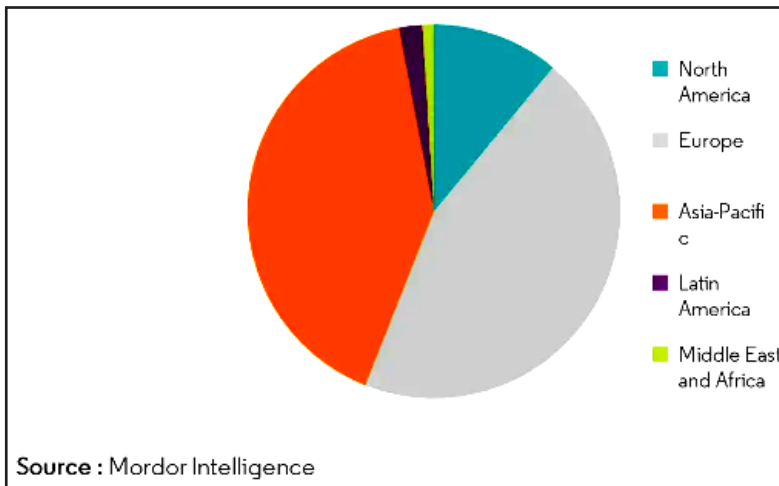


Figure: Non- woven Fabric export share by the regions; Source: www.mordorintelligence.com

- The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players.
- Indian government has come up with several export promotion policies for the textiles sector. It has also allowed 100% FDI in the sector under the automatic route. The Rs. 10,683 crore (US\$ 1.44 billion) PLI scheme is expected to be a major booster for the textile manufacturers. The scheme proposes to incentivize man-made fiber apparel.

C. INFRA PRODUCT BUSINESS:

Global Industry Review:

- The Global Infrastructure Market was valued at USD 2,242.3 Billion in 2021 and is expected to reach USD 3,267.3 Billion by 2027, registering a growth rate of 6.48% during the forecast period.
- The global steel rebar market size was valued at USD 219.2 billion in 2019 and is expected to grow at a CAGR of 7.2% from 2020 to 2025. The expansion of construction sector is anticipated to remain a key driver for market growth. Growing construction output, especially in emerging countries, such as China, Brazil, and India, and diversification program in the Middle East countries, are contributing to the demand for steel rebar.

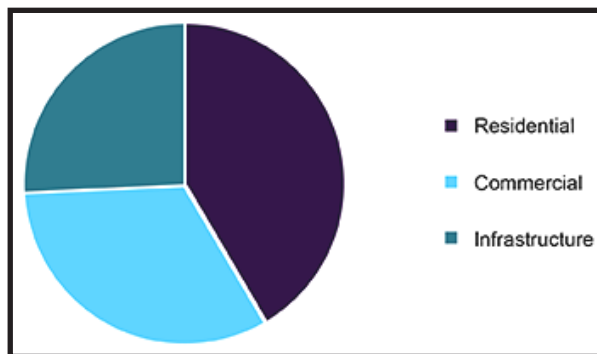


Figure: Global Steel bar market by application; Source: www.grandviewresearch.com

- Major GDP contribution in the Middle Eastern countries comes from the oil & gas sector. However, countries in the region are focusing on the development of non-oil & gas sectors such as residential construction and infrastructure. For instance, the Saudi Arabian government, under its Saudi Arabia Vision Plan 2030, revealed an infrastructure investment plan worth USD 450 billion to reduce its dependency on the oil & gas sector for a more effective government, to diversify its economy, and build a robust society.
- For food grade piping system the global HDPE pipes market was valued at \$17,907 million in 2017 and is projected to reach \$26,518 million by 2025, growing at a CAGR of 5% from 2018 to 2025.

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Indian Industry Overview:

- India is expected to become the world's third largest construction market by 2022
- India is home to fifth-highest reserves of iron ore in the world.
- India will require investment worth Rs. 50 trillion (US\$ 777.73 billion) across infrastructure by 2022 for a sustainable development in the country.
- Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

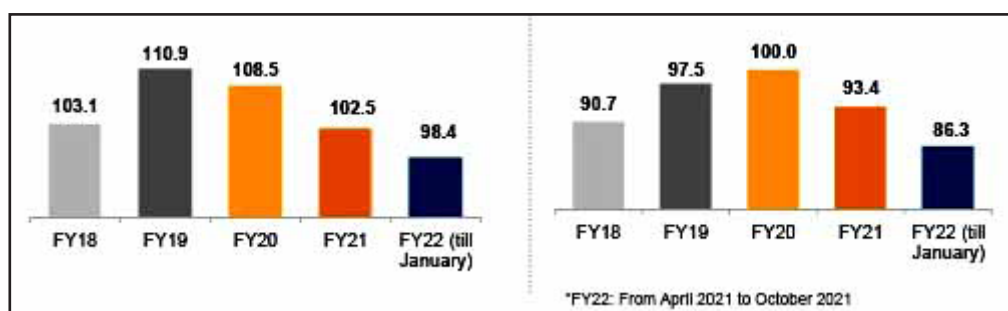


Figure: Market size of steel in India; Source: India Brand equity Foundation, www.ibef.org

- For Infrastructure business steel fittings and steel bars are very important tools for the growth in this segment.
- In FY22 (till January), the production of crude steel and finished steel stood a 98.39 MT and 92.82 MT, respectively. According to CARE Ratings, crude steel production is expected to reach 112-114 MT (million tonnes), an increase of 8-9% YoY in FY22.
- As of September 2021, India was the world's second-largest producer of crude steel, with an output of 9.5 MT.

Key Market Movements:

- The Infrastructure in India is estimated to grow at a CAGR of approximately 7% during the forecast period.
- During the fiscals 2020 to 2025, sectors such as Energy (24%), Roads (19%), Urban (16%), and Railways (13%) amount to around 70% of the projected capital expenditure in infrastructure in India.
- Increase in Road Infrastructure followed by the development of highways would be undertaken, including the development of 2,500 km access control highways, 9,000 km of economic corridors, 2,000 km of coastal and land port roads, and 2,000 km of strategic highways
- The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of Rs. 5,000,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30.

D. ENERGY BUSINESS: (Materials, Products and Services for the Renewable Energy Equipment and Projects)

Global Industry Review:

- The global renewable energy market was valued at \$881.7 billion in 2020, and is projected to reach \$1,977.6 billion by 2030, growing at a CAGR of 8.4% from 2021 to 2030. Renewable energy, even referred as clean energy, is usually derived from natural sources that are constantly replenished.
- Renewable energy collectively provides around 7% of the world's energy demand. Renewable energy is relatively more expensive than fossil fuel. Several factors are responsible to drive the usage of renewable energies, the most crucial being the attribution of global warming due to carbon dioxide (CO₂) emission from the combustion of fossil fuels.
- The renewable energy market analysis is done on the basis of type, end-use, and region. On the basis of type, the market is categorized into hydroelectric power, wind power, bioenergy, solar energy, and geothermal energy. The end-user covered in the study includes residential, commercial, industrial, and others. Region wise, the market is studied across North America, Europe, Asia-Pacific, and LAMEA.
- The residential and industrial sectors are expected to consume more energy during the forecast period in Asia-Pacific. Furthermore, India has significant growth potential; however, due to its inconsistent policy and business environment in past, the renewable energy share in total energy production was less. There has been an increase in investments in renewable energy projects in India, owing to which it is one of the countries experiencing rapid growth in the Asia-Pacific market.

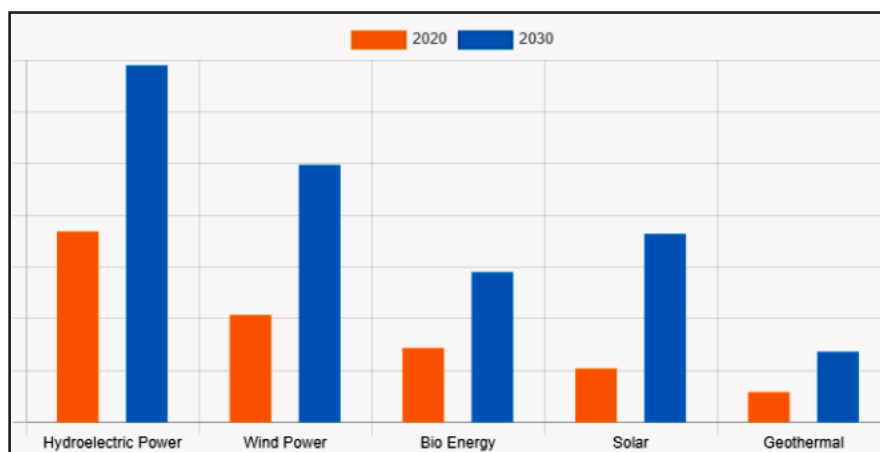


Figure: Energy business market size by the type; Source: alliedmarketresearch.com

By end use, the residential segment acquired the top position of the global market in 2020, and it is anticipated to grow at a CAGR of 8.4% during the forecast period. Increase in use of geothermal heat pump in residential heating application is expected to drive the growth of the market.

The requirement of geothermal power is expected to increase significantly with rise in demand for electricity. This factor is expected to drive the growth of the market. Several companies in the market offer geothermal power to the residential sectors.

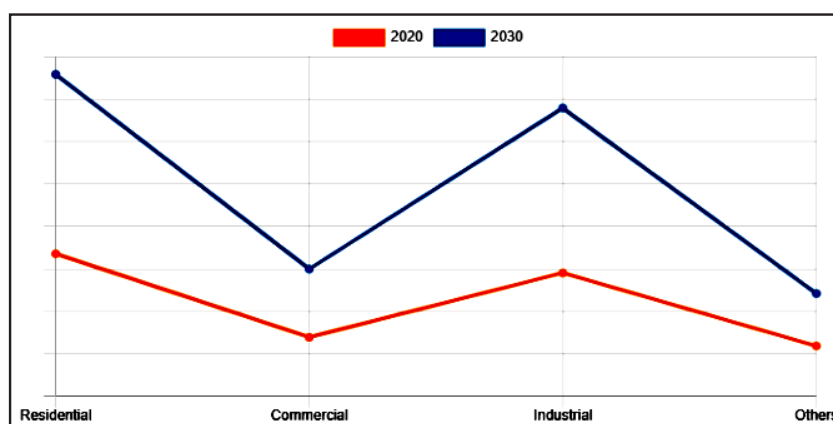


Figure: Renewable energy Market size by end use; Source: www.alliedresearch.com

Indian Industry Overview:

- The Government is committed to increased use of clean energy sources and is already undertaking various large-scale sustainable power projects and promoting green energy heavily. In addition, renewable energy has the potential to create many employment opportunities at all levels, especially in rural areas. India's renewable energy sector is expected to attract investment worth US\$ 80 billion in the next four years. About 5,000 compressed biogas plants will be set up across India by 2023.
- The Indian renewable energy sector is the fourth most attractive renewable energy market in the world. India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020.
- As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.
- Installed renewable power generation capacity has gained pace over the past few years, posting a CAGR of 17.33% between FY16-20. With the increased support of Government and improved economics, the sector has become attractive from an investors perspective.
- The government plans to establish renewable energy capacity of 523 GW (including 73 GW from Hydro) by 2030.
- Solar power installed capacity has increased by more than 18 times from 2.63 GW in March 2014 to 49.3 GW in at the end of 2021. In FY22, till December 2021, India has added 7.4GW of solar power capacity, up 335% from 1.73 GW in the previous year. Off-grid solar power is growing at a fast pace in India, with sales of 329,000 off-grid solar products in the first half of 2021.

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- With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.

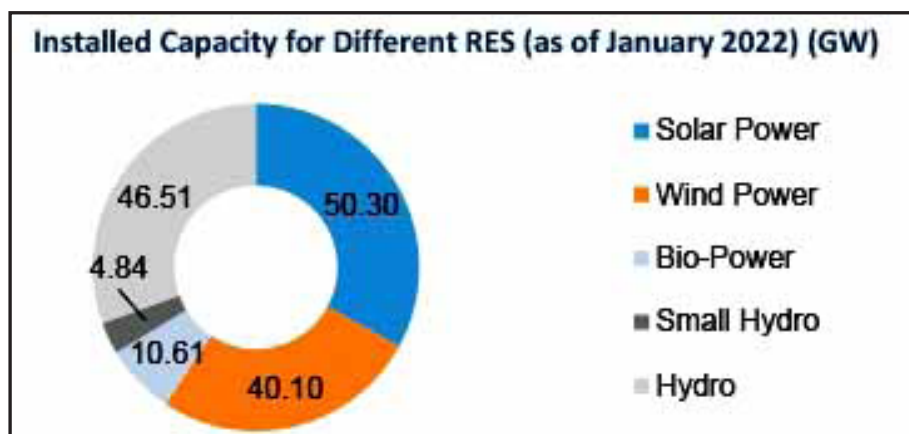


Figure: Sector Composition of Renewable Energy Sector

Key Market Movements:

- According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflow in the Indian non-conventional energy sector stood at US\$ 11.21 billion between April 2000-December 2021.
- More than Rs. 5.2 lakh crore (US\$ 70 billion) has been invested in India's renewable energy sector since 2014. According to the analytics firm British Business Energy, India ranked 3rd globally in terms of its renewable energy investments and plans in 2020.
- In October 2021, Reliance New Energy Solar Ltd. (RNESL) announced two acquisitions to build more capabilities. Both acquisitions – REC Solar Holdings AS (REC Group), a Norway-based firm, and Sterling & Wilson Solar, based in India – exceeded US\$ 1 billion and are expected to contribute to Reliance's target of achieving the capacity of 100 GW of solar energy at Jamnagar by 2030.
- The NTPC is expected to commission India's largest floating solar power plant in Ramagundam, Telangana by May-June 2022. The expected total installed capacity is 447MW.
- In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at Rs. 1,000 crores (US\$ 132 million).
- In April 2021, the Central Electricity Authority (CEA) and CEEW's Centre for Energy Finance (CEEW-CEF) jointly launched the India Renewables Dashboard that provides detailed operational information on renewable energy (RE) projects in India.
- In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion this year, as the government focuses on electric vehicles, green hydrogen, and manufacturing of solar equipment.
- It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. Use of renewables in place of coal will save India Rs. 54,000 crore (US\$ 8.43 billion) annually.

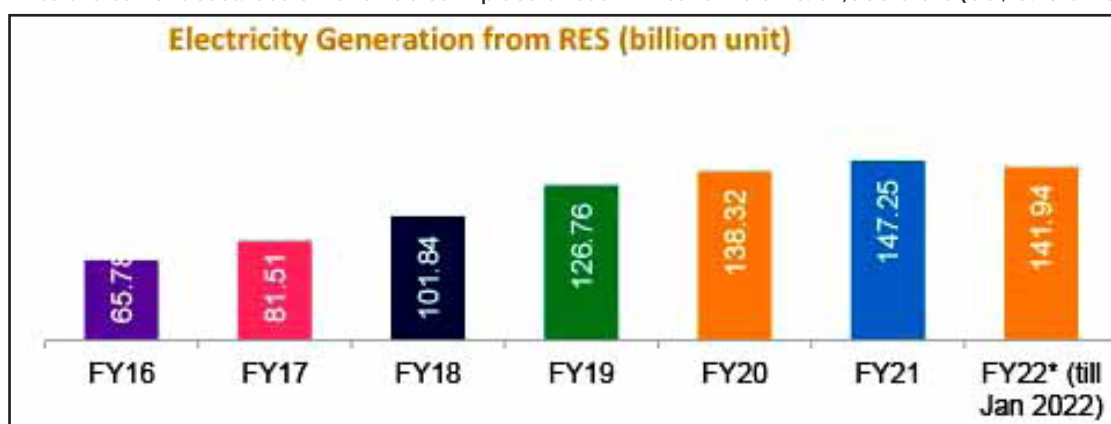


Figure: Key trends of electricity generation from renewable energy sector; Source: www.ibef.org

COMPANY OVERVIEW:

Your Company was incorporated as “Five Star Mercantile Private Limited” on August 6, 2007, as a private limited Company under the Companies Act, 1956 and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a public limited company and the name of your Company was changed to “Five Star Mercantile Limited” on January 3, 2012, and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Mumbai. Subsequently, your Company, Five Star Mercantile Private Limited entered into a Composite Scheme of Arrangement and Amalgamation with the division of Morarjee Textiles Limited called ‘the Integra Division’ and Morarjee Holdings Private Limited.

This Composite Scheme of Arrangement and Amalgamation was approved by the Hon’ble Bombay High Court vide its order dated June 29, 2012. Consequently, the name of your Company was changed to “Integra Garments and Textiles Limited” and a fresh Certificate of Incorporation was issued on August 2, 2012, by the Registrar of Companies, Mumbai.

Pursuant to this amalgamation, the main object of your Company shifted to carry on the business of manufacturing, along with trading, dealing, importing, exporting, and selling textiles and fabrics. Your Company dealt with men’s, women’s and children’s clothing and wearing apparel garments and dresses of every kind, nature and description as per the market trends.

On July 14, 2021, your Company was acquired by Mr. Vishesh Gupta upon completion of the open offer, and pursuant to the Share Purchase Agreement dated March 31, 2021 and the management of our Company underwent a change. Our Company with effect from August 7, 2021, appointed and composed a new Board of Directors and Key Managerial Personnel. After the change in the management and control of our Company, the objects were broadened.

The present objects of your Company comprises of manufacturing, trading and dealing in garments and textiles, ventured into dealing, trading of agricultural commodities, life necessities, items of basic human needs, organic and natural products and processed foods and other essential goods, Energy and infrastructural products among others. Accordingly, the name of our Company was changed to “Integra Essentia Limited” on February 16, 2022, and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Mumbai.

Integra Essentia Limited is a Delhi based company engaged in business of Life Essentials i.e. Food (Agro Products), Clothing (Textiles and Garments), Infrastructure (Materials and Services for Construction and Infrastructure Development) and Energy (Materials, Products and Services for the Renewable Energy Equipment and Projects) and many more Products and Services required sustaining the modern life. The company is promoted and managed by a core team of experts of diverse experience relevant to the company businesses.

Current Business Segments

Our business is divided into different major segments which include Food (Agro Products), Clothing (Textiles and Garments), Infrastructure (Materials and Services for Construction and Infrastructure Development) and Energy (Materials, Products and Services for the Renewable Energy Equipment and Projects).

Agro Product Business Division:

Your Company deals in trading of agro products comprising of certified organic agro products and general agro products such as rice, wheat, flour, grains, pulses, tea, coffee, sugar, dry fruits, spices, vegetables, exotic and general fruits and a variety of other products of the same nature such as juices and nectars, organic herbs, essences, agro nutraceuticals and dairy products.

Clothing Business Division:

Your Company deals in the clothing and textile segment comprising of clothing and furnishing fabrics, linen material. Our product portfolio in this segment consists of bed linen, table linen for domestic use, hotels and hospitals supplies, upholstery materials, curtains & curtain fabrics, carpets and rugs and apparels for men, women, and children.

Infrastructure Business Division:

Your Company is engaged in the business of trading of materials for construction and infrastructure development such as steel products comprising of TMT bars, girders, and hollow sections; construction materials comprising of cement, bricks, tiles, mortar, bitumen; pipes & plumbing systems; electrical conduits, switches, circuit breakers etc; irrigation pipes and sprinkler systems, drip irrigation systems and hybrid irrigation systems, borewell pumps etc; and rainwater harvesting systems.

Energy Business:

Your Company offer materials, products and services for renewable energy equipment and projects such as solar power generators, hydrogen cell power generators, and batteries for solar & hydrogen cell power generators.

Opportunities for sustainable growth:

- Your Company intends to evaluate the possibilities of exports and commence exports our products in the near future. This will supplement our total market and improve margins thereby helping us improve our profitability and return on capital employed.

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- Your Company intends to take on a lease of about 2000 acres of land at different locations for producing certified Organic Agro Products for further expansion.
- Your Company intends to launch and establish our retail presence in the Agro Products segment throughout the country in order to tap into the market widely market.
- Your Company intend to focus on expanding our customer base and forming new long-term relationships with customers by catering to their needs and demands in a timely, efficient and cost-effective manner.
- Increased opportunities through "Make in India" initiative by the Central Government.
- Wider audience and global use of the FMCG products and fast growth of the industry
- The Company is optimistic to exploit the opportunities available in the markets by harnessing its potential ad strengths.
- Continuing focus on organic growth
- Eyeing to create a meaningful presence outside of India
- Pursuing added value opportunities in various industries.

Financial Performance

The financials of the Company as on 31st March, 2022 in comparison with the previous year figures along with the key financial indicators are discussed as under:

Net worth

The Company's net worth viz. paid up share capital, general reserves and retained earnings stood at Rs. (29.10) Crore as against the previous year where it stood at Rs. (30.20) Crore.

Borrowings

The Company's borrowings aggregated to Rs. 28.72 Crore and unsecured borrowings in form of inter corporate loans/ advances and loans from related parties of Rs. 0.27 Crore in comparison to the previous year figures being 28.59 Crore.

The total debt-equity ratio of the Company as on 31st March, 2022 was -1.58:1.

Trade Receivables & Trade Payables

Trade receivables at the end of financial year was Rs. 7.90 Crore and trade payables aggregated to Rs.14.26 Crore as against the previous year where Trade receivables and trade payables stood at 0.10 and 0.02 Crore respectively.

Current Assets & Current Liabilities

The Current Assets of the Company stood at Rs. 16.77 Crore whereas the current liabilities aggregated to Rs.45.96 Crore as against the previous year where the Current Assets and Current Liabilities were 0.06 Crore and 30.33 Crore respectively. The Current Ratio of the Company as at 31st March, 2022 was 0.36:1.

During the fiscal 2022, Since company management has hanged, the company has diversified its business and stated its business operations during the financial year under audit, due to witch there are variations in the ratios from last financial year to current financial year.

Earnings per Share

The basic and diluted Earnings per Share (EPS) as at the end of financial year was 0.10.

Research & Development

The Company is well aware of the only improvisation and the product quality is the vital for the growth and sustainability of the Company for that company is continuously working on the research and development aspect of the sector.

R&D is one of the driving forces for expansion in the company. Research and development is one of our key strengths and is integral to our growth. Our in-depth expertise in process research, process development and analytical references enables us to provide integrated solutions to our global customers.

Environmental Health and Safety

We are subjected to extensive environmental law and regulations relating to the prevention and control for water and air pollution, environmental protection and hazardous waste management in relation to our manufacturing facility. We aim to comply applicable health and safety regulations and other requirements in our operation and comply with legislative requirements, requirements for our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our facility or under our management

Risks, Concerns, Internal Control Systems and their Adequacy

The major risk that concerns the Company is its business risk. The Company is subjected to a high business risk in terms of its high dependability on other Industries for demand of its products carrying the nature of raw materials. The Company has a risk management and mitigation plan. Periodic checks are carried out on all systems and processes as part of internal audit. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The Statutory Auditors also evaluate the efficacy and adequacy of internal control systems including controls with respect to the financial statements, its compliance with operating systems, accounting procedures and policies in the Company. Corrective actions are undertaken basis findings of audits.

Human Resources

The human resource function has been significant for our Company. It plays a pivotal role in the change of management and triggers the unlocking of human potential, which results in organization transformation and success. Our learning and development philosophy is to ensure that real learning takes place and endures. We believe that real learning takes place when a learner can develop a new skill, competency and behaviour and is able to internalize and apply consistently to relevant work-life situations. The Company has developed a system to reward adequately and recognize employee contribution towards its growth. A remuneration policy has also been developed and adopted by the Company which provides for appointment and remuneration of Directors, Key Managerial Personnel and Senior Management.

Disclaimer

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations are "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax, corporate and other applicable laws together with the other incidental factors.

INTEGRA ESSENTIA LIMITED**Form No. MR-3
Secretarial Audit Report**

For the Financial year ended 2021-22

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
INTEGRA ESSENTIA LIMITED,
902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place
New Delhi - 110034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INTEGRA ESSENTIA LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 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;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings (No Fresh FDI, ODI and ECB was taken by 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'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;*
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as amended time to time.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors including three Women Independent Directors on the Board.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, 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.

INTEGRA ESSENTIA LIMITED

- 3) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that 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.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/ system and processes relating to the Audit period.

We further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc. except the following instances:
The Company after obtaining members approval by mean of passing Special Resolution through Postal Ballot dated January 22, 2022 and necessary stock exchange(s) approvals, issued 27,66,84,812 Equity Shares on Right basis to the existing shareholder of the Company on June 20, 2022 and raised Rs. 49.80 Crores.
- (ii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iii) Merger / amalgamation / reconstruction, etc
- (iv) Foreign technical collaborations
- (v) Redemption / buy-back of securities
- (vi) Further, the Company has shifted its Registered Office from the State of Maharashtra to the State of Delhi after the approval of Honorable Regional Director, Western Region, Maharashtra vide order dated January 31, 2022.

This Report is to be read with our letter of even date which is annexed as "Annexure 1" and forms an integral part of this report.

**For KUMAR G & Co.
Company Secretaries**

GUPTA P. K.
Proprietor

M. No. 14629

COP No. 7579

UDIN: A014629D000765599

Place: New Delhi

Date: August 9, 2022

INTEGRA ESSENTIA LIMITED

'Annexure 1'

To,
The Members,
INTEGRA ESSENTIA LIMITED,
902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place
New Delhi - 110034

Sub: Secretarial Audit for the Financial Year ended March 31, 2022 of even date is to be read with this letter

- 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. 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 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 KUMAR G & Co.
Company Secretaries

GUPTA P. K.
Proprietor

M. No. 14629
COP No. 7579

UDIN: A014629D000765599

Place: New Delhi
Date: August 9, 2022

SECRETARIAL COMPLIANCE REPORT OF INTEGRA ESSENTIA LIMITED FOR THE YEAR ENDED MARCH 31, 2022

We have examined:

- all the documents and records made available to us and explanation provided by **M/s. Integra Essentia Limited** (Formerly Known as Integra Garments and Textile Limited) ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ~~Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*~~
- ~~Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *~~
- ~~Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*~~
- ~~Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *~~
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- ~~Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares); Regulations, 2013; *~~
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>The BSE and NSE raised query/ penalty for late submission of financial results for the quarter and period ended December 31, 2021.</p> <p>Though, the Company has filed financial results for the Quarter Ended December 31, 2021 i.e on January 11, 2022 itself and have evidence for the said submission and on February 15, 2022 the same was clarified to stock exchanges on receipt of their mail in this regard.</p> <p>Still, BSE asked the Company to pay a penalty of Rs. 5,000/- (no penalty was imposed by NSE after submission of the said clarification)</p>	<p>The Company has paid the fine advised by the BSE. Hence, no comment is required.</p>

INTEGRA ESSENTIA LIMITED

2.	Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There was a change of promoters during the year ended March 31, 2022 and Stock Exchanges raised some queries regarding Shareholding Pattern filed by the Company for the quarter ended September 30, 2021 and December 31, 2021 which were replied by the Company.	No comment is required. Though as a precautionary measure, the Company is being advised to initiate process for re-classification of its erstwhile promoters to public category.
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b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr .No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
---Nil---				

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
---No such comment is available on record---				

*Not Applicable to the period under review as there is no such transaction.

Note:

- Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
- Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

for **KUMAR G & Co.**
Company Secretaries

Date : April 30, 2022
Place: New Delhi

GUPTA P. K.
ACS : 14629 | CP : 7579
UDIN: A014629D000249215

CORPORATE GOVERNANCE REPORT

The Company believes in adhering to the best corporate governance practices. In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company presents its Corporate Governance Report.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance at **Integra Essentia Limited** has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top-level executives, inducting competent professionals across the organization and putting in place appropriate systems, process and technology. The essence of Corporate Governance lies in the maintenance of integrity, transparency and accountability in the management's higher ranks.

At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and Board. It is believed that the imperative for good Corporate Governance lies not merely in drafting a code of Corporate Governance but in practicing it. Strong leadership and effective corporate governance practices have been significant contributors to the Company's growth story. The Company thence strives to improve its practices and procedures to provide for fair and adequate transparency at all levels.

BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

In consonance with the requirements of Regulation 17 of the Listing Regulations, the Board of Directors of the Company is constituted of an appropriate mix of executive and non-executive directors on one hand, and an adequate number of independent directors from amongst the non-executive directors, on the other hand, to maintain the Board's independence, and to ensure exercising effective governance and control over its executive functioning.

The Board of Directors ("the Board") of the Company has an optimum combination of Executive, Non- Executive and Independent Directors. Presently the Board comprises of six Directors of which two are executive and four are independent Directors including three Women independent Directors on the Board.

The composition of Directors as on March 31, 2022 is set out in the table below:

Name of Directors	Designation
Mr. Vishesh Gupta	Managing Director
Ms. Shweta Singh	Executive Director
Mrs. Sony Kumari	Independent Director
Mr. Komal Jain	Independent Director
Mrs. Mansi Gupta	Independent Director
Mrs. Gunjan Jha	Independent Director

The composition of the Board of the Company is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 149 of the Companies Act, 2013 ("the Act").

The composition of the Board is an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities effectively and provide leadership to the business.

MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which is currently available with the Board:

Business	Understanding of business dynamics across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Ability to strategize and plan for achievement of goals of the Company and Implementation of the same.
Leadership & Management	Leadership experience, understanding of organization, its systems and processes and ability to lead and direct functions of the Company Management of men, machine and Money including the risk involved.
Governance & Compliance	Insight of governance practices, serving the best interests of all stakeholders, accountability, building long term effective stakeholder engagements and Driving corporate ethics and values.
Financial acumen	Understanding of financial data and ability to analysis and interpret figures, knowledge of finance as a function of organization, ability to take decisions regarding procurement And usage of funds in most effective manner.

INTEGRA ESSENTIA LIMITED

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Name of the Director and Designation	Core skills/expertise/competencies of the Directors				
	Business	Strategy & Planning	Leadership & Management	Governance & Compliance	Financial acumen
Mr. Vishesh Gupta - (Executive Director, Chairperson, Managing Director)	√	√	√	√	√
Ms. Shweta Singh (Executive Director)	√	√	√	√	√
Mrs. Sony Kumari (Non-Executive - Independent Director)	√	√	√	√	√
Mr. Komal Jain (Non-Executive - Independent Director)	√	√	√	√	√
Mrs. Mansi Gupta (Non-Executive - Independent Director)	√	√	√	√	√
Mrs. Gunjan Jha (Non-Executive - Independent Director)	√	√	√	√	√

BOARD MEETINGS

As a good governance practice and as per the guidance note issued by the Institute of Company Secretaries of India, the Board Meetings held considering the requirements under applicable laws w.r.t minimum number of meetings and maximum permissible time gap between two consecutive meetings. Additional meetings are also convened as and when required.

The Company also offers video conferencing facility to the Directors to enable them to participate as may be permitted under law. The agenda for the meetings are circulated in advance for informed decision making by the Directors. The Company Secretary attends all the meetings of the Board and Committees and prepares draft minutes of such meetings.

The Company follows the prescribed Board procedures and furnishes detailed notes in advance on the businesses to be dealt with at the Board Meetings in terms of Regulation 17 of the Listing Regulations. The Board has been meeting regularly ensuring that the gap between two consecutive meetings does not exceed one hundred and twenty days. The Company was generally in compliance with the requirements of Regulation 17 of the Listing Regulations, as applicable at the relevant time.

During the year, the Board of the Company met 6 times on May 5, 2021, June 30, 2021, August 7, 2021, November 8, 2021, December 22, 2021 and January 11, 2022, respectively. The maximum gap between the two Board meetings was less than 120 days.

The agenda papers and detailed notes are circulated to the Board well in advance for every meeting, where it is not practicable to attach any document to the agenda, the same is placed before the Board at the meeting and in special circumstances, additional items on the agenda are taken up at the meeting with the necessary approval of Chairperson and Directors in terms of Companies Act, 2013 read with Secretarial Standards.

Details of Directors' attendance at Board and Last Annual General Meeting, Directorships with other Companies including name of listed companies and their designation in those entities and Chairmanship/Membership of Committees of each Director:

The number of Directorship(s)/Committee Membership(s)/Chairmanship(s) of all Directors are within respective limits prescribed under the SEBI Listing Regulations and the Act. As on March 31, 2022, the details are as follows:

Name of Directors*	Designation Category	Attendance Particulars		No. of other directorships and Committee memberships/chairmanships**			Directorship in other listed entities	No. of Shares held by directors
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships		
Mr. Harshvardhan A. Piramal	Non-Executive - Non Independent Director	3	No	2	0	0	2	0
Mr. Rajendar Kumar Rewari	Executive Director, Managing Director	3	No	0	1	0	0	0
Ms. Juthika Palav	Non-Executive - Independent Director	3	No	4	0	0	0	0
Mr. Sameer Dasharath Shelke	Non-Executive - Independent Director	3	No	0	0	0	0	0
Ms. Kalyani Shukla	Non-Executive - Non Independent Director	3	No	4	0	0	0	0

INTEGRA ESSENTIA LIMITED

Mr. Narendra Nayak	Non-Executive - Independent Director	3	No	0	0	0	0	0
Mr. Vishesh Gupta	Managing Director	3	Yes	0	0	0	0	0
Ms. Shweta Singh	Executive Director	1	Yes	0	0	0	0	0
Mrs. Sony Kumari	Non-Executive, Independent Director	3	Yes	2	2	1	1	0
Mr. Komal Jain	Non-Executive, Independent Director	1	Yes	1	0	0	0	0
Mrs. Mansi Gupta	Non-Executive, Independent Director	3	Yes	1	0	0	0	0
Mrs. Gunjan Jha	Non-Executive, Independent Director	3	Yes	1	2	1	1	0

***Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 and only two Committees, namely, Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*During the year under review, pursuant to the open offer and change in control and management, Mr. Harshvardhan A. Piramal, Mr. Rajendar Kumar Rewari, Ms. Juthika Palav, Mr. Sameer Shelke, Ms. Kalyani Shukla, Mr. Narendra Nayak were resigned from company and Mr. Vishesh Gupta, Ms. Shweta Singh, Mrs. Sony Kumari, Mr. Komal Jain, Mrs. Mansi Gupta, Mrs. Gunjan Jha were appointed as new management with effect from August 7, 2021.

INDEPENDENT DIRECTORS

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 read with the Regulation 16 (1) (c) of the Listing Regulations and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment as an Independent Director of the Company.

In opinion of the Board, the Independent Directors of the Company fulfill the criteria of Independence as per the extant provisions of Companies Act, 2013 and Listing Regulations.

INDEPENDENT DIRECTORS' MEETING

A separate meeting of the Independent Directors was held on February 1, 2022 without the presence of Executive Directors or Non-Independent Directors and members of the management. The Independent Directors in their meeting, inter-alia:

- reviewed the performance of Non-Independent directors and the Board as a whole;
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programmed for Independent Directors

Your Company follows a structured orientation and familiarization programme for Independent Directors which includes familiarizing through reports/codes/internal policies/presentations to enable them to understand their roles and responsibilities, nature of the industry in which the Company operates, business model of the Company, it's strategic and operating plans. Further, during the year, presentations were also made from time to time at the Board and its committee meetings, on regular intervals, covering the business and financial performance of the Company, business outlook, budget, expansion plans, succession plans etc. The details of the familiarization programme for the Independent Directors are available on the website of the Company.

COMMITTEES OF BOARD OF DIRECTORS

The Board has constituted Committees for carrying out designated functions assigned under Companies Act, 2013 and Listing Regulations and delegated powers suited to their respective roles.

The Committees constituted by the Board of Directors of the Company are as under:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

The details of the role and composition of Committees of the Board including number of meetings held during the year and attendance thereat are provided below.

INTEGRA ESSENTIA LIMITED**AUDIT COMMITTEE**

The Audit Committee during the year 2021-22 comprised of three members, all are independent Directors and the chairman of the meeting is Independent Director. The Chairman of the Committee is an experienced in financial matters. All other members of the Committee are also financially literate. During the year under review, the Audit Committee met four (4) times on May 5, 2021, August 7, 2021, November 8, 2021 and January 11, 2022 with necessary quorum being present at all the meetings:

Name of Member*	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Harshvardhan A. Piramal	Member	2	2
Ms. Juthika Palav	Chairperson	2	2
Mr. Narendra Nayak	Member	2	2
Mrs. Gunjan Jha	Chairman	2	2
Mrs. Mansi Gupta	Member	2	2
Mrs. Sony Kumari	Member	2	2

*Pursuant to the open offer and change in control and management, Mr. Harshvardhan A. Piramal, Ms. Juthika Palav, Mr. Narendra Nayak resigned from the Company and Mrs. Gunjan Jha, Mrs. Mansi Gupta and Mrs. Sony Kumari, -were appointed as new members of Audit committee with effect from August 7, 2021.

Brief Terms of reference:

The Audit Committee of the Board, reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities of the Committee, inter alia, are:

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders.
- Compliance with legal and statutory requirements.
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors.
- Performance of the Company's internal audit function, independent auditors and accounting practices.
- Review of related party transactions and functioning of whistle blower mechanism; and
- Evaluation of internal financial controls and risk management systems and policies.

The Chairman of the Audit Committee was present at the Annual General Meeting held on September 30, 2021. All members of the Audit Committee are Independent Directors and financially literate. Statutory Auditors are invited and attend meetings of the Audit Committee and periodic presentations are also made to the Audit Committee on various issues.

Any other matter as may be prescribed, from time to time, to be referred to the Audit Committee in terms of the Companies Act, 2013/ Listing Regulations or any other applicable statute for the time being in force and the rules, regulations thereto.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted for recruitment and recommendation of individuals for appointment as Directors, Key Managerial Personnel and Senior Management officials of the Company. The Committee also formulates and monitors implementation of remuneration policy of the Company. The Nomination & Remuneration Committee comprises of three members all are independent Directors including the Chairman.

During the year under review, the Nomination & Remuneration Committee met 4 times on May 5, 2021 August 7, 2021, September 6, 2021 and November 8, 2021, with necessary quorum being present at all the meetings:

The composition of the Nomination and Remuneration Committee during the year 2021-22 is as below:

Name of Member*	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Harshvardhan A. Piramal	Member	2	2
Ms. Juthika Palav	Chairperson	2	2
Mr. Narendra Nayak	Member	2	2
Mrs. Gunjan Jha	Chairman	2	2
Mrs. Mansi Gupta	Member	2	2
Mrs. Sony Kumari	Member	2	2

INTEGRA ESSENTIA LIMITED

*Pursuant to the open offer and change in control and management, Mr. Harshvardhan A. Piramal, Ms. Juthika Palav, Mr. Narendra Nayak resigned from the company and Mrs. Gunjan Jha, Mrs. Mansi Gupta and Mrs. Sony Kumari were appointed as new members of Nomination & Remuneration Committee with effect from August 7, 2021.

The Nomination & Remuneration Committee of the Company, *inter alia*, performs the following functions:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees. Formulation of criteria for evaluation of performance of independent directors and the Board.
- b) Devising a policy on diversity of the Board.
- c) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their Appointment and removal.
- d) Extension or continuance of the terms of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors.
- e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and carry out evaluation of every director's performance(including that of independent directors).
- f) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI (Listing) Regulations or by any other applicable law or regulatory authority.

Performance Evaluation Criteria

The Nomination & Remuneration Committee carried out the Annual Performance evaluation of Directors individually, including the Chairman and the Board evaluated the overall effectiveness of the Board of Directors including its committees based on the ratings given by the Nomination & Remuneration Committee of the Company. The evaluation is largely based on parameters like attendance, participation in discussion of Board and Committee meetings, effectiveness of Chairman in carrying out roles of respective committees, value addition by suggestions or innovation and leadership etc.

The performance evaluation of the Independent Directors was carried out by the entire Board on the criteria and framework adopted by Board (the concerned director being evaluated did not participate). The Board has expressed its satisfaction on its own performance and performance of the Directors including Independent Directors.

Policy for Selection and Appointment of Directors and their Remuneration

Nomination and Remuneration Committee has adopted a policy which, *inter alia*, deals with the manner of selection of Board of Directors and payment of their remuneration. Further the Committee considers, *inter alia*, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director:

- Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Financial Analysis, Risk Management and Strategic Planning, etc.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards, etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.

In case of appointment of Independent Directors, the Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re- appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Criteria for making payments to Non-Executive Directors including all pecuniary relationship or transactions of Non- Executive Directors

The Non-Executive and Independent Directors are not paid any remuneration other than sitting fees for attending the meetings of the Board or its Committees as approved by the Board from time to time.

Pecuniary relationship (if any) other than remuneration with any of the Non-Executive Director is disclosed as part of notes to Financial Statements under note of "Related Party Transactions".

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee is constituted to manage servicing to the shareholders of the Company and to look into aspects related thereto, including redressal of complaints, transfer/ transmission of securities, issue of duplicate shares etc. The Committee comprises of three Members all being Independent Directors including the Chairman.

During the year under review, one (1) meeting of Stakeholders' Relationship Committee was held on November 08, 2021.

INTEGRA ESSENTIA LIMITED

Name of Member*	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Rajendar Kumar Rewari	Member	0	0
Ms. Juthika Palav	Chairperson	0	0
Mr. Narendra Nayak	Member	0	0
Mrs. Gunjan Jha	Chairman	1	1
Mrs. Mansi Gupta	Member	1	1
Mrs. Soni Kumari	Member	1	1

*Pursuant to the open offer and change in control and management, Mr. Rajendar Kumar Rewari, Ms. Juthika Palav, Mr. Narendra Nayak resigned from the company and Mrs. Gunjan Jha, Mrs. Mansi Gupta and Mrs. Sony Kumari were appointed as new members of Stakeholders' Relationship Committee with effect from August 7, 2021.

The terms of reference of the Stakeholders' Relationship Committee includes the following:

- Monitoring the grievance and redressal of all security holders' grievances such as complaints related to non-receipt of allotment/refund, review of cases for refusal of transfer/transmission of shares, including non-receipt of share certificates, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints.
- Maintaining continuous harmony with the Registrar and Share Transfer Agent for ensuring allotment, giving effect to all transfer/ transmission of securities, dematerialization of shares and re-materialization of shares, splitting and issuing of duplicate/consolidated share certificates, complying with all the requirements related to shares, debentures and other securities in a timely manner.
- Reviewing statutory compliances pertaining to share / security capital, processes, shareholders and depositories.
- Carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

GENERAL BODY MEETING

The date, time and venue of the last three Annual General Meeting and Extra-Ordinary General Meeting held during the year are given below:

Financial year	Date	Type of Meeting	Time	Venue	Special Resolutions Passed
2020-21	September 30, 2021	14 th Annual General Meeting	11.30 A.M	Through Video Conferencing/ other Audio Visual Means	<ol style="list-style-type: none"> Appointment of Mr. Vishesh Gupta (DIN: 00255689) as a Managing Director of company. Appointment of Ms. Shweta Singh (DIN: 09270488) as a Director of company. Appointment of Mrs. Gunjan Jha (DIN: 09270389) as an Independent Director. Appointment of Mrs. Mansi Gupta (DIN: 09271995) as an Independent Director. Appointment of Mrs. Sony Kumari (DIN: 09270483) as an Independent Director. Appointment of Mr. Komal Jain (DIN: 09270608) as an Independent Director. To shift the registered office of the company from the state of Maharashtra to the state of Delhi Alteration of clause ii i.e., situation clause of the memorandum of association of the company.
2019-20	September 28, 2020	13 th Annual General Meeting	02.00 P.M	Through Video Conferencing/ other Audio Visual Means	Resolution No. 7 - Approval u/s 42 and 71 of the Act to issue and make offers for subscription of Non-Convertible Debentures aggregating to Rs. 50 crores on private placement basis.
2018-19	September 21, 2019	12 th Annual General Meeting	11.30 A.M	Plot No. G2-M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur - 441122	Resolution No. 3 - Re-appointment of Mr. R. K. Rewari (DIN: 00619240) as the Managing Director of the Company for a period of three years w.e.f. 10th November, 2018 Resolution No. 5 - Re-appointment of Mr. Shardul Doshi (DIN: 02486626) as an Independent Director of the Company for a second term of five consecutive years. Resolution No. 6 - Approval u/s 42 and 71 of the Act to issue and make offers for subscription of Non-Convertible Debentures aggregating to 50 crores on private placement basis.

INTEGRA ESSENTIA LIMITED

POSTAL BALLOT

As on date of this Report, a special resolution was passed through postal ballot on January 22, 2022 for the Following purpose:

S. No.	Description
1.	To alter object clause of Memorandum of Association of the Company
2.	To change the name of the company and consequent alteration in name clause of the Memorandum and Article of Association of the Company
3.	To sub-divide the nominal value of Equity Shares from existing Rs. 3/- to Re. 1/- per share
4.	To increase in authorized share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the Company
5.	To adopt new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013
6.	To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013
7.	To authorize fund raising through issuance of equity shares or other convertible securities

All above resolutions was passed and the details of such was intimated to the stock exchanges along with the scrutinizers report as per as per the requirements of Regulation 44 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MEANS OF COMMUNICATION

- a) **Website:** Information like Quarterly/Half yearly/Annual Financial Results, Full Annual Report, Shareholding Pattern, and press releases / corporate announcements on significant developments in the Company are made available through website of the Company www.integraessentia.com.
- b) **Annual Report:** Annual Report containing inter-alia, Audited Accounts, Financial Statements, Board's Report, Management Discussion and Analysis (MD&A) Report, Corporate Governance Report, Auditors' Report, including Information for the Shareholders and other important information is circulated to the members and others entitled thereto
- c) **Quarterly/ Annual Results:** The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after approval of Board. These financial results are normally published in the leading English and vernacular newspapers having nationwide circulation. The results are also displayed on the website of the Company www.integraessentia.com

The Financial Results of the Company are generally published in Financial Express and Jansatta.

Details of Company's business, financial information, investor presentations, shareholding pattern, compliance with corporate governance, policies, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances including all other mandatory disclosures are promptly and prominently displayed on the website of the Company at www.integraessentia.com.

PROHIBITION OF INSIDER TRADING

During the year under review, the Company has adopted the Code of Conduct for Regulation, Monitor and Reporting of Insider Trading in terms of amended SEBI (Prohibition of Insider Trading) Regulations, 2015 as notified by the Securities and Exchange Board of India. The code for fair disclosure has also been adopted by the Company effective its date of listing and is available on website of the Company www.integraessentia.com .

GENERAL SHAREHOLDER INFORMATION

A. ANNUAL GENERAL MEETING

Day & Date	:	Saturday, September 10, 2022
Venue	:	Through video conferencing / other Audio Visual Means (VC/OAVM)
Time	:	11:30 A.M.
Cut-off date (e-voting)	:	September 3, 2022

B. FINANCIAL YEAR

The Financial Year of the Company starts from 1st day of April and ends on 31st day of March of next year:

First Quarter Results	:	August 7, 2021
Second Quarter Results	:	-November 18, 2021
Third Quarter Results	:	-January 11, 2022
Annual Results for the year March 31, 2022	:	April 28, 2022

INTEGRA ESSENTIA LIMITED**C. DIVIDEND PAYMENT DATE**

The Directors of the company have not recommended any dividend for the Financial Year 2021-22.

D. NAME AND ADDRESS OF STOCK EXCHANGE AND DATE OF LISTING

Sr.No	Name and address of the Stock Exchange	Stock Code
1.	National Stock Exchange of India Limited (Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai- 400051)	ESSENTIA
2.	BSE Limited (Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Samachar Marg, Mumbai, Maharashtra - 400001)	535958

Listing fees for the Financial Year 2021-22 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited.

E. SHARE TRANSFER AGENT

All the work related to the shares held in the physical form as well as shares held in the electronic (demat) form is being done at one single point and for this purpose SEBI registered Registrar and Share Transfer Agent has been appointed, whose details are given below.

Skyline Financial Services Pvt. Ltd*

Registered Off: D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi, Delhi - 110020

Tel.: 011 - 40450193 / 97 Fax: +91 0253 - 2351126

E-mail: info@skylinerta.com Website: www.skylinerta.com

* During the year under review, the company has changed its RTA from Freedom Registry Limited to Skyline Financial Services Pvt. Ltd due to change of Registered office from state of Maharashtra to State of Delhi.

SHARE TRANSFER SYSTEM

Effective 1st April, 2019, transfer of Shares in physical form is not permissible under Listing Regulations. Shareholders are thus advised to convert their shares in Dematerialized /Electronic form. No transfer or allotment of shares will be approved in physical form.

Transfer of Equity Shares in dematerialized form is done through depositories with no involvement of the Company.

F. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022**A. DISTRIBUTION OF SHAREHOLDING**

The shareholding distribution of equity shares as on March 31, 2022 is given hereunder:

Number of Equity SharesHeld	Number of Shareholders	% of Total Shareholders	Number of SharesHeld	% Shareholding
1-5000	15875	95.10	63,03,689	5.78
5001-10000	354	2.21	2484387	2.28
10001-20000	216	1.29	3049877	2.80
20001-30000	87	0.52	2239584	2.05
30001-40000	36	0.22	1239544	1.14
40001-50000	31	0.19	1397124	1.28
50001-100000	43	0.26	2850435	2.62
100001-Above	51	0.31	89432407	82.05
Total	16693	100	108997047	100

B. CATEGORY WISE SHAREHOLDING AS ON MARCH 31, 2022

Description	Total No. of equity Shares held as on March 31, 2022	% Shareholding
Promoters	6,92,72,445	63.55
Mutual Funds	7,749	0.01
Financial Institutions/ Banks	98,061	0.09
Insurance Companies	48,59,916	4.46
Any other	3,405	0.00
Resident Individuals	2,78,89,314	25.58

INTEGRA ESSENTIA LIMITED

Body Corporate	40,93,269	3.96
Non Resident Indians	8,65,659	0.79
HUF (Public)	16,68,981	1.53
Trusts	2,895	0.00
Overseas Corporate Body	87,024	0.08
Firm	1,48,329	0.14

G. DEMATERIALIZATION OF SHARES

As on March 31, 2022, the entire shareholding of the promoters were held in dematerialized form, further, 99.64 % of the total equity shares from the Category other than promoters were held in dematerialized form.

RECONCILIATION OF SHARE CAPITAL AS ON MARCH 31, 2022

SEGMENTS	HOLDINGS	% OF HOLDINGS
CDSL	1,23,04,490	11.29%
NSDL	9,55,57,123	87.67%
PHYSICAL	11,35,434	1.04%
TOTAL HOLDINGS	10,89,97,047	100.00%

H.(a) Stock Market Price Data - high, low during each month in last financial year:

Price details monthly High Low as compared with broad based Index.

Stock trading details on NSE

NSE Symbol: ESSENTIA

For the period: April, 2021-March, 2022

Month	Open	High	Low	Close	Total traded Volume(in Lakhs)	Turnover (in Rupees Lakhs)
April'21	4.35	4.35	4.35	4.35	0.11883	0.51311
May'21	4.29	4.3	4.14	4.2	0.16589	0.73291
June'21	4.16	4.16	4.1	4.1	0.09480	0.39434
July'21	4.11	4.21	4.03	4.13	0.20283	0.87493
Aug'21	4.65	4.65	4.60	4.65	0.47971	2.22897
Sep'21	4.75	4.75	4.75	4.75	0.11032	0.52241
Oct'21	4.63	4.66	4.53	4.6	0.10314	0.49399
Nov'21	4.56	4.56	4.56	4.56	0.06630	0.30721
Dec'21	4.39	4.51	4.23	4.39	0.06528	0.28794
Jan'22	4.98	4.98	4.98	4.98	0.01675	0.08220
Feb'22	1.70	1.70	1.70	1.70	0.01068	0.01816
March'22	1.70	1.80	1.70	1.80	0.17	0.30

(b) Stock Market Price Data - high, low during each month in last financial year:

Price details monthly High-Low as compared with broad based Index.

Stock trading details on BSE

BSE Scrip Code: ESSENTIA

For the period: April, 2021 - March, 2022

Month	Open	High	Low	Close	Total traded Volume (in Lakhs)	Turnover (in Rupees Lakhs)
April'21	3.94	3.94	3.94	3.94	0.41430	1.63232
May'21	3.94	4.13	3.93	4.07	0.33053	1.32548
June'21	4.07	4.07	3.62	3.8	0.35018	1.36578
July'21	3.99	4.45	3.37	4.45	2.53988	9.76403
Aug'21	4.45	4.45	4.23	4.23	1.09326	4.86187
Sep'21	4.23	4.44	4.23	4.44	0.12485	0.55394
Oct'21	4.44	4.44	4.21	4.21	0.39614	1.75806

INTEGRA ESSENTIA LIMITED

Nov'21	4.42	4.42	4.02	4.02	0.03501	0.15074
Dec'21	3.85	4.42	3.85	4.42	0.17890	0.75641
Jan'22	4.64	5.11	4.64	5.11	1.27183	6.48523
Feb'22	1.7	1.7	1.7	1.7	0.23358	0.39707
March'22	1.7	1.86	1.7	1.86	0.42695	0.74480

I. OUTSTANDING CONVERTIBLE INSTRUMENTS

The Company doesn't have any Outstanding Convertible Instruments having any impact on the equity.

J. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company has not undertaken any forex or hedging transactions during the year under review.

K. REGISTERED ADDRESS**ADDRESS FOR CORRESPONDENCE**

The investors may address their queries to the Company at the address mentioned herein below:

902, 9th Floor, Aggarwal Cyber Plaza-1 Netaji Subhash Place, New Delhi North West Delhi, India - 110034

E-mail: csigl2021@gmail.com

L. OTHER DISCLOSURES**Related Party Transactions**

The Company has formulated a policy on Material Related Party Transactions and dealing with Related Party Transactions and the same is available on the Company's website at www.integraessentia.com

All Related Party Transactions are placed before the Audit Committee for prior approval. The details of related party transactions entered into by the Company are also reviewed by the Audit Committee. Details of Related Party Transactions are provided in the notes to the Financial Statements.

Statutory Penalties

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets.

Vigil Mechanism /Whistle Blower Policy

The Company has adopted a Vigil Mechanism Policy for reporting the instances of misconduct which is uploaded on the website of the Company at www.vikaslifecarelimited.com. Accordingly, Directors, employees or any other person having dealings with the Company may report such instances to the Chairman of Audit Committee. Confidentiality to be maintained of such reporting and it will be ensured that the Vigil Mechanism are not subjected to any discrimination.

M. Compliance with Mandatory and Non-Mandatory Requirements under Chapter IV of Listing Regulations

The Company has complied with all the mandatory requirements of Listing Regulations. The Company also strives to adopt non mandatory requirements to the extent possible; details of non-mandatory requirements adopted by Company are as under:

1. Majority of Non-Executive Director

The Board of directors has ensured that 2/3rd of the entire Board consists of Non-Executive directors, your Company has further ensured that majority of the Non-Executive directors on the Board are independent directors.

2. Modified Opinion(s) in Audit Report

There is no modified opinion(s) in the Auditors Report for the financial year 2021-22 issued by the Auditors of the Company.

3. Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

Certificate on Non-Disqualification of Directors

A certificate from Practicing Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority forms part of the this report.

Total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The total fees paid to the M/s Mayur Khandelwal & Co., Chartered Accountants (FRN : 134723W), Statutory Auditor by the Company for the Financial Year 2021-2022 is Rs. 1,00,000.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the financial year ended March 31, 2022, the Company has not received any complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

N. Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by the Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central depository Services(India) Limited ("Depositories"), the total issued and listed capital. The audit confirms that the total issued /paid up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form (held with depositories) and that the request for dematerialization of shares are processed by the R & T Agent within the stipulated period of 21 (Twenty One) days and uploaded with the concerned depositories.

O. Information on Deviation from Accounting Standards, if any

The Company has adopted Indian Accounting Standards (Ind AS) in preparation of annual accounts for the Financial Year 2021-22.

P. Disclosure of Compliance with the Corporate Governance requirements

The Company has complied with the applicable provisions of Listing Regulations including Regulation 17 to 27 and Regulation 46.

The Company submits a quarterly compliance report on corporate governance to the Stock Exchange within 15 (fifteen) days from the close of every quarter. Such quarterly compliance report on Corporate Governance is also posted on the website of the Company.

A Certificate from M/s Kumar G & Co., Practicing Company Secretaries confirming compliance with the conditions of the Corporate Governance as stipulated under the Listing Regulations, is forming part of this Report.

Q. CEO / CFO certification

To comply with the Regulation 17(8) of SEBI (LODR) Regulations, the Whole time Director and the Chief Financial Officer have certified that the financial statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards. The said Certificate is also forming part of this Report.

R. Code of Conduct

The Board and all senior management personnel of the Company are required to abide by the Code of Conduct as laid down by the Board ensuring minimum standards of Business and ethical Conduct.

This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website at www.vikaslifecarelimited.com.

A declaration by the Managing Director confirming that all the Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Conduct for the financial year ended March 31, 2022 is annexed at the end of this report.

**For & On behalf of the Board of
Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)**

**Date: August 9, 2022
Place: New Delhi**

**Vishesh Gupta
Managing Director
DIN: 00255689**

**Manoj Kumar Sharma
Director
DIN: 09665484**

INTEGRA ESSENTIA LIMITED**CORPORATE GOVERNANCE CERTIFICATE**

To,
The Members of
INTEGRA ESSENTIA LIMITED,
902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place
New Delhi - 110034

We have examined the compliance of conditions of Corporate Governance by Integra Essentia Limited ("the Company"), for the financial year ended March 31, 2022 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

For Kumar G & Co.
Companies Secretaries

Place: New Delhi
Date: August 9, 2022

Gupta P.K.
Proprietor
M. No. 14629
COP No. 7579
UDIN: A014629D000765533

INTEGRA ESSENTIA LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
INTEGRA ESSENTIA LIMITED,
902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place
New Delhi - 110034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INTEGRA ESSENTIA LIMITED**, having CIN: L74110DL2007PLC396238 and having registered office at 902, 9th Floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, New Delhi - 110034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the FY ended March 31, 2022.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any court or any other Statutory Authority:

S. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Vishesh Gupta	00255689	August 7, 2021'
2.	Mr. Shweta Singh	09270488	August 7, 2021'
3.	Mrs. Gunjan Jha	09270389	August 7, 2021'
4.	Mrs. Sony Kumari	09270483	August 7, 2021'
5.	Mrs. Mansi Gupta	09271995	August 7, 2021'
6.	Mr. Komal Jain	09270608	August 7, 2021'

'Pursuant to the open offer and change in control and management, there was change in the Composition of Board of Directors and Committees of the Company on August 7, 2021.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kumar G & Co.
Companies Secretaries

GUPTA P.K.
Proprietor

M. No. 14629

COP No. 7579

UDIN: A014629D000765599

Place: New Delhi
Date: August 9, 2022

INTEGRA ESSENTIA LIMITED**MD & CFO'S CERTIFICATE**

We, Vishesh Gupta, Managing Director and Sandeep Gupta, Chief Financial Officer of Integra Essentia Limited, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements, that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee, wherever applicable,
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Integra Essentia Limited

For Integra Essentia Limited

Date: April 28, 2022
Place: New Delhi

Vishesh Gupta
Managing Director

Sandeep Gupta
Chief Financial Officer

DECLARATION OF COMPLIANCE WITH COMPANY'S CODE OF CONDUCT

To,
The Board of Directors
Integra Essentia Limited
902, 9th Floor, Aggarwal Cyber Plaza-1
Netaji Subhash Place New Delhi 110034

I hereby confirm that all the Board members and senior management personnel of the company have affirmed compliance with the company's Code of Conduct during the financial year ended March 31, 2022.

For Integra Essentia Limited
(Formerly known as Integra Garments and Textiles Limited)

Date: April 28, 2022
Place: New Delhi

Vishesh Gupta
Managing Director
DIN: 00255689

INTEGRA ESSENTIA LIMITED**INDEPENDENT AUDITOR'S REPORT**

To
The Members of
Integra Essentia Limited
(Formerly known as **Integra Garments & Textiles Limited**)
Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements **Integra Essentia Limited (Formerly known as Integra Garments & Textiles Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2022, and its profits (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

- 1) While conducting the audit, the management is unable to provide bank balance confirmation of 4 bank accounts.
Management Reply on above - The Company has three bank accounts which was attached by the custom authority as per demand determined by the authority. So we are not able to extract the statement for the said account, however all these are Fixed deposit account where transaction other than Interest wouldn't possible
- 2) Disclosure requirement as per IND AS 32 has not been complied with for Unsecured non-convertible Redeemable Debentures amounting to Rs. 28,45,00,000/- which are redeemable on July 1st, 2023.
Management Reply on above - We are planning to repay / transfer such debenture by 30.06.2022.
- 3) Debenture redemption reserve is not created in the balance sheet
Management Reply on above - As stated in point No-2 above the requirement of debenture redemption does not arise once we decided to transfer it in next quarter.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone 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 of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

INTEGRA ESSENTIA LIMITED

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

INTEGRA ESSENTIA LIMITED

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 it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Customs department has raised the claim on company for Rs. 73.56 lacs. The Company has disputed the same with appropriate authority. The same has been disclosed in the note no 32 of the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts wherever applicable.
 - iii. There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - iv.(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - iv.(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The company has not declared or paid any dividend during the year.

For MAYUR KHANDELWAL & CO.
Chartered Accountants
FRN: 134723W

(MAYUR KHANDELWAL)
Partner

Place: Mumbai
Date: April 28, 2022

Membership No. 146156
UDIN: 22146156AIAWJA5358

TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **Integra Essentia Limited (Formerly known as Integra Garments & Textiles Limited)** on the standalone Ind AS financial statements for the year ended 31stMarch, 2022]

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- a) i) The company is not maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, reference has been taken from internal audit report.
- a) ii) The company is not maintaining proper records showing full particulars of intangible assets.
- b) No such evidence of physical verification done by management at reasonable intervals of the Property, Plant and Equipment were noticed during the audit.
- c) The Company does not hold any immovable property.
- d) The Company has not revalued its property plant and equipment (including right of use assets) or intangible assets or both during the year.
- e) No such evidence of any proceeding initiated or pending against the company for holding any benami property during the audit.

ii. Details of inventory and working capital

- a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate, no evidence for discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- b) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. Details of investments, any guarantee or security or advances or loans given

During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. Compliance in respect of a loan to directors

The company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013 applies.

v. Compliance in respect of deposits accepted

The company has not accepted any deposits or amounts which are deemed to be deposits, to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder applies.

vi. Maintenance of cost records

Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

vii. Deposit of statutory liabilities

In respect of statutory dues:

- a) In our Opinion, the company has generally been regular in depositing with appropriate authorities undisputed statutory dues including income tax, customs and goods and service tax and any other statutory dues applicable to it.
- b) There are no Statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute, except the following

Statute	Nature of Dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Customs	Customs Duty	73.56	2005-06	High Court

INTEGRA ESSENTIA LIMITED

viii. Unrecorded income

There are no unrecorded transactions in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. Default in repayment of borrowings

- a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or other lenders.
- c) The Company has not taken any term loan during the year under consideration.
- d) Funds raised on short term basis have not been used for long-term purposes by the Company.
- e) The company does not have any subsidiaries, associates or joint ventures accordingly reporting under this clause is not applicable.
- f) The company does not have any subsidiaries, associates or joint ventures accordingly reporting under this clause is not applicable.

x. Funds raised and utilization

- a) Moneys raised by way of debt instruments (short terms intercorporate deposits) during the year were applied for the purposes for which those are raised.
- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi. Fraud and whistle-blower complaints

- a) No fraud by the company or any fraud on the company has been noticed or reported during the year during the audit.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) We have not received any whistle-blower complaints during the year under consideration.

xii. Compliance by a Nidhi

The Company is not a Nidhi Company and accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. Compliance on transactions with related parties

All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. Internal audit system

- (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by the during the course of our audit.

xv. Non-cash transactions

The company has not entered into any non-cash transactions with directors or persons connected with him, accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. Registration under Section 45-IA of RBI Act, 1934

- a) The Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934, accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- c) The Company is not a core investment company (CIC) as defined in the regulation made by the Reserve Bank of India.
- d) The Company is not a core investment company nor any company in the group is a CIC, accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

INTEGRA ESSENTIA LIMITED

xvii. Cash losses

The company has incurred following cash losses in the immediately preceding financial year.

Particulars	P.Y.
Net Profit/(Loss)	(60,55,026)
Non-Cash Items	18,00,000
Cash Losses	(42,55,026)

xviii. Resignation of statutory auditors

There has been no resignation of statutory auditors during the year, hence paragraph 3(xviii) of the Order is not applicable to the Company.

xix. Material uncertainty

Net worth of the company is negative of Rs. 29.10 Cr., paid share capital of Rs. 10.97 cr is fully eroded, further short-term borrowings of the company stands at Rs. 28.72 cr. It indicates that material uncertainties related to events or conditions exists that may cast significant doubt upon the entities ability to continue as a going concern.

xx. Transfer to fund specified under Schedule VII of Companies Act, 2013

Provision of Schedule VII of Companies Act 2013 is not applicable to company as it does not meet the criteria specified therein, hence paragraph 3(xx) of Order is not applicable.

xxi. Qualifications or adverse auditor remarks in other group companies

As this report is issued on standalone Ind AS financial statements, reporting under this clause is not applicable.

For MAYUR KHANDELWAL & CO.
Chartered Accountants
FRN: 134723W

(MAYUR KHANDELWAL)
Partner

Membership No. 146156
UDIN: 22146156AIAWJA5358

Place: Mumbai

Date: April 28, 2022

TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **Integra Essentia Limited (Formerly known as Integra Garments & Textiles Limited)** of even date

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Integra Essentia Limited (Formerly known as Integra Garments & Textiles Limited)** (“the Company”) as at March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company’s internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

INTEGRA ESSENTIA LIMITED

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MAYUR KHANDELWAL & CO.
Chartered Accountants
FRN: 134723W

(MAYUR KHANDELWAL)
Partner

Membership No. 146156
UDIN: 22146156AIAWJA5358

Place: Mumbai

Date: April 28, 2022

INTEGRA ESSENTIA LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2022

[Rs. in 000's]

Particulars	Note No.	As at 31-Mar-2022	As at 31-Mar-2021
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2	51.32	-
b) Capital work-in-progress		-	-
c) Investment Property		-	-
d) Goodwill		-	-
e) Other Intangible Assets	2	14.95	-
f) Intangible assets under development		-	-
g) Biological Assets other than bearer plants		-	-
h) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables	3	977.99	977.99
(iii) Loans		-	-
(iv) Others	4	60.00	9.43
(i) Deferred tax assets (net)		-	-
j) Other Non-Current Assets		-	-
Current Assets			
a) Inventories		-	-
b) Financial Assets		-	-
i) Investments		-	-
ii) Trade Receivables	5	77,992.24	-
iii) Cash and Cash Equivalents	6	3,872.02	42.63
iv) Bank Balances other than Cash and Cash Equivalents	7	535.16	535.16
v) Loans		-	-
vi) Others (to be specified)		-	-
c) Current Tax Assets (Net)		-	-
d) Other Current Assets	8	85,326.28	4.65
Total Assets		1,68,829.95	1,569.86
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	9	1,08,997.05	1,08,997.05
b) Other Equity	10	(4,00,077.53)	(4,10,960.93)
		(2,91,080.49)	(3,01,963.88)
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	11	250.00	250.00
(ia) Lease liabilities		-	-
(ii) Trade Payables:-		-	-
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
b) Provisions		-	-
c) Deferred Tax Liabilities(Net)	12	0.62	-
d) Other Non-Current Liabilities		-	-

INTEGRA ESSENTIA LIMITED

Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	13	2,87,203.00	2,85,930.00
(ia) Lease liabilities		-	-
(ii) Trade Payables		-	-
A) Dues to Micro, Small & Medium Enterprises	14	1,42,574.55	-
B) Others	14	1,686.93	212.82
(iii) Other financial liabilities (other than those specified in item (C))	15	16,357.12	16,338.62
b) Other Current Liabilities	16	11,748.23	802.31
c) Provisions	17	90.00	-
d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		1,68,829.95	1,569.86

The accompanying Notes 1 to 38 forms integral part of these Financial Statements
This is the Balance Sheet referred to in our report of even date

For Mayur Khandelwal & Co
Chartered Accountants
FRN No. 134723W

For and on behalf of Board of Directors
Integra Essentia Limited

Mayur Khandelwal
Partner
M. No. 146156
UDIN : 22146156AIAWJA5358

Vishesh Gupta
Managing Director
DIN: 00255689

Shweta Singh
Director
DIN:09270488

Sandeep Gupta
Chief Financial Officer
PAN: AXQPG6009C

Prince Chugh
Company Secretary
PAN:APYPC3367F

Place: Delhi
Date: April 28, 2022

INTEGRA ESSENTIA LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022**

[Rs. in 000's]

Sr. No.	Particulars	Note No.	Year Ended 31-Mar-22	Year Ended 31-Mar-21
			Audited	Audited
1	Revenue from Operations	18	6,85,254.20	-
2	Other Income	19	827.66	40.65
3	Total Income (1+2)		6,86,081.87	40.65
4	EXPENSES :			
a.	Cost of Materials Consumed	20	-	130.00
b.	Purchases of Stock-in-Trade	21	6,64,180.08	-
c.	Change in inventory of finished goods, work in progress and stock in trade	22	-	-
d.	Employee Benefits Expense	23	2,002.25	-
e.	Finance Costs	24	457.32	2,632.90
f.	Depreciation and Amortisation Expense	2	11.90	1,800.00
g.	Other Expenses	25	8,546.31	1,532.78
	Total Expenses		6,75,197.85	6,095.68
5	Profit Before Exceptional Items and Tax (3-4)		10,884.01	(6,055.03)
6	Exceptional Items		-	-
7	Profit/ (Loss) Before Tax (5-6)		10,884.01	(6,055.03)
8	Tax Expense/(Benefits):			
	i. Current Tax		-	-
	ii. Deferred Tax	12	0.62	-
	Total Tax Expense (i+ii)		0.62	-
9	Profit/(Loss) from continuing operations (7-8)		10,883.40	(6,055.03)
10	Profit/(Loss) from discontinuing operations		-	-
11	Tax Expenses from discontinuing operations		-	-
12	Profit/(Loss) from discontinuing operations (10-11)		-	-
13	Profit/(Loss) for the period (9+12)		10,883.40	(6,055.03)
14	Other Comprehensive Income :			
	A.) (i) Items that will not be reclassified to Profit and Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B) (i) Items that will be reclassified to profit and loss account		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
15	Total Comprehensive Income for the period (13+14)		10,883.40	(6,055.03)
16	Earnings per Equity Share of Rs. 1 each, previously 3 each			
	Basic	31	0.10	(0.17)
	Diluted	31	0.10	(0.17)

For Mayur Khandelwal & Co
Chartered Accountants
FRN No. 134723W

For and on behalf of Board of Directors
Integra Essentia Limited

Mayur Khandelwal
Partner
M. No. 146156
UDIN : 22146156AIAWJA5358

Vishesh Gupta
Managing Director
DIN: 00255689

Shweta Singh
Director
DIN:09270488

Sandeep Gupta
Chief Financial Officer
PAN: AXQPG6009C

Prince Chugh
Company Secretary
PAN:APYPC3367F

Place: Delhi
Date: April 28, 2022

INTEGRA ESSENTIA LIMITED

AUDITED STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

[Rs. in 000's]

Particulars	Year ended 31-March-2022 Audited	Year ended 31-March-2021 Audited
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	10,884.01	(6,055.03)
Adjustment for :		
Depreciation & Amortisation Expense	11.90	1,800.00
Interest Income		
Interest Expense	457.32	2,632.90
Other Adjustments	-	89.35
Net unrealized foreign exchange (gain)	-	-
Operating Profit before working Capital Changes :	11,353.23	(1,532.78)
Movements in Working Capital :		
(Increase)/decrease in Other current Assets	(85,321.63)	(4.65)
(Increase)/decrease in Other Non Current Assets	(50.57)	
(Increase)/decrease in Trade Receivables	(77,992.24)	
(Increase)/decrease in Inventories	-	40.65
Increase/(decrease) in Other current Liabilities	11,054.42	48.13
Increase/(decrease) in Trade payables	1,44,048.66	
Cash generated from Operations :	3,091.87	(1,448.65)
Direct Taxes Paid	-	
Net Cash flow from/(used in) Operating Activities	3,091.87	(1,448.65)
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(78.17)	-
Security Deposit	-	
Proceeds from sale of property, plant and equipment	-	
Movement in Investments	-	
Movement Bank Deposit not considered as cash & cash equivalent	-	
Interest Received	-	
Net Cash flow from/(used in) Investing Activities	(78.17)	-
Cash Flow from Financing Activities		
Proceeds from/ (repayment of) Long term borrowings		
Money received against share warrants	-	
Proceeds from/ (repayment of) in Short term borrowings	1,273.00	1,430.00
Dividend Paid	-	
Interest Paid	(457.32)	(0.29)
Net Cash flow from/(used) in Financing Activities	815.68	1,429.71
Net Increase/Decrease in Cash & Cash Equivalents	3,829.39	(18.94)
Cash & Cash equivalents at the beginning of the year	42.63	61.57
Cash & Cash equivalents at the end of the year	3,872.02	42.63
Components of Cash and Cash Equivalents	3,872.02	42.63

For Mayur Khandelwal & Co
Chartered Accountants
FRN No. 134723W

For and on behalf of Board of Directors
Integra Essentia Limited

Mayur Khandelwal
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Vishesh Gupta
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PAN: AXQPG6009C

Prince Chugh
Company Secretary
PAN:APYPC3367F

Place: Delhi
Date: April 28, 2022

INTEGRA ESSENTIA LIMITED**STATEMENT OF CHANGES IN EQUITY****A. Equity Share Capital**

(1) Current reporting period [Rs. in 000's]

Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated Balance at the beginning of current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,08,997.05	-	1,08,997.05	-	1,08,997.05

(2) Previous reporting period [Rs. in 000's]

Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated Balance at the beginning of current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,08,997.05	-	1,08,997.05	-	1,08,997.05

STATEMENT OF CHANGES IN EQUITY

B. Other Equity

		Reserves and Surplus							[Rs. in 000's]					
(1) Current Reporting Period	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period					15,124.96	(4,26,085.89)								(4,10,960.93)
Changes in accounting policy or prior period errors														-
Restated balance at the beginning of the current reporting period														-
Total Comprehensive Income for the current year						10,883.40								10,883.40
Dividends														-
Transfer to retained earnings														-
Any other change (to be specified)														-
Balance at the end of the current reporting period					15,124.96	(4,15,202.49)								(4,00,077.53)

(2) Previous Reporting Period

		Reserves and Surplus							[Rs. in 000's]					
	Share application money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves (General Reserve)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Balance at the beginning of the current reporting period					15,124.956	-420,030.861								(4,04,905.91)
Changes in accounting policy or prior period errors														-
Restated balance at the beginning of the current reporting period														-
Total Comprehensive Income for the current year						-6055.026								(6,055.03)
Dividends														-
Transfer to retained earnings														-
Any other change (to be specified)														-
Balance at the end of the current reporting period					15,124.956	-426,085.887								(4,10,960.93)

For **Mayur Khandelwal & Co**
Chartered Accountants
FRN No. 134723W

Mayur Khandelwal
Partner
M. No. 146156
UDIN : 22146156AIAWJA5358
Place: Delhi
Date: April 28, 2022

For and on behalf of Board of Directors
Integra Essentia Limited

Sandeep Gupta
Chief Financial Officer
PAN: AXQP6009C

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Director
DIN: 09270488

Vishesh Gupta
Managing Director
DIN: 00255689

Prince Chugh
Company Secretary
PAN: APYPC3367F

INTEGRA ESSENTIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Company Overview

Integra Essentia Limited ("the Company") is a public limited company, incorporated and domiciled in India which mainly deals in trading of essential items like Cashew, Rice etc. The registered office of the Company is located at 902 9 th Floor, Aggarwal Cyber Plaza-1, Neta ji Subhash Place, New Delhi, North West, Delhi-110034. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The standalone financial statements for the year ended 31st March, 2022 were approved by the Board of Directors and authorised for issue on 28th April 2022.

Note 1: Significant Accounting Policies

(a) Basis of Preparation of Financial Statements

(i) Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements comply, in all material respects, with Ind AS notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- a) Certain financial assets and liabilities that are measured at fair value
- b) Derivative financial instruments

(iii) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the functional currency of the Company.

(iv) Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (Twelve months) and other criteria set out in Schedule III to the Act.

(b) Property, Plant and Equipment (PPE) and Depreciation

All items of PPE are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition and initial estimate of costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the carrying amount of PPE or recognised as a separate PPE, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares and servicing equipment are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

Capital work-in-progress includes cost of PPE under installation / under development as at the Balance Sheet date.

The Company depreciates its PPE over the useful life in the manner prescribed under Part C of Schedule II to the Act. Depreciation commences when the assets are ready for their intended use and is computed on pro-rata basis from the date of installation/ acquisition till the date of sale/ disposal. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for machinery spares wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act

Useful life considered for calculation of depreciation for machinery spares varies from 2 to 10 years. Lease hold PPE are amortised over the period of lease or useful life, whichever is lower. Leasehold land (under Finance Lease) is amortised over the period of lease.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount.

These are included in the Statement of Profit and Loss.

(c) Intangible Assets and Amortisation

Intangible assets that are acquired by the Company, which have finite useful lives are measured at cost less amortisation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition.

Intangible assets are amortised on straight line basis over the estimated useful life.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Leases

At inception of a contract, company shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where the Company is Lessee

At the Inception, lessee shall recognise and measure Right-of-use asset and lease liability at cost. Right to use assets shall comprise initial measurement of lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Lease liability is the present value of the lease payments that are not paid. These lease payments shall be discounted using the interest rate implicit in the lease (if readily determined) otherwise should be discounted at lessee's incremental borrowing rate.

If the lease contract transfers ownership of the underlying asset, at the end of the lease term or if, the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, then depreciate the right-of-use asset over the useful life of the underlying asset. Otherwise, depreciate the right-of-use asset till the end of the useful life of the right-of-use asset or the end of the lease term, whichever is earlier.

The lease term as the non-cancellable period of a lease, together with both: (a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and (b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

Subsequently, lessee shall measure the right-of-use asset applying a cost model.

Where the Company is Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease

(e) Borrowing Cost

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

(f) Financial instruments

(i) Financial Assets

Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent Measurement

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, as per Ind AS 109.

INTEGRA ESSENTIA LIMITED

a. Subsequent Measurement - Equity Instruments

All equity investments other than investments in subsidiaries, joint ventures and associates are measured at fair value. Equity investments which are held for trading are classified as FVTPL. For all other equity investments, the Company decides to classify the same either at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

Investment in equity instruments of subsidiaries, joint ventures and associates are measured at cost.

b. Subsequent Measurement - Debt Instruments

A financial asset being debt instrument that meets the following 2 conditions is measured at amortised cost (net off any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

Business Model Test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.

Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other debt instruments are measured at fair value through profit or loss.

Derecognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset, to another entity.

Impairment of Financial Assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and FVTOCI.

For financial assets other than trade receivables, whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Company operates or any other appropriate basis.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

(ii) Equity and Financial Liabilities

Debt and equity instruments issued by an entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

a. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

b. Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are initially recognised at fair value plus any transaction costs that are attributable to the acquisition of the financial liabilities, except for the financial liabilities at FVTPL which are initially measured at fair value.

Subsequent Measurement

The financial liabilities are classified for subsequent measurement either at amortised cost or at fair value through Profit and Loss (FVTPL).

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.

Derecognition of Financial Liabilities

A financial liability is removed from the Balance Sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

(g) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost formula used for determination of cost is 'Weighted Average Cost'.

Machinery spares, stand-by equipment and servicing equipment are recognised as inventory when the useful life is less than one year and the same are charged to the Statement of Profit and Loss as and when issued for consumption.

(i) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

INTEGRA ESSENTIA LIMITED

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(j) Provisions and Contingencies Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Contingent assets are not recognised in the financial statements. If the inflow of economic benefits is probable, then it is disclosed in the financial statements.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date

(k) Employee Benefits

(i) Short-term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-employment Obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plan (Gratuity), and
- (b) Defined contribution plans such as, provident fund.

Defined Benefit Plan

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually on the basis of actuarial valuation using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefits expense in the Statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Defined Contribution Plans

Defined Contribution Plans such as provident fund are charged to the Statement of Profit and Loss as an expense, when an employee renders the related services.

(iii) Other Long-term Employee Benefits

The liabilities for compensated absences that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have any unconditional right to defer settlement for at least 12 months after the end of the reporting period, regardless of when the actual settlement is expected to occur.

(l) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows as well as the Balance Sheet, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(m) Earnings per Share (EPS)

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

(n) Dividend Distribution to Equity Shareholders

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid. Dividend proposed by the Board of Directors, subject to the approval of shareholders, is disclosed in the notes to financial statements.

(o) Foreign Currency Transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(p) Revenue Recognition

Effective from 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115-'Revenue from contracts with customers'. Revenue from contracts with customers is recognized on transfer of control of promised goods or services to the customer at amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time when material is shipped / delivered to the customer as may be specified in the contract.

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable effective interest rate.

Dividend Income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Income from Services

Income from services is recognised (net of taxes as applicable) as they are rendered, based on agreement/ arrangement with the concerned customers.

INTEGRA ESSENTIA LIMITED

(q) Significant Accounting Estimates, Judgements and Assumptions:

The preparation of the Company's financial statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

In the process of applying the Company's accounting policies, Management has made the following judgements which have significant effect on the amounts recognised in the financial statements:

- i. **Useful Lives of Property, Plant and Equipment:** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalised. Useful life of tangible assets is based on the life specified in Schedule II of the Act and also as per Management estimate for certain category of assets. Assumption also needs to be made, when the Company assesses, whether as asset may be capitalised and which components of the cost of the assets may be capitalised.
- ii. **Fair Value Measurement of Financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgements about these factors could affect the reported fair value of financial instruments
- iii. **Measurement of Defined Benefit Plan:** The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- iv. **Impairment of Financial Assets:** Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when Management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.
- v. **Impairment of Non-financial Assets:** The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

- vi. **Contingencies:** Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

INTEGRA ESSENTIA LIMITED

NOTE NO. 2: Property, Plant & Equipment & Intangible Assets

[Rs. in 000's]

Particulars	Gross Block				Depreciation					Net Block	Net Block
	As at April 1, 2021	Additions during the year	Deletions during the year *	As at 31st March 2022	As at April 1, 2021	Additions during the year	Impairment	Deduction during the year	As at 31st March 2022	As at 31st March, 2022	As at 31st March, 2021
Property Plant & Equipments											
Computer		60.17	-	60.17				-	8.85	8.85	51.319
Intangible Assets		18.00	-	18.00				-	3.05	3.05	14.948
		78.17	-	78.17	-	-	-	-	11.90	11.90	66.27

Property, Plant & Equipment (Previous year ended March 31, 2021)

[Rs. in 000's]

Particulars	Gross Block				Depreciation					Net Block
	As at April 1, 2020	Additions during the year	Deletions during the year *	As at 31st March 2021	As at April 1, 2020	Additions during the year	Impairment	Deduction during the year	As at 31st March 2021	As at 31st March, 2021
Intangible Assets	-	-	-	-				-	-	-
Brand	2,40,000.00	-	-	2,40,000.00	2,38,200.00	1,800.00		-	-	2,40,000.00
	2,40,000.00	-	-	2,40,000.00	2,38,200.00	1,800.00		-	-	2,40,000.00

Depreciation For Income Tax Act 1961

[Rs. in 000's]

S. No.	Assets	Depreciation Rate	WDV AS ON 01/04/2021	Addition less than 180days	Addition more than 180days	Sale During The year	Depreciation	WDV as on 31/03/2022
1	Tally	25%	-	18.00	-	-	2.25	15.75
2	Computer	40%	-	60.17	-	-	12.03	48.14
			-	78.17	-	-	14.28	63.89

NOTE NO. 3 Trade Receivable

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Trade Receivable considered good - Unsecured	977.99	977.99
Total Trade Receivables	977.99	977.99

Trade receivables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

[Rs. in 000's]

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 year		
Undisputed Trade receivables - considered good							
2021-22	0.00	0.00	0.00	0.00	977.99	977.99	
2020-21	0.00	0.00	0.00	0.00	977.99	977.99	
Total							
2021-22	0.00	0.00	0.00	0.00	977.99	977.99	
2020-21	0.00	0.00	0.00	0.00	977.99	977.99	

NOTE NO. 4 Others

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Advance Tax	0.00	9.43
Security Deposits for Rent	60.00	
	60.00	9.43

INTEGRA ESSENTIA LIMITED**NOTE NO. 5 Trade Receivable**

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Trade Receivable considered good - Unsecured	77992.24	0.00
Total Trade Receivables	77992.24	0.00

Trade receivables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

[Rs. in 000's]

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 year	Total
Undisputed Trade receivables - considered good						
2021-22	77,992.24	-	-	-	-	77,992.24
2020-21	-	-	-	-	-	-
Total						
2021-22	77,992.24	-	-	-	-	77,992.24
2020-21	-	-	-	-	-	-

NOTE NO. 6 Cash & Cash Equivalents

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Cash in hand	1,718.06	42.63
Bank Balances	2,153.96	
	3,872.02	42.63

NOTE NO. 7 Bank Balances other than Cash & Cash Equivalents

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Margin Money with Banks (Fixed Deposit)	535.16	535.16
	535.16	535.16

NOTE NO. 8 Other Current Assets

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Other Financial Assets	35.32	4.65
Advances to Supplier	83,666.98	
Other Advances Recoverables	1,623.98	-
	85,326.28	4.65

NOTE NO. 9 Equity Share Capital

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Share Capital Authorised		
41,00,000,00 Equity shares of Rs. 1 each (Previous year 4,00,000,00 Equity shares of Rs 3 Each)	4,10,000.00	1,20,000.00
Issued, Subscribed and Paid up		
10,89,97,047 Fully paid equity shares of Rs 1 Each (Previous year 3,63,32,349 Equity shares of Rs 3 each)	1,08,997.05	1,08,997.05
	1,08,997.05	1,08,997.05

INTEGRA ESSENTIA LIMITED

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
The Reconciliation of the number of shares outstanding is given below:	No of Shares	No of Shares
Equity Shares		
Equity Share Outstanding at the beginning of the Year	3,63,32,349.00	3,63,32,349.00
Equity Shares outstanding at the end of the year*	10,89,97,047.00	3,63,32,349.00
(*Equity share of Rs. 3 per share has been split to Rs.1 w.e.f. 22/01/2022)		
Shareholders holding more than 5% shares of the Company		
Equity Shareholder		
Vishesh Gupta		
Nos of Shares	6,92,72,445.00	
% age of holding	63.55	
Ashok Piramal Group Textile Trust through its trustee,		
Mrs. Urvi A Piramal		
Nos of Shares	-	2,14,74,112.00
% age of holding	-	59.10

Terms / rights to Equity Shares

The Company has only one class of shares referred as equity shares having a par value of 1/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

List of Shareholders (Promoter Group) and Changes in shareholding during the F.Y. 21-22

Promoters	As on 31.03.2022		As on 31.03.2022		Change in Shareholding	
	(F.V. Rs. 1)		(F.V. Rs. 3)		No. of Shares	% of Holding
	No. of Shares	% of Holding	No. of Shares	% of Holding		
Vishesh Gupta	6,92,72,445	63.55%			6,92,72,445	63.55%
Urvi Piramal A	Nil	0.14%	49,566	0.14%	-49,566	-0.14%
Rajeev Ashok Piramal	Nil	0.05%	16,522	0.05%	-16,522	-0.05%
Nandan Ashok Piramal	Nil	0.05%	16,522	0.05%	-16,522	-0.05%
Harshvardhan Ashok Piramal	Nil	0.05%	16,522	0.05%	-16,522	-0.05%
Kalpna Singhania	Nil	0.01%	5,419	0.05%	-5,419	-0.01%
Ashok Piramal Group Textiles Trust Through its Trustee	Nil	59.10%	2,14,74,112	59.10%	-2,14,74,112	-59.10%

NOTE NO. 10 Other Equity

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
a) General Reserve		
Opening Balance	15,124.96	15,124.96
	15,124.96	15,124.96
b) Profit & Loss Account		
Opening balance	(4,26,085.89)	(4,20,030.86)
Profit/(Loss) for theyear	10,883.40	(6,055.03)
Closing Balance	(4,15,202.49)	(4,26,085.89)
	(4,00,077.53)	(4,10,960.93)

Nature and Purpose of Reserve

- General Reserve**
General Reserve has been created on account of the Scheme of Amalgamation.
- Profit and loss account**
Profit and loss account are the losses which company incurred till date.

INTEGRA ESSENTIA LIMITED**NOTE NO. 11 Borrowings**

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Others		
Preference Shares		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹ 1 each	100.00	100.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹ 1 each	150.00	150.00
Total	250.00	250.00
Details of Preference Shares		
Authorised :		
5,00,000 (Previous year 5,00,000) Redeemable Cumulative Non Convertible Preference Shares of ₹ 1 each	500.00	500.00
	500.00	500.00
Issued, subscribed and Paid-up:		
1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹ 1 each	100.00	100.00
1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹ 1 each	150.00	150.00
	250.00	250.00

A The Reconciliation of the number of Preference shares out standing is given below:

Preference Shares		
5% Preference Shares at the beginning of the year	100.00	100.00
5% Preference Shares outstanding at the end of the year	100.00	100.00
9% Preference Shares at the beginning of the year	150.00	150.00
9% Preference Shares outstanding at the end of the year	150.00	150.00

B Shareholders holding more than 5% Preference shares of the Company

Vishesh Gupta		
Nos of Shares	2,50,000.00	
% age of holding	100.00	
Mrs. Urvi A Piramal		
Nos of Shares		2,50,000.00
% age of holding		100.00

C Terms / rights attached to Preference Shares

--5% Redeemable Cumulative Non- Convertible Preference Shares of ₹ 1/- each, Redeemable at anytime before the expiry of 20 years from the date of allotment (i.e. 16th August, 2012) of the said preference shares at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.--9% Redeemable Cumulative Non- Convertible Preference Shares of ₹ 1/- each, Redeemable at anytime between 16th February, 2017 to 15th August, 2022 at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.

NOTE NO. 12 Deferred Tax Assets/ Liabilities

[Rs. in 000's]

PARTICULARS	As at 31st Mar 2022
Opening Balance	-
WDV as per Companies Act,2013 as on 31st March 2022	66.27
WDV as per Income Tax Act,1961 as on 31st March 2022	63.89
Closing Balance	2.38
Deferred Tax Liability	0.62

INTEGRA ESSENTIA LIMITED

NOTE NO. 13 Borrowings

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Other Loans		
Unsecured Loans		
Debentures	2,84,500.00	2,84,500.00
(2845 Unsecured, non convertible Redeemable Debenture of ₹ 100000/- each are Redeemable with 2% premium on 1 st July, 2020 has been further renewed for 12 months and now Redeem- able on 1 st July, 2023		
Bodies Corporate	2,703.00	1,430.00
	2,87,203.00	2,85,930.00

NOTE NO. 14 Trade Payable

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Outstanding dues of micro enterprises and small enterprises	1,42,574.55	-
Outstanding dues of creditors other than micro enterprises and small enterprises	1,686.93	212.82
	1,44,261.48	212.82

Trade payables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

[Rs. in 000's]

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	
Outstanding dues to MSME					
2021-22	1,42,574.55	-	-	-	1,42,574.55
2020-21	-	-	-	-	-
Others					
2021-22	1,686.93	-	-	-	1,686.93
2020-21	212.82	-	-	-	212.82
Total trade payables					
2021-22	1,44,261.48	-	-	-	1,44,261.48
2020-21	212.82	-	-	-	212.82

NOTE NO. 15 Other Financial Liabilities

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Interest Accrued but not due	16,150.35	16,338.62
Dividend on Preference share payable	206.77	
	16,357.12	16,338.62

NOTE NO. 16 Other Current Liabilities

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Statutory Liability	121.30	9.75
Other current liabilities	1,105.30	792.56
Advance From Customers	10,521.63	
	11,748.23	802.31

NOTE NO. 17 Provisions

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Provisions for employees	-	-
Others		
Audit Fees Payable	90.00	-
	90.00	-

INTEGRA ESSENTIA LIMITED**NOTE NO. 18 Revenue From Operation**

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Revenue from operations	6,85,254.20	
	6,85,254.20	-

NOTE NO. 19 Other Income

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Other Sales		40.65
Interest on FD	35.32	
Balances written back	792.34	-
Commission Income	-	
	827.66	40.65

NOTE NO. 20 Material Consumed

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Material Consumed - Fabric		
Opening Stock		130.00
Less : Devaluation of Inventory		-
Add: Purchase during the year		-
Less: Closing Stock		-
Material Consumed	-	130.00

NOTE NO. 21 Purchase of Stock in Trade

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Purchase of Stock in Trade	6,64,180.08	-
	6,64,180.08	-

NOTE NO. 22 Change in inventory of finished goods, work in progress and stock in trade

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Opening Stock		
WIP		-
Finished Goods		-
Closing Stock	-	
WIP		-
Finished Goods		-
(Increase) / Decrease in WIP & FG		-
Net (Increase) / Decrease	-	-

NOTE NO. 23 Employee Benefit Expenses

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Salaries and Wages	712.96	-
Contribution to PF and other Funds		-
Directors Remuneration	1,276.89	
Staff Welfare Expenses	12.40	-
	2,002.25	-

INTEGRA ESSENTIA LIMITED

NOTE NO. 24 Finance Cost

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Interest on Term Loans		-
Interest on Others		2,632.61
Premimum On Debenture	435.69	
Dividend on Pref. shares	18.50	
Bank Charges	3.13	0.29
	457.32	2,632.90

NOTE NO. 25 Other Expenses

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Power & Fuel (Electricity)	-	3.60
Rent Expenses	582.98	184.95
Telephone Expenses	1.34	-
Travelling & Conveyance	-	4.39
Professional Charges	2,659.78	216.93
Auditor's Remuneration	100.00	25.00
Miscellaneous Expenses	5,202.21	1,097.91
	8,546.31	1,532.78

NOTE NO. 26 Fair Value Measurement

Accounting classification and fair values As at 31st March, 2022

[Rs. in 000's]

Particulars	FVTPL	FVTOCI	Authorised Cost	Total Carrying	Fair Value
Current Financial Assets					
Trade Receivables	-	-	77,992.24	77,992.24	77,992.24
Cash and Cash equivalents	-	-	3,872.02	3,872.02	3,872.02
Other bank balances	-	-	535.16	535.16	535.16
	-	-	82,399.42	82,399.42	82,399.42
Non Current Financial Liabilities					
Borrowing	-	-	250.00	250.00	250.00
Current Financial Liabilities					
Borrowings	-	-	2,87,203.00	2,87,203.00	2,87,203.00
Trade Payable	-	-	1,44,261.48	1,44,261.48	1,44,261.48
Other Financial Liabilities	-	-	16,357.12	16,357.12	16,357.12
	-	-	4,48,071.60	4,48,071.60	4,48,071.60

Accounting classification and fair values As at 31st March, 2021

[Rs. in 000's]

Particulars	FVTPL	FVTOCI	Authorised Cost	Total Carrying	Fair Value
Current Financial Assets					
Trade Receivables	-	-	977.99	977.99	977.99
Cash and Cash equivalents	-	-	42.63	42.63	42.63
Other bank balances	-	-	535.16	535.16	535.16
	-	-	1,555.78	1,555.78	1,555.78
Non Current Financial Liabilities					
Borrowing	-	-	250.00	250.00	250.00
Current Financial Liabilities					
Borrowings	-	-	2,85,930.00	2,85,930.00	2,85,930.00
Trade Payable	-	-	212.82	212.82	212.82
Other Financial Liabilities	-	-	16,338.62	16,338.62	16,338.62
	-	-	3,02,731.44	3,02,731.44	3,02,731.44

INTEGRA ESSENTIA LIMITED**NOTE NO. 27 Capital Management**

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital to safeguard all stakeholders. The funding requirements are met through loans.

NOTE NO. 28 Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company will continue to consider borrowing options to maximize liquidity and supplement cash requirements as necessary.

NOTE NO. 29

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2022. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTE NO. 30

The Company is engaged in Trading of essential Items like Cashew Rice etc which is considered as the only reportable business segment.

NOTE NO. 31 Earnings Per Share

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
a. Profit / (Loss) after Tax	10,883.40	(60,55,026.00)
b. Number of Shares (Weighted Average)	10,89,97,047.00	3,63,32,349.00
c. Earnings Per Share (`)	0.10	(0.17)

32. Contingent Liabilities & Commitments

[Rs. in 000's]

Particulars	As at 31st Mar 2022	As at 31st Mar 2021
Claims against the Company, not acknowledged as debts * (Amount paid to statutory authorities)	7,356.00	7,356.00

* The Customs department has raised the claim on company for 73.56 lacs . The Company has disputed the same with appropriate authority.

NOTE NO. 33

Ms. Samruddhi Varadkar resigned as the Company Secretary and Compliance officer of the Company w.e.f. 07th August, 2021 and Mr. Prince Chugh is appointed as the Company Secretary and Compliance Officer w.e.f. 06th September 2021 in previous year.

NOTE NO. 34

Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

NOTE NO. 35. Dividends

- Dividend for Preference Shareholders for the year 2021-22 is Rs. 18500.
- Cumulative dividend for Preference Shareholders payable is Rs. 206771.

NOTE NO. 36

Net worth of the company is negative of Rs. 29.10 Cr., paid share capital of Rs. 10.97 cr is fully eroded, further short term borrowings of the company stands at Rs. 28.72 cr. It indicates that material uncertainties related to events or conditions exists that may cast significant doubt upon the entities ability to continue as a going concern.

INTEGRA ESSENTIA LIMITED

NOTE NO. 37. Key Financial Ratios

S.No.	Particulars	Numerator	Denominator	2021-22	2020-21	Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.36	0.00	18900%	Since companies management has changed, the Company has diversified its business and started its business operations during the financial year under audit, due to which there are variations in the ratios from last financial year to the current financial year.
2	Debt-Equity Ratio	Total Liabilities	Total shareholder `s Equity	-1.58	-1.01	57%	
3	Debt Service Coverage Ratio	EBITDA	Interest+ Instalment	24.83	-0.62	-4130%	
4	Return On Equity	Net Income	Shareholder `s Equity	-3.74%	2.01%	-286%	
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventries	NA	0.00	NA	
6	Trade Receivable Turnover Ratio	Net Credit Sale	Average account Receivable	17482.09	0.00	NA	
7	Trade Payable Turnover Ratio	Net Credit Purchase	Average account Payabe	9.19	0.00	NA	
8	Net Capital Turnover Ratio	Total Sale	Shareholder `s Equity	-2.35	0.00	NA	
9	Net Profit Ratio	Net Profit	Revenue	0.02	NA	NA	
10	Return On Capital Employed	Earning Before Interest & Tax	Capital Employed	-3.90%	1.13%	-444%	
11	Return on Investment	Profit from Investment	Cost of Investment	0	0	NA	

NOTE NO. 38. List of Related Parties as on March 31, 2022

[Rs. in 000's]

S. No.	Name of Related Parties	Relation	Nature of Transaction	Sitting Fees	Conveyance	Remuneration	Total
1	Mr. Vishesh Gupta	Managing Director	Remuneration			585.00	585.00
2	Ms. Shweta Singh	Executive Director	Remuneration			331.89	331.89
3	Mr. Komal Jain	Independent Director	Sitting Fees	20.00	2.00		22.00
4	Mrs. Gunjan Jha	Independent Director	Sitting Fees	120.00	10.00		130.00
5	Mrs. Sony Kumari	Independent Director	Sitting Fees	100.00	2.00		102.00
6	Mrs. Mansi Gupta	Independent Director	Sitting Fees	100.00	6.00		106.00
7	Mr. Sandeep Gupta	Chief Financial Officer	Salary			324.00	324.00
8	Mr. Prince Chugh	Company Secretary	Salary			251.17	251.17

For Mayur Khandelwal & Co
Chartered Accountants
FRN No. 134723W

For and on behalf of Board of Directors
Integra Essentia Limited

Mayur Khandelwal
Partner
M. No. 146156
UDIN : 22146156AIAWJA5358

Vishesh Gupta
Managing Director
DIN: 00255689

Shweta Singh
Director
DIN:09270488

Sandeep Gupta
Chief Financial Officer
PAN: AXQPG6009C

Prince Chugh
Company Secretary
PAN:APYPC3367F

Place: Delhi
Date: April 28, 2022

INTEGRA ESSENTIA LIMITED

(Formerly known as Integra Garments & Textiles Limited)

CIN: L74110DL2007PLC396238

📍 Registered Office:
902, 9th Floor, Aggarwal Cyber Plaza-1,
Netaji Subhash Place, New Delhi,
North West, Delhi, -110034, India

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✉ E-mail: csigl2021@gmail.com