





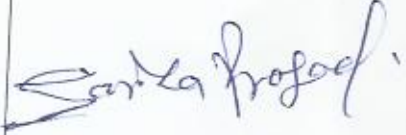

## Integra Telecommunication & Software Limited

Regd. Off.: 2283, Sector-D, Pocket-2, Vasant Kunj  
New Delhi-110070, Website : [www.integratesoftware.com](http://www.integratesoftware.com)  
Ph.: +91-11-40574542, E-mail : [info@integratesoftware.com](mailto:info@integratesoftware.com)  
CIN : L74899DL1985PLC020286

07/07/2015

### "FORM A"

( Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of Company	Integra Telecommunication & Software Ltd.
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March , 2015
3.	Type of Audit observation	No Qualification
4.	Frequency of Observation	NIL
5.	To be signed by- A) Managing Director B) CFO C) Auditor of the Company D) Audit Committee Chairman	   



**30TH  
ANNUAL  
REPORT  
2014-2015**

**INTEGRA TELECOMMUNICATION  
AND SOFTWARE LIMITED**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

**BOARD OF DIRECTORS:-****PROMOTER DIRECTOR**

Mrs. RASHMEE AGRAWAL

Mr. NIKHIL AGRAWAL

**INDEPENDENT DIRECTOR**

Mr. ASHOK JUNEJA

Mr. BISWANATH PATNAIK

**COMPANY SECRETARY:-**

CS SHIWANI SHARMA

**REGISTERED OFFICE:-**

2283, SECTOR-D, POCKET -2,

VASANT KUNJ

NEW DELHI- 110070

**SCRIP CODE:-**

BSE – 536868

ISIN No. – INE256F01019

**SECRETARIAL AUDITORS:-**

R.SHAW &amp; ASSOCIATES

PRACTICING COMPANY SECRETARY

**AUDITORS:-**

SARIKA &amp; CO.

CHARTERED ACCOUNTANTS

**REGISTRAR & TRANSFER AGENT:-**

LINK INTIME INDIA PVT. LTD.

3, COMMUNITY CENTRE

NARAINA INDUSTRIAL AREA

PHASE – 1, NEW DELHI- 1100028

**BANKERS:-**

ICICI BANK

**LISTED AT:-**

BOMBAY STOCK EXCHANGE LTD.

**INTERNAL AUDITORS:-**

NIDHI SHARMA &amp; COMPANY

CHARTERED ACCOUNTANTS

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# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542

Registered Office: 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070

Website: [www.integratelesoftware.com](http://www.integratelesoftware.com), E-mail: [info@integratelesoftware.com](mailto:info@integratelesoftware.com)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **30<sup>th</sup> Annual General Meeting (AGM)** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Wednesday, 29<sup>th</sup> July, 2015 at 11.00 a.m. at 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070 to transact the following businesses:

#### Ordinary Business:

##### **Item No. 1- Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company as at 31<sup>st</sup> March 2015 with the Report of the Board of Director's and Auditor's thereon.

##### **Item No. 2- Appointment of Director**

To appoint a director in place of Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) who retire by rotation and being eligible seeks herself for reappointment .

##### **Item No. 3- Appointment of Auditor**

To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution-

“**RESOLVED THAT** pursuant to the provision of section 139, 142 and other applicable provisions of the Companies Act, 2013 and Company (Audit and Auditors) Rules, 2014, M/s Sarika & Co., Chartered Accountant, ( FRN No. – 015306C ), be and are hereby re-appointed as the Statutory Auditor of the Company, to hold office for two years subject to ratification by shareholders at every Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

**By The Order of Board,  
For Integra Telecommunication & Software Ltd.**

Sd/-

**Shiwani Sharma  
Company Secretary**

**Date: 19<sup>th</sup> June, 2015**

**Place: New Delhi**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DULY FILLED IN, SIGNED AND PROPERLY STAMPED, THEREAFTER SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ Proxies should fill the Attendance slip enclosed herewith for attending the meeting.
5. The Register of Directors, key Managerial Personnel including their shareholding maintained under Section 170 and Register of Contracts and Arrangement in which directors are interested, maintained under section 189 of the Companies Act, 2013 will be available at AGM.
6. Additional Information, pursuant to clause 49 of listing agreement with the stock Exchange, in respect of Mrs. Rashmee Agrawal seeking re- appointment at the AGM is as under:-  
*Mrs. Rashmee Agrawal, aged 55 years, is associated with Company since 1999. Mrs Rashmee has a vast experience of more than 25 years in the field of Marketing. Mrs. Rashmee Agrawal have furnished consent for her re-appointment as required under section 152 of Companies Act, 2013 and the Rules thereunder. She is holding 1742050 equity shares during the year.*
7. As per the New provisions of Companies Act, 2013, facility for making nominations is now available for shareholders in respect of the shares held by them.
8. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
9. All relevant documents referred to in the notice and the statement are open for inspection at the registered office of the company on all working days except Sundays and holidays during business hours up to the date of the Annual General Meeting.
10. The register of Member and Share Transfer Book will remain closed from Tuesday, 21<sup>st</sup> July 2015 to Wednesday, 29<sup>th</sup> July 2015 (Both days inclusive).
11. Members attending the meeting are requested to bring their copy of Annual Report.
12. **The Complete notice as well as Annual report of the Company is also available on the website of the Company i.e. [www.integratesoftware.com](http://www.integratesoftware.com)**
13. **Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.**
14. The Securities and Exchange Board of India (SEBI) has mandate the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
15. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
16. **Members holding shares in physical form are requested to furnish their email at [cs@integratesoftware.com](mailto:cs@integratesoftware.com) and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, Annual report etc. through e-mail. For members, who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduction by MCA and make it success.**
17. Pursuant to the Stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and the relevant Rules, the Company has entered into an arrangement with Central Depository Services limited (CDSL) to facilitate the Member to exercise their right to vote at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The details process for participating in e-voting is given on a separate Annexure .

By The Order of Board,  
For Integra Telecommunication & Software Ltd.

Sd/-

Shiwani Sharma  
Company Secretary

Date: 19<sup>th</sup> June, 2015  
Place: New Delhi

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## Annexure to Notice

### INSTRUCTIONS FOR EXERCISE OF VOTING RIGHT BY ELECTRONIC MEANS

1. In term of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Clause 35B of the listing agreement with the Stock Exchanges, the Company is providing to its members the alternative facility to exercise their right to vote at the forthcoming Annual General Meeting ( AGM) meeting by electronic means on any or all of the business specified in the accompanying notice.

The Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-VOTING is optional and member shall have an option to vote either through e-voting or in person at the forthcoming AGM.

2. The Company has fixed Wednesday, 22<sup>nd</sup> July 2015 as the cut -off date for determining voting rights of the shareholders entitled to participate in the e-voting process.
3. Any person, who acquires shares of the company and becomes a shareholder of the Company after dispatch of Notice and holds shares as of the cut-off date i.e. July 22, 2015 may obtain login ID and password by sending a request at [evoting@cDSLindia.com](mailto:evoting@cDSLindia.com) . However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
4. A member may participate in the AGM even after exercise his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
5. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
6. The e-voting period begins on Sunday, 26<sup>th</sup> July 2015 from 9.00 A.M. and ends on Tuesday, 28<sup>th</sup> July 2015 till 5.00 P.M. During this period, shareholder's of the company (holding shares either in physical form or in dematerialized form) as on the cut-off/entitlement date 22<sup>nd</sup> July, 2015 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
7. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
8. The Instructions for members for voting electronically are as under:-
  - a. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - b. Click on "Shareholders" Tab.
  - c. Now, Select the "Integra Telecommunication & Software Ltd" from the drop down menu and click on "SUBMIT"
  - d. Now, Enter your User ID as show below:-

Member holding shares in demat form with CDSL	16 digits beneficiary ID
Member holding shares in demat form with NSDL	8 character DP ID followed by 8 digits Client ID
Member holding shares in Physical Form	Folio No. registered with the Company

- e. Next, Enter the image verification code as displayed and click on "Login"
- f. Next, Enter the Password :-
  - (i) Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through [www.evotingindia.com](http://www.evotingindia.com) in respect of their holding in any other company shall use their existing password.
  - (ii) Password entry for Member who are holding shares in demat form and are exercising e-voting for the first time and for Member holding shares in Physical form shall be as below :

PAN	Enter your 10 digit PAN (issued by the Income Tax Department), if the same has been registered with the DP or with the Company. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Date of Birth	Enter your Date of Birth in dd/mm/yyyy format for the said demat account or folio
Dividend Bank Details	Enter the Bank details as registered with the DP /Company. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depositories or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- g. After entering these details appropriately, Click on Submit tab for further processing.  
If the password entered is incorrect, system will not allow to login and you have to repeat the above process until the proper password is entered.
- h. Thereafter, Member holding shares in physical form will be directed to the "Company Selection" menu.  
Member holding shares in demat form and participating in e-voting through [www.evotingindia.com](http://www.evotingindia.com) for the first time, will be required mandatorily to create their own password to proceed with e-voting process. After completion of the new password creation, they will be directed to the Company Selection Menu.  
For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- i. Click on the EVSN for Integra telecommunication & Software Limited and you will be directed of the resolutions.
- j. The Description of the resolutions as set out in the Notice of the Meeting and the voting options "YES/No" will be displayed for each of the resolutions on the Screen for voting.
- k. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
- l. Select the option "YES" or "NO" for each of the Item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. After Selection click on SUBMIT and a confirmation box will not be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
- n. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the changed password then they should enter the User ID and the Captcha code and click on "Forgot Password" to enter the details as prompted by the system.
- q. Institutional Shareholder ( i.e. other than Individual, HUF, NRI etc.) are required to log on to <https://www.evoting.co.in> and register themselves as corporate .
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
9. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
10. M/s. Sarika & Company, A Practicing Chartered Accountants, C.P. Membership No. 405313 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusions of the e-voting period, unblock the votes in the presence of at least two (2) witnesses ( not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in "Favour" or "Against", if any, forthwith to the Chairman of the Company.
12. The Result of E-voting shall be declared on or after the 30<sup>th</sup> Annual General Meeting (AGM) of the Company. The results of E-voting alongwith the Scrutinizer's Report shall be placed on the website of the Company ([www.integratelesoftware.com](http://www.integratelesoftware.com) ) and also on the website of CDSL within two (2) days of passing of the resolutions at AGM and will also be communicated to the Stock Exchange(s).
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 29, 2015.

**By The Order of Board,  
For Integra Telecommunication & Software Ltd.**

Sd/-

**Shiwani Sharma  
Company Secretary**

**Date: 19<sup>th</sup> June, 2015**

**Place: New Delhi**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 30th Annual Report of the Company together with the Financial Statements for the year ended 31<sup>st</sup> March 2015.

### Financial Highlights

The Company's financial performance, for the year ended March 31, 2015 is summarized below:-

Particulars	2014-2015 (Rs.)	2013-2014 (Rs.)
Sales & Other Income	93794119.14	93787089.10
Profit before Depreciation	490347.62	2456309.89
Less :Depreciation & Amortization	6622192.00	7416506.00
Profit/(Loss) Before Taxation	(6131844.38)	(4960196.11)
Less : Taxation	–	–
Profit/(Loss) after Taxation	(6131844.38)	(4960196.11)
Less: Tax for Earlier year	–	(7000)
Add : Profit Brought Forward from Previous Year	3071184.60	8038380.71
Balance Carried to Balance Sheet	(3060659.78)	3071184.60

### Working Results

During the year under review, total income of the Company was Rs. 93794119.14 as against Rs. 93787089.10 in previous year ended 31<sup>st</sup> March, 2014. Net loss increased to Rs. 6131844.38 as against Rs. 4960196.11 in the preceding year. Your company suffering from loss due to low order received from clients and adverse market conditions. Your Directors are putting in their best efforts to improve the performance of the Company.

The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report.

### Future Outlook

In the current year, the business of the Company is likely to improve due to better market condition, technological advancements/improvement in the economy particularly in the IT Sector. Moreover, the company is diversifying into other related business areas where business potential is much more.

### Dividend

Your Director has not recommended any dividend for this financial year due to losses.

### Reserves

No amount has been transferred in reserves during the current financial year.

### Deposits

The company has not accepted any deposits from the public during the year under report.

### Directors and Key Managerial Personnel

During the financial year Mrs. Sonia Goyal, Company Secretary of the Company tender her resignation vide letter dated October 17<sup>th</sup>, 2014, board accepted it w.e.f 1<sup>st</sup> November, 2014 and appreciates for her services towards the organization.

In accordance with the provisions of the Companies Act, 2013 Mrs. Rashmee Agrawal, Managing Director, (DIN No. 01663761) retire by rotation and being eligible offer herself for re-appointment at the ensuing Annual General Meeting. The Board recommends her re-appointment. The Board places on record its deep appreciation for the valuable contribution made by her during his tenure as Managing Director of the Company.

The Company has received declarations from both the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchange.



# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

The Company have devised adequate Policy for performance evaluation of Independent Directors, Board & Committees members and other individual Directors, which includes criteria for performance evaluation of all directors. Their roles, rights & responsibilities are put up on the website under code of conduct and Code of fair disclosure.

## Statutory Auditors

The term of your Company Auditors **M/s. Sarika & Co.**, Chartered Accountants, expires at the ensuing Annual General Meeting and being eligible, they have expressed their willingness to be appointed as Statutory Auditors of the company. The Board recommends their Appointment Company for two years in the ensuing AGM subject to ratification by shareholders at every Annual General Meeting.

The Auditors observations and the relevant notes on the Accounts are self-explanatory and therefore do not call for further comments.

## Secretarial Auditor

The Board has appointed M/s R. Shaw & Associates, Practising Company Secretary as per Section 204 of Companies Act, 2014 to conduct Secretarial Audit of financial year 2014-15. The Secretarial Audit Report for the year under review has been annexed as Annexure I. The Secretarial Audit report does not contain any qualification/adverse remark except that Mr. Jibachh Jha ( already working with the Company from last 2 years as Head( Accounts & Finance)/ CFO as per listing agreement ) was designated as CFO as required by Section 204 of Companies Act, 2013 in the Board meeting held on September 3, 2014.

## Human Resources

Your Directors wish to place on record their deep appreciation for its human Resources. The Company continues to place tremendous importance on overall development of all its employees.

## Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company has no activities relating to conservation of energy or technology absorption. There is no foreign exchange earnings and outgo during the year.

## Meetings of Board

During the period under review, Your company have complied the requirement of board meeting as per section 173 of Companies Act, 2013. It had five Board Meetings dated 20.05.2014, 05.08.2014, 03.09.2014, 20.10.2014, 10.02.2015 and the gap between two is not greater than 120 days. For further details refer the Corporate Governance Report.

## Audit Committee

The Audit Committee comprises 3 directors as Mr. Ashok Kumar Juneja ( Independent Director), Mr. Biswanath Patnaik ( Independent Director) and Mr. Nikhil Agrawal ( Non- Executive Director). There were 4 committee meeting held during the reporting period and all the recommendations made by the Audit Committee were accepted by the Board.

## Nomination and Remuneration Committee

As per section 178 of Companies Act, 2013 nomination and remuneration Committee comprises three non-executive directors Mr. Biswanath Patnaik ( Independent Director) Mr. Ashok Kumar Juneja ( Independent Director) and Mr. Nikhil Agrawal ( Non- Executive Director).

The committee works with entire Board to determine the appropriate skills, expertness, experience, remuneration required for board as a whole and for Individual members and their remuneration based on their calibre.

## Contracts or arrangements with related parties

There has been no contract or arrangements entered into by the Company with any related party referred to in sub-section (1) of section 188 of the Companies Act, 2013.

## Directors Responsibility Statement

Pursuant to the Section 134 of the Companies Act 2013, Your Directors confirm that:

- (i) In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- (ii) Appropriate accounting policies have been followed consistently and judgments were made that were reasonable and prudent so as to give a true and fair view of state of affairs and profit of the company for the year ended on 31/03/2015;
- (iii) Proper and sufficient care has been taken to maintain adequate accounting records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Accounts have been prepared on a going concern basis.
- (v) The Directors have laid down internal financial controls to be followed by the Management and that such internal financial controls are adequate and are operating effectively; and
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **Material changes/commitments affecting the financial position, occurred after end of the financial year till date of report**

No material changes have been occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report of Board like settlement of any tax liabilities, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

## **Corporate Governance**

The Company has been practicing good Corporate Governance over a period of time and lays emphasis on transparency, accountability and integrity. Company confirm to the code of corporate governance as stipulated under the Listing Agreement which is also published on the website of the Company.

A report on Corporate Governance along with a Certificate of Auditors, M/s Sarika & Co., Chartered Accountants, confirming, compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, form part of the Annual Report .

## **Management Discussion and Analysis Report**

Management Discussion and Analysis Report, as required by clause 49 of listing agreement, form part of the Annual Report.

## **Corporate Social Responsibility**

We view responsible conduct as a necessary input for long term business success. We accept responsibility for our business, our employees and society. That is how we define our corporate responsibility (CR). But as per section 135 of the Companies Act, 2013 your Company is out of the preview of this responsibility.

## **Internal Financial Controls**

Your company has in place adequate internal financial control systems combined with delegation of power and periodical review of the process and financial statements. The control system is also supported by internal checking and management reviews with documented policies and procedures. As per requirement of Section 138 of Companies Act, 2013, M/s Nidhi Sharma & Company, Chartered Accountant being Internal Auditor of the Company placed their report for the financial year 2014-15, which does not contain any qualification/adverse remark.

## **Details of unclaimed Share Certificates**

In accordance with the requirements of the Clause 5A of the Listing Agreement, shares remaining unclaimed even after 3 reminders have to be transferred and held in a separate demat account. As per the information provided by the Registrars and Transfer Agent, No share remained unclaimed at the end of the year.

## **Vigil Mechanism**

The Vigil Mechanism of the Company includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee.

## **Subsidiary/Joint Ventures/Associate Companies**

Your company does not have any Subsidiary/Joint Ventures/Associate Companies.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## Risk Management

During the year, your Directors have an adequate risk management infrastructure in place capable of addressing those risks. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Audit Committee and the Board of Directors review these procedures periodically. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviours together form a complete and effective Risk Management System (RMS).

## Extract of the Annual Return

The extract of the annual return as prescribed under Companies Act, 2013 i.e. Form No. MGT – 9 shall form part of the Board's report is separately annexed herewith as Annexure II.

## General Disclosure

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) There are no deposits, details relating to deposits covered under Chapter V of the Companies Act, 2013.
- (ii) There was no issue of equity shares with differential rights as to dividend, voting or otherwise.
- (iii) There was no issue of shares (including sweat equity shares) to employees of the Company under any scheme
- (iv) No Change in the nature of the business of the Company took place during the year.
- (v) Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission during the year under review, Hence, no ratio of remuneration is applicable as required in Clause (12) of Section 197 of Companies act, 2013.  
During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 197(12) read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.
- (vi) There has been no loan, guarantee, investment made during the current financial year under section 186
- (vii) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (viii) Your Directors further state that during the year under review, no cases were filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## Acknowledgement

Your Directors would like to express their sincere appreciation for the support and co-operation received from Company's bankers, investors, vendors, customers, government authorities and business association during the year. Your Directors would also like to once again place on record their appreciation to the employees at all levels, who through their dedication, co-operation and support have enabled the Company to move closer towards achieving its corporate objectives.

By Order of the Board

For Integra Telecommunication & Software Ltd.

Sd/-  
Nikhil Agrawal  
Director  
DIN : 02763328

Sd/-  
Rashmee Agrawal  
Director  
DIN : 01663761

Place: New Delhi

Date: 19<sup>th</sup> June, 2015

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members  
**Integra Telecommunication And Software Limited**  
2283, Sector-D, Pocket-2,  
Vasant Kunj, New Delhi – 110070

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Integra Telecommunication And Software 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 our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes 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, 2015 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 and provided by the Company for the Financial Year ended on March 31, 2015 according to the provisions of:-

- i) The notified Sections of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Companies Act, 1956 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) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit period**);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit period**);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit period**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit period**); and

Office: 205, Aggarwal Plaza, Sector – 10, Plot No. 11, Central Market,  
Dwarka, New Delhi - 110075

**Ritika Shaw**

(ACS, B.COM, NCFM)

**Practicing Company Secretary**

**R SHAW & ASSOCIATES**

Mobile Nos: 99-998-84508

97-113-61479

Phone No: 011-43011969

011-25074078

E-Mail: csritikashaw@gmail.com

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period)**;

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not Applicable to the Company during the Audit period)**;

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

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

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all Directors of the scheduled Board Meetings. Agenda and detailed notes on Agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for a meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's 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.

**We further report that** the Company has appointed the Chief Financial Officer (CFO) with effect from September 3, 2014 and had filed the requisite forms to the Registrar of Companies after 30 days from the date of said appointment.

**For R Shaw & Associates  
Company Secretaries**

Sd/-

( Ritika Shaw )  
Proprietor

ACS No.: 36589

C.P. No.: 13615

Dated : 15<sup>th</sup> June, 2015

Place : New Delhi

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

Office: 205, Aggarwal Plaza, Sector – 10, Plot No. 11, Central Market,  
Dwarka, New Delhi - 110075

***Ritika Shaw***

(ACS, B.COM, NCFM)

**Practicing Company Secretary**

***R SHAW & ASSOCIATES***

Mobile Nos: 99-998-84508

97-113-61479

Phone No: 011-43011969

011-25074078

E-Mail: csritikashaw@gmail.com

**ANNEXURE 'A'**

To

The Members

**Integra Telecommunication And Software Limited**

2283, Sector-D, Pocket-2,

Vasant Kunj, New Delhi – 110070

Our report of even date is to be read along 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. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on 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 R Shaw & Associates**

**Company Secretaries**

**Sd/-**

**( Ritika Shaw )**

**Proprietor**

**ACS No.: 36589**

**C.P. No.: 13615**

**Dated : 15<sup>th</sup> June, 2015**

**Place : New Delhi**

Office: 205, Aggarwal Plaza, Sector – 10, Plot No. 11, Central Market,

Dwarka, New Delhi - 110075

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Annuxure-II

**FORM NO. MGT.9**

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> march 2015

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

### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L74899DL1985PLC020286
- ii) Registration Date : 27/02/1985
- iii) Name of the Company : INTEGRA TELECOMMUNICATION AND SOFTWARE LTD.
- iv) Category / Sub-Category of the Company : PUBLIC COMPANY
- v) Address of the Registered office and contact details : 2283, SECTOR-D, POCKET-2, VASANTKUNJ, NEWDELHI-1100070.  
PH:- +91-11-40574542.
- vi) Whether listed Company : Yes on BSE LIMITED
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any  
**REGISTRAR & TRANSFER AGENT** : LINK INTIME INDIA PVT. LTD.  
3, COMMUNITY CENTRE, NARAINA INDUSTRIAL AREA  
PHASE – 1, NEW DELHI- 1100028. PH:- 011-41410594

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	COMPUTER HARDWARE	620	100
2			
3			

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1					
2					

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
1 Indian									
g) Individual/ HUF	5977299	0	5977299	56.61	6484179	0	6484179	61.40	(+) 4.8
h) Central Govt									
i) State Govt (s)									
j) Bodies Corp.	616000	0	616000	5.83	109120	0	109120	1.03	(-) 4.8
k) Banks/FI									
l) Any Other..									
<b>Sub-total (A) (1):-</b>	6593299	0	6593299	62.44	6593299	0	6593299	62.44	0
2 Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
<b>Sub-total (A) (2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	6593299	0	6593299	62.44	6593299	0	6593299	62.44	0
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2027334	0	2027334	19.20	2027334	0	2027334	19.20	0.00
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	890	1291965	1292855	12.25	4340	1288515	1292855	12.24	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	646512	646512	6.12	0	646512	646512	6.12	0
c) Others (specify)									
<b>Sub-total (B)(2):-</b>	2028224	1938477	3966701	37.56	2031674	1935027	3966701	37.56	0
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	8621523	1938477	10560000	100.00	8624973	1935027	10560000	100.00	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	8621523	1938477	10560000	100.00	8624973	1935027	10560000	100.00	0



# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Chimman Lal Agrawal	1656672	15.69	0	1656672	15.69	0	0
2	Rashmee Agrawal	1742050	16.50	0	1742050	16.50	0	0
3	Nikhil Agrawal	86	0.00	0	506966	4.80	0	(+) 4.8
4	Shanti devi Agrawal	2578491	24.42	0	2578491	24.42	0	0
5	Global Infosystems Ltd	616000	5.83	0	109120	1.03	0	(-) 4.8
	Total							

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

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Global Infosystems Ltd.</b>				
	At the beginning of the year	616000	5.83	616000	5.83
	Sale of Shares as on 30/03/2015	(506880)	4.8	109120	1.03
	At the End of the year			109120	1.03
2	<b>Nikhil Agrawal</b>				
	At the beginning of the year	86	0	86	0
	Purchase of Shares as on 30/03/2015	506880	4.8	506966	4.8
	At the End of the year			506966	4.8

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	KAMLA SAXENA	30185	0.28	30185	0.28
2	SHASHINATH BALA	30185	0.28	30185	0.28
3	MANOHAR TIWARI	30185	0.28	30185	0.28
4	PAPPU KUMAR	30185	0.28	30185	0.28
5	RAMA MEHNDIRATTA	30185	0.28	30185	0.28
6	RUPA	30185	0.28	30185	0.28
7	SONAM	30185	0.28	30185	0.28
8	NAMITA GARG	30185	0.28	30185	0.28
9	SHANGITA DEVI	30185	0.28	30185	0.28
10	SHOBHA BIRLA	30185	0.28	30185	0.28

**Note :** There is no change in share holding of above top 10 shareholders during the year under review, so shareholding at the beginning and at the end of the year is same of each shareholder.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1.	<b>Mrs. Rashmee Agrawal</b>				
	At the beginning of the year	1742050	16.50	1742050	16.50
	Increase / Decrease in Share holding during the year	Nil	Nil	Nil	Nil
	At the End of the year			1742050	16.50
2.	<b>Mr. Nikhil Agrawal</b>				
	At the beginning of the year	86	0	86	0
	Increase in Share holding during the year	506880	4.8	506966	Nil
	At the End of the year			506966	4.8

## V. INDEBTEDNESS

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

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

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

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

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

B. Remuneration to other directors: NIL

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		.....	.....	.....	.....	
	3. Independent Directors					
	• Fee for attending board committee meetings • Commission • Others, please specify					
	Total (1)					
	4. Other Non-Executive Directors					
	• Fee for attending board committee meetings • Commission • Others, please specify					
	Total (2)					
	Total (B) = (1 + 2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	2,40,000	3,60,000	6,00,000
2.	Stock Option	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	
4.	Commission – as % of profit – others, specify...	NIL	NIL	NIL	
5.	Others, please specify	NIL	NIL	NIL	
	Total	NIL	2,40,000	3,60,000	6,00,000

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

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

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis ("MD&A") is designed to provide the reader with a greater understanding of the Company's business, the Company's business strategy, performance, the Company's expectations of the future, and how the company manages risk and capital resources under ongoing / upcoming economic & industrial conditions.

Forward looking statements made in this Report, are based on certain assumptions and of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized.

### **Business & Performance Overview:**

The company is engaged in the business of Computer hardware and software. The company deals in various type/ make of computer, laptop, various other hardwares and softwares as per the requirements of its client. The Company is a public limited company incorporated and domicile in India having registered office at Delhi. The Company initially listed on DSE and in 2013 it also listed at BSE.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Indian Generally Accepted Accounting Principles (GAAP) under historical cost convention on the accrual basis.

Your Company's performance comparatively decreased during F.Y 2014-15 due to lower orders received from the clients as compared to the previous year and adverse market conditions. As a result, during the F.Y 2014-15, Company have earned lower operating profits and after providing depreciation, there was a net loss of Rs. 61.31 lacs. The summarized financial performance is as under :-

**Amount ( Rs.)**

Particulars	F.Y 2014-15	F.Y 2013-14
Total Turnover	93794119.14	93787089.10
Depreciation & Amortization	6622192.00	7416506.00
Total Expenditure	99925963.52	98747285.21
Profit Before Tax (PBT)	(6131844.38)	( 4960196.11)
Provision For Tax	0.00	0.00
Profit After Tax(PAT)	(6131844.38)	( 4960196.11)
Equity Capital	105600000.00	105600000.00
Reserves & Surplus	939340.22	7071184.60

Your Management accepts responsibility for the integrity and objectivity of these statements as well as for the various estimates & judgments used therein.

### **Industry Structure and Developments:**

As the Economy of India is expected to grow with reasonable pace, each and every Sector of the Industry will be growing including IT, Software and Telecom Sector. As you are aware that your company is in the IT & Software Sector, it will also have, the immense opportunities with the growing Economy. The Company has adopted the IT & Software sector as its full fledged activity and have plans to grow at fast pace.

### **Outlook, Opportunities and Threats:**

With the continuous technological advancements in economy, particularly in IT sector, there will be enormous business opportunities for your company. It is poised to grow at much larger rate in the coming years. Your Company looks forward to avail such opportunities so as to improve its results.

### **Risk and Concerns:**

The competition is growing among software developers and manufacturers of computer software. There is competitive pressure on sales and margins are lowering year by year. The performance of the company is further dependent on the performance of the economy environment, pricing pressure, competitive position of IT Industry. Your Company, however has taken steps in strengthening the risk management systems and practices.

Risks can come from uncertainties in financial markets, legal liabilities, credit risk, accidents, natural causes and disasters Your company has adopted appropriate procedure and policies to safeguard it against such type of risks and uncertainty.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## **Corporate Social Responsibility**

Your company is socially responsible corporate citizen committed to deliver a positive impact across social, economic and environmental parameters. We uses all process/techniques commensurate with environment, safety, health, energy conservation

## **Internal Control systems and their adequacy:**

As part of the internal control systems, a comprehensive and well documented system of internal audit was reviewed by the Audit committee of Directors of your company, which commensurate with the size and nature of its business. A "Risk based Internal Audit" system has been introduced to make it more focused and effective.

## **The Company's internal control system aims to ensure that:**

- All Statutory Laws and regulations are complied with;
- The instructions and directional guidelines fixed by Executive Management or the Management Board are applied;
- The Company's internal processes are functioning correctly, particularly those implicating the security of its assets;
- Financial information is reliable; and generally, contributes to the control over its activities, to the efficiency of its operations and to the efficient utilization of its resources.

## **Material development in Human Resources / Industrial Relation:**

Your Company is having a competent team of dedicated employees. The company recognizes the importance and the contribution of its human resources for its growth and development. The company follows a proper policy to retain its employees including their training and skill development. HR policies of your company are being aligned with the current trends in the market. The Company follows a recognition and reward scheme that motivates the employees to perform better.

## **Prohibition of Insider Trading**

The Company has implemented a policy of prohibiting Insider trading in conformity with applicable regulations of the Securities Exchange Board of India (SEBI). Necessary procedures have been laid down for prohibition of Insider Trading.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## Corporate Governance Report

### **CORPORATE GOVERNANCE**

Corporate Governance is a systems of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy its stakeholders including shareholders, creditors, employees, customers and suppliers, as well as complying with the legal and regulatory requirements, apart from meeting environmental and local community needs. It involves defining and implementing a system of rules, processes, procedures and relationships to manage the organization and fulfills its legal & financial obligations and implementing processes that guarantee transparent information to all stakeholders.

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Your company has always endeavored for bringing excellence in all spheres of its working be it quality control, customer satisfaction, shareholders servicing, relationship with Employees etc. The basic Corporate Governance norms have been adopted at the Board, Management and Operational levels. These norms are reviewed and reaffirmed on an ongoing basis.

Your Company is in compliance with the mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges, as detailed below:-

### **I. BOARD OF DIRECTORS**

#### **(A) Composition of Board**

The Composition of the Board is in conformity with clause 49 of the listing agreement relating to the composition in terms of non-executive/ Independent directors. The Board of Directors of the Company comprises of 4 Directors with one Promoter (Executive) Directors, one Promoter (Non-Executive) Directors and two Independent (Non-Executive) Directors.

#### **(B) Non-Executive Directors' compensation and disclosures**

No remuneration has been to the Non Executive Directors' during the year. No stock options were granted to Non Executive Directors or Independent Director.

#### **(C) Other Provisions as to Board and Committees**

The meetings are convened by giving appropriate advance notice after obtaining approval of the Chairman of the Board/Committee. Detailed agenda, management reports and other explanatory statements are circulated in advance in the defined agenda format amongst the members for facilitating meaningful, informed and focused decisions at the meetings.

The meetings of the Board of Directors are normally held at the Company's registered office in New Delhi 4(four) Board Meetings were held during the financial year 2014-2015. The dates on which the meetings were held are 20.05.2014, 05.08.2014, 03.09.2014, 20.10.2014, 10.02.2015.

Details of number of Board meetings attended by Directors, attendance at the AGM, number of other directorship/ committee membership held by them during the year 2014-2015 are tabulated below:

Name	Category	Board Meetings Attended during year	Attendance at the Last AGM	Outside Directorship and Committee positions		
				Directorship#	Committee* Membership	Committee* Chairman
Mr. Nikhil Agrawal	Promoter Director (Non-Executive)	5	Yes	1	1	–
Mrs. Rashmee Agrawal	Promoter Director (Executive)	5	Yes	5	1	–
Mr. Biswanath Patnaik	Independent Director (Non Executive)	4	Yes	6	2	1
Mr. Ashok Kumar Juneja	Independent Director (Non Executive)	4	Yes	3	2	1

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

# As per Section 165 of the Companies Act, 2013 and explanation to clause 49(1)(c)(ii) of the Listing Agreement with the Stock Exchanges.

\*Only covers Membership /Chairmanships of Audit Committee and Shareholders/Investors Grievance Committee.

The Board periodically reviews Compliance Reports of all laws applicable to the Company and has put in place procedure to review steps to be taken by the Company to rectify instances of non-compliances, if any.

## II. AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Company complies with the provisions of Section 177 of the Companies Act, 2013 as well as requirements of Listing Agreement under clause 49 of the listing agreement pertaining to the Audit Committee. Its composition and functioning is as under:

- i) The Audit Committee consists of the three directors as members and two of them are independent directors.
- ii) All members of the committee are financially literate and the Chairman is having the requisite financial management expertise.
- iii) The Chairman of the Audit Committee is an independent director.
- iv) The Chairman of the Audit Committee is suppose to be present at coming Annual General Meeting going to be held on 29<sup>th</sup> July, 2015.
- v) The representatives of the statutory auditors and such other person and official of the company are invited to attend the Audit Committee meetings as and when required.

### (A) Meeting of the Audit Committee

During the Year, the Audit Committee had met four times on 05.08.2014, 03.09.2014, 20.10.2014, 10.02.2015. The composition of the Audit Committee and number of meetings attended by the members are given below:

Name of Member	Category	Number of meetings attended	Remarks
Mr. Ashok Kumar Juneja	Chairman, Independent Director	4	–
Mr. Biswanath Patnaik	Independent Director	3	–
Mr. Nikhil Agrawal	Non Executive Director (Promoter)	4	–

\*The Company Secretary acts as the secretary of the Committee.

## III. NOMINATION AND REMUNERATION COMMITTEE

For Complying the requirement of Section 178 of Companies Act, 2013 board has established the Nomination and Remuneration Committee to works with the entire board to determine the appropriate characteristics, skills , experience required for the board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the experience. The composition of the Committee is as under:-

Name of Member	Category	Remarks
Mr. Biswanath Patnaik	Chairman, Independent Director	–
Mr. Ashok Kumar Juneja	Independent Director	–
Mr. Nikhil Agrawal	Non Executive Director (Promoter)	–

### **The Board like to further inform as under about Remuneration of Director:**

- i) No remuneration was paid to the Executive as well as non Non-executive Directors.
- ii) The Non-Executive directors have disclosed that they do not hold any shares and/ or any convertible instruments in the Company.
- iii) There has been no pecuniary relationship or transactions of the non-executive directors vis-a-vis the company

## IV. SHARE TRANSFER-CUM-SHAREHOLDERS GRIEVANCE COMMITTEE

### i) **Terms of reference**

The Share Transfer-cum-Shareholders Grievance Committee is constituted under the Chairmanship of a non-executive director to consider and approve various requests for transfer, subdivision, consolidation, renewal, exchange, dematerialization, re-materialization, issue of new Certificates in replacement of old ones and redress the grievances of the Shareholders as may received from time to time.



# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## ii) Composition and Meeting

The present Composition of the committee is in conformity with Clause 49(iv)(G)(iii) of the Listing Agreement is tabulated as under:-

Name of Member	Category	Remarks
Mr. Ashok Juneja	Non Executive & Independent Director	-
Mr. Biswanath Patnaik	Chairman, Non Executive & Independent Director	-
Mrs. Rashmee Agrawal	Executive Director	-

Company Secretary is the Compliance Officer of the Committee, who oversees the investors grievances. Our Share transfer committee meets as often as required.

## iii) Investor Complaints received and redressed

No investors' complaint was received during the year under review. All queries received during the year under review were replied to the satisfaction of the shareholders/investors.

## V. GENERAL BODY MEETINGS

Location and time where the last three Annual General Meetings were held and the Special Resolutions passed thereat:

Year	Date	Location	Time	Whether Spl. Resolutions Passed
2011-12	29/09/2012	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	No
2012-13	05/09/2013	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	Yes
2013-14	30/09/2014	2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	Yes

Whether any Special Resolutions were passed through Postal Ballot Last Year: NIL

## VI. SUBSIDIARY COMPANIES

The company has no Subsidiary Company.

## VII. DISCLOSURES

### (A) Basis of related party transactions

The required disclosure with respect to the related party transactions, if any were duly made to Audit Committee on a quarterly basis in terms of Clause 49 (IV) (A) and other applicable laws. Transactions with related parties, if any are disclosed in the Notes to the Accounts as part of Financial Statements.

### (B) Disclosure of Accounting Treatment

During the year there has been no deviation in Accounting Policies/Accounting Standards of the company. The same are disclosed in the Notes to the Accounts as part of Financial Statements.

### (C) Risk Management

Your Company has a well-defined risk management framework in place. Under this framework, the Management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps as and when deemed necessary. The company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically.

### (D) Proceeds from Public issue, right issue, preferential issue etc.

Your company have not issued any share capital during the period under review by way of public issue, right issue, preferential issue or by any other means.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## **(E) CEO/CFO Certifications**

Mr. Nikhil Agrawal, Director and Mr. Jibachh Jha Head ( Finance & Accounts ),who are carrying responsibility of CEO and CFO respectively have given CEO/CFO certificate as per format prescribed under clause No. 49(v) of the Listing Agreement to the Board at its meeting held on 19th June, 2015.

## **(F) Details of Non Compliance**

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority nor there has been any instance of non compliance with any legal requirement or on any matter related to Capital Markets during the last three years.

## **(G) SEBI Complaints Redress System (SCORES)**

The Company processes the investors complaints received by it through a computerized complaints redress system. The salient features of this system are Computerized database of all inwards receipts and action taken on them, online submission of Action Taken Reports (ATRs) alongwith supporting documents electronically in SCORES .The investors can view online the current status of their complaints submitted through SEBI Complaints Redress System (SCORES).

## **VIII. CODE OF CONDUCT**

- (i) In compliance with clause 49 of the listing agreement and the companies Act, 2013 the company has framed a Code of Conduct and Code of Fair Disclosures. The copies of Code of Conduct as applicable to the Members of Board, Executive officers (including Senior Management of the Company) and Non Executive officers and all employees of the company have been sent to all the Directors and Senior Management Personnel. These are posted on the website of the company. The copy of the Code of Conduct and Code of Fair Disclosures can be had / inspected from the Registered Office of the company.
- (ii) All the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code as applicable to them during year ended March 31, 2015. The annual report of the Company contains certificate duly signed by the Director of the company.

## **IX. REPORT ON CORPORATE GOVERNANCE**

The Quarterly Compliance report has been submitted to the Stock Exchanges where the Companies equity shares are listed in the requisite format duly signed by the Compliance Officer i.e. Company Secretary.

## **X. COMPLIANCE CERTIFICATE**

- A. Compliance Certificate for Corporate Governance from the Auditors of the Company is annexed here with.
- B. The company had not adopted the non-mandatory requirements as mentioned in the Clause 49.

## **XI. MEANS OF COMMUNICATION**

Quarterly and Annual Audited financial results are sent immediately to the Stock Exchange after they are approved by the Board of Directors. The Company published its results within the stipulated time as per the Listing Agreement in leading newspapers, i.e. Business Standard in English & Hindi.

As per clause 54 of Listing Agreement, the Company has maintained functional website containing basic information & financial results. ([www.integratelesoftware.com](http://www.integratelesoftware.com))

The Company has designated an email-id [info@integratelesoftware.com](mailto:info@integratelesoftware.com)

## **XII. GENERAL SHAREHOLDER INFORMATION**

- |                                   |   |  |
|-----------------------------------|---|--|
| (i) <b>Annual General Meeting</b> | : | Wednesday, the 29 <sup>th</sup> July, 2015 at 11.00 AM<br>At 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70 |
| <b>Financial Year</b>             | : | April 01, 2014 to March 31, 2015   |
| <b>Book closure period</b>        | : | July 21 <sup>st</sup> , 2015 to July 29 <sup>th</sup> , 2015<br>(Both days inclusive)                            |
| <b>Dividend payment</b>           | : | No dividend is recommended to be declared.   |

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## (ii) Financial Calendar

Events	Actual date/Tentative time frame
Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2015	2 <sup>nd</sup> Week of August, 2015
Financial Reporting for the quarter ending 30 <sup>th</sup> September, 2015	2 <sup>nd</sup> Week of November, 2015
Financial Reporting for the quarter ending 31 <sup>st</sup> December, 2015	2 <sup>nd</sup> Week of February, 2016
Financial Reporting for the quarter ending 31 <sup>st</sup> March, 2016	2 <sup>nd</sup> Week of May, 2016

## (iii) Listing:

The Equity Shares of the company are listed on Bombay Stock Exchange Ltd. Already paid listing fee for the year 2015-16 to BSE.

(iv) **ISIN No. and BSE Security Code** is INE256F01019 and 536868 respectively.

(v) **Market price information:** As per our information, last trading price was Rs. 36.95 (as per BSE traded price).

## (vi) Stock Market Price Data

The Monthly High/Low stock prices of Company Equity Shares at Bombay Stock Exchange during Financial Year 2014-2015 are given below :

Integra Telecommunication & Software Ltd. ( Share Price)		
Month	High ( Rs.)	Low (Rs.)
Apr-14	29.2	29.2
Jun-14	30.65	32.15
Jul-14	33.75	57.3
Aug-14	54.45	54.45
Sep-14	34.45	39.5
Oct-14	41.45	43
Nov-14	40.85	40.85
Jan-15	38.85	38.85
Mar-15	36.95	36.95

## (vii) Share Transfer System

Shares lodged for transfer in house are normally processed and approved by Share Transfer-cum-Shareholders Grievance Committee as and when required. The Registrar & Share Transfer Agent of the company is " LINK INTIME INDIA PVT. LTD." The Transfer and Transmission of shares is processed within stipulated time from date of receipt of documents complete in all respect.

## (viii) Distribution of shareholding

(a) **Distribution of shareholding as on March 31<sup>st</sup>, 2015 :**

Category (No. of Shares)	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Total Shares
Upto 500	49	9.12	1777	0.02
501 – 1000	174	31.75	149968	1.42
1001 – 10000	285	52.00	1123575	10.64
10001 & above	40	7.13	9284680	87.92
<b>TOTAL</b>	<b>548</b>	<b>100.00</b>	<b>10560000</b>	<b>100.00</b>

(b) **Shareholding pattern as on March 31, 2015**

Category of Shareholder	No. of Shareholders	Total No. of Shares held	Percentage of Shareholding
(A) Promoters & Promoter Group	5	6593299	62.44
(B) Public shareholding			
(i) Mutual Funds /Banks /FIIS /IFCI	NIL	NIL	NIL
(ii) NRIs/ Foreign Nationals	NIL	NIL	NIL
(iii) Private Corporate Bodies	7	2027334	19.20
(iv) Individuals	536	1939367	18.36
<b>TOTAL</b>	<b>548</b>	<b>10560000</b>	<b>100.00</b>

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(ix) **Dematerialization of shares and liquidity**

The shareholders of the company have been admitted with both NSDL and CDSL for dematerialization. This helps the investor to dematerialize their holding in electronic form and resultant fast transfer of shares. As on 31st March 2015, 81.68% of Equity shares stands dematerialized.

(x) **Outstanding ADRs/GDRs/Warrants/Options or any convertible Instruments, conversion date and likely impact on Equity**

There are no outstanding GDRs/ADRs/Warrants of the Company.

(xi) **Green Initiative**

Pursuant to Circulars No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA), MCA has undertaken a "Green Initiative in Corporate Governance", by allowing paperless compliance including service of notices/documents by companies to their shareholders through electronic mode. In order to enable the Company to send such documents in electronic form, members who hold shares in physical form are requested to register their e-mail addresses with the Company by sending a letter to their addresses given elsewhere in the Report, or an e-mail on their respective e-mail ID [cs@integratelesoftware.com](mailto:cs@integratelesoftware.com) and intimate changes in the e-mail Id from time to time.

(xii) **Address for correspondence**

**Company Secretary**

Integra Telecommunication & Software Limited  
2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70  
Tel: 011-40574542  
Email ID: [cs@integratelesoftware.com](mailto:cs@integratelesoftware.com)  
Website: [www.integratelesoftware.com](http://www.integratelesoftware.com)

**Our Registrar:-**

**Link Intime India (P) Ltd**

3, Community centre, Naraina Industrial Area  
Phase-1, New Delhi-110028.  
Phone No- 011-41410592 & 94  
E-mail:-[delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

## CERTIFICATION BY DIRECTOR AND HEAD ( F & A ) :-

**We, to the best of our knowledge and belief, do hereby certify that:**

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their 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 their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the Auditors and the Audit Committee:
  - 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 they have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board**

**For Integra Telecommunication & Software Ltd.**

**Place: New Delhi**  
**Date: 19<sup>th</sup> June, 2015**

**Sd/-**  
**Jibachh Jha**  
**Chief Finance Officer**

**Sd/-**  
**Nikhil Agrawal**  
**Director**  
**DIN-02763328**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## DECLARATION ON COMPLIANCE OF COMPANY'S CODE OF CONDUCT

This is to confirm that the company has adopted a Code of Conduct for its employees and Directors.

I confirm that that the Company has in respect of the financial year ended 31st March, 2015, received from the Senior Management Personal and the members of the Board, a declaration of compliance with the code of conduct as applicable to them.

For the purpose of this declaration, senior management team means the Chief Financial Officer, the Company Secretary and all functional heads of Company as on March 31, 2015.

**For Integra Telecommunication & Software Ltd.**

**Place: New Delhi**

**Date: 19<sup>th</sup> June, 2015**

**Sd/-  
(Nikhil Agrawal)  
Director  
DIN-02763328**

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO,  
THE MEMBERS,

**Integra Telecommunication & Software Ltd.**

We have examined the compliance of conditions of Corporate Governance by INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED, for the year ended on 31st March , 2015 as stipulated in clause 49 of Listing Agreement of the said company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management . Our examination was limited to procedures and implementations 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company had complied with the conditions of Corporate Governance as stipulated in the above -mentioned Listing Agreement.

We 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 had conducted the affairs of the Company.

**FOR SARIKA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 015306C**

**Sd/-  
( Sarika Prasad )  
Proprietor  
FCA  
Membership No.: 405313**

**Dated : 19<sup>th</sup> June, 2015  
Place : New Delhi**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## INDEPENDENT AUDITOR'S REPORT

**TO  
THE MEMBERS OF  
INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED  
NEW DELHI**

We have audited the accompanying standalone financial statements of **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED** which comprise the balance sheet as at **31<sup>st</sup> March 2015**, the statement of Profit & Loss account and cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting policies and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (1) In the case of the Balance Sheet, of the state of affairs of the company as at **31<sup>st</sup> March, 2015**;
- (2) In the case of Statement of Profit and Loss, **Loss** of the Company and its **Cash Flows** for the year ended on **31<sup>st</sup> March 2015**.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies ( Auditor's Report) Order 2015( "the order") issued by the Central Government of India in terms of the sub section (11) of the section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3), we report that:

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of accounts as required by the law have been kept by the company so far as it appears from our examination of those books;
- c. The Balance sheet, the statements of profit and loss and the cash flow statements dealt with by this report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the accounting standards as specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on the record by the Board of Directors , none of the directors is disqualified as on 31<sup>st</sup> March 2015 for being appointed as the director in terms of section 164(2) of the Act, and.
- f. With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules 2014, in our opinion and to the best of the information and according to the explanations given to us, there is no disclosure requirement by the company and its financial statements.

**FOR SARIKA & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No. 015306C**

**Sd/-**  
**( Sarika Prasad )**  
**Proprietor**  
**FCA**  
**Membership No.: 405313**

**Dated : 19<sup>th</sup> June, 2015**  
**Place : New Delhi**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## ANNEXURE TO THE INDEPENDENT ADUIITOR'S REPORT OF EVEN DATE OF THE AUDITOR'S TO THE MEMBERS OF INTEGRA TELECOMMUNICATIONS & SOFTWARE LIMITED, NEW DELHI FOR THE YEAR ENDED ON 31ST MARCH 2015

The annexure referred to in our independent auditors report to the members of the company on the standalone financial statements for the year ended 31<sup>st</sup> March 2015, we report that:

- i. a. The company has maintained proper records showing full particulars, including quantities, details and situation of fixed assets.  
b. The company has a regular programme of physical verification of its assets by which the assets of the company are verified from time to time, in accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification is reasonable having regard to the size of the company and the nature of its assets.
- ii. a. The company is dealing in trading of software and physical verification of the inventory has been conducted at reasonable intervals by the management.  
b. The procedures of physical verification of inventory is followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.  
c. The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. a. The company has not granted any loans secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the Companies act 2013("the act")  
b. Since the company has not granted any loans secured or unsecured companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013("the act") clause iii (b) of the order is not applicable.  
c. Since the company has not granted any loans secured or unsecured companies, firms and other parties covered in the register maintained under section 189 of the companies act 2013, ("the act") clause (iii)(c) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and trading of good.
- v. The company has not accepted any deposits from the public.
- vi. The Central government has not prescribed the maintenance of cost records under section 148(1) of the act for business done by the company.
- vii. a. According to the information and explanations given to us and on the basis of the records of the company, amounts deducted/ accrued in the books accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of employee's state insurance and excise duty.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.  
b. According to the information and explanations given to us, there are no material dues of wealth tax, service tax, custom duty and cess which have not been deposited with the appropriate authorities on account of any dispute.  
c. According to the information given to us there is no amount which is required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the companies act 2013 and rules there under.
- viii. The company have accumulated losses of Rs. 3060659.78 at the end of the financial year under review and has not incurred cash losses in the financial year and preceding financial year.
- ix. The company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- x. In our opinion and according to the information given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The company does not have any terms loans outstanding for the year.
- xii. According to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of audit.

FOR SARIKA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 015306C

Sd/-  
( Sarika Prasad )  
Proprietor  
FCA  
Membership No.: 405313

Dated : 19<sup>th</sup> June, 2015  
Place : New Delhi



# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## BALANCE SHEET AS ON 31ST MARCH 2015

(In Rs.)

PARTICULARS	Note	31/03/2015	31/03/2014
<b>EQUITY AND LIABILITIES</b>			
<b>Sharholders Funds</b>			
Share Capital	2.1	105,600,000.00	105,600,000.00
Reserves and Surplus	2.2	939,340.22	7,071,184.60
		106,539,340.22	112,671,184.60
<b>Current Liabilities</b>			
Trade Payables	2.3	2,067,823.10	11,793,418.20
Other Current Liabilites	2.4	40,000.00	30,000.00
		2,107,823.10	11,823,418.20
<b>TOTAL</b>		<b>108,647,163.32</b>	<b>124,494,602.80</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
<b>Tangible Assets</b>			
	2.5	13,114,506.00	19,658,698.00
Non Current Investments	2.6	73,350,000.00	0.00
Other Non-Current Assets	2.7	78,000.00	156,000.00
		86,542,506.00	19,814,698.00
<b>Current Assets</b>			
Inventories	2.8	2,245,000.00	51,752,461.48
Trade Receivables	2.9	9,712,456.74	34,899,714.34
Cash and Bank Balances	3.0	114,713.20	652,709.64
Short-Term Loans and Advances	3.1	10,032,487.38	17,375,019.34
		22,104,657.32	104,679,904.80
<b>TOTAL</b>		<b>108,647,163.32</b>	<b>124,494,602.80</b>
Significant Accounting Policy & Notes on Financial Statements	<b>1 to 3.8</b>		

In terms of our report of even date

For and on behalf of the Board of Directors of

**For SARIKA & Co**  
Chartered Accountants  
Firm Registration No. -- 015306C

**Integra Telecommunication & Software Ltd.**

Sd/-  
Sarika Prasad  
Proprietor  
FCA  
M.No.-405313

Sd/-  
Nikhil Agrawal  
Director  
DIN-02763328

Sd/-  
Rashmee Agrawal  
Director  
DIN-01663761

Place : New Delhi  
Date : 19/06/2015

Sd/-  
Jibachh Jha  
Chief Financial Officer

Sd/-  
Shiwani Sharma  
Company Secretary

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2015

In Rs.

PARTICULARS	Note	31/03/2015	31/03/2014
<b>REVENUE FROM OPERATIONS:-</b>	3.2	42,769,219.14	93,717,589.10
Other Income	3.3	51,024,900.00	69,500.00
<b>Total Revenue</b>		<b>93,794,119.14</b>	<b>93,787,089.10</b>
<b>EXPENDITURE :-</b>			
Purchases of Stock-In-Trade	3.4	42,375,764.00	93,017,918.21
Changes In Inventories of Goods	3.5	49,507,461.48	(4,466,975.48)
Empolyees benefit expenses	3.6	683,915.00	1,009,757.00
Depreciation and amortization expenses	3.7	6,622,192.00	7,416,506.00
Other expenses	3.8	736,631.04	1,770,079.48
<b>Total expenses</b>		<b>99,925,963.52</b>	<b>98,747,285.21</b>
Profit for Tax		(6,131,844.38)	(4,960,196.11)
Tax expense :			
Current Tax		-	-
Profit from continuing operations		(6,131,844.38)	(4,960,196.11)
Profit for the year		(6,131,844.38)	(4,960,196.11)
Earning Per Share			
<b>Basic and Diluted</b>		0.00	0.00
Significant Accounting Policy & Notes on Financial Statements	<b>1 to 3.8</b>		

In terms of our report of even date

**For SARIKA & Co**  
Chartered Accountants  
Firm Registration No. -- 015306C

Sd/-  
Sarika Prasad  
Proprietor  
FCA  
M.No.-405313

Place : New Delhi  
Date : 19/06/2015

For and on behalf of the Board of Directors of  
**Integra Telecommunication & Software Ltd.**

Sd/-  
Nikhil Agrawal  
Director  
DIN-02763328

Sd/-  
Rashmee Agrawal  
Director  
DIN-01663761

Sd/-  
Jibachh Jha  
Chief Financial Officer

Sd/-  
Shiwani Sharma  
Company Secretary

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD) FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	Year ended 31 <sup>st</sup> March 2015	
<b><u>Cash flows from/used in operating activities</u></b>		
Profit before extraordinary items and tax		<b>-6131844.38</b>
Adjustments for depreciation and amortisation expense	6622192	
Other adjustments to reconcile profit (loss)	-	
<b>Total adjustments to profit (loss)</b>		6622192
Operating Profit before Working Capital Changes		<b>490347.62</b>
<b><u>Adjustments for working capital</u></b>		
Increase in inventories	49507461.48	
Decrease in trade receivables	25187257.6	
Increase in Short Term Loan and Advances (assets)	7342531.96	
Decrease in trade payable	-9725595.1	
Increase in other current liabilities	10,000	
Total adjustments for working capital		<b>72321655.94</b>
Net cash flows from (used in) operations		72812003.56
Income taxes (paid) refund		NIL
Net cash flows from (used in) operating activities before extraordinary items		72812003.56
<b>Net cash flows from (used in) operating activities (A)</b>		<b>72812003.56</b>
<b><u>Cash flows from used in investing activities</u></b>		
Purchase of tangible assets	-	
Purchase of Non-Current assets	-73350000	
Income taxes (paid) refund	-	
Net cash flows from (used in) investing activities before extraordinary items		-73350000
<b>Net cash flows from (used in) investing activities (B)</b>		<b>-73350000</b>
<b><u>Cash flows from used in financing activities</u></b>		
Proceeds from issuing shares	-	
Repayments of borrowings	-	
Interest paid	-	
Net cash flows from (used in) financing activities before Extraordinary items		Nil
<b>Net cash flows from (used in) financing activities (C)</b>		<b>Nil</b>
<b>Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)</b>		<b>-537996.44</b>
<b>Cash and cash equivalents as on 1<sup>st</sup> April 2014</b>		<b>652709.64</b>
<b>Cash and cash equivalents as on 31<sup>st</sup> March 2015</b>		<b>114713.2</b>

In terms of our report of even date

For and on behalf of the Board of Directors of

**For SARIKA & Co**  
Chartered Accountants  
Firm Registration No. -- 015306C

**Integra Telecommunication & Software Ltd.**

Sd/-  
Sarika Prasad  
Proprietor  
FCA  
M.No.-405313

Sd/-  
Nikhil Agrawal  
Director  
DIN-02763328

Sd/-  
Rashmee Agrawal  
Director  
DIN-01663761

Place : New Delhi  
Date : 19/06/2015

Sd/-  
Jibachh Jha  
Chief Financial Officer

Sd/-  
Shiwani Sharma  
Company Secretary

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

### SIGNIFICANT ACCOUNTING POLICIES

#### 1. Going Concern

The accounts are being prepared on the going concern basis, i.e. the assets and liabilities are recorded on the basis that the Company will be able to use or realise its assets at least at the recorded amounts and discharge its liabilities in the usual course of business.

#### 2. Basis of preparation of financial statements.

These financial statements are prepared in accordance with the Indian Generally Accepted accounting principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises of mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 3. Use of estimates

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of incomes and expenses during that period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 4. Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue is primarily derived from trading of software and hardware. Arrangements with customers are on a time and item basis.

#### 5. Provisions and contingent Liabilities

A provision is recognized if as a result of a past event, the company has a present obligation that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of the economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow is remote, no provision or disclosure is made.

#### 6. Onerous Contracts

There is no Onerous Contracts entered by the Company.

#### 7. Tangible Assets and Capital work in progress

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. There is no Capital work in progress at the reporting date.

#### 8. Intangible Assets

There are no Intangible assets with the Company at the reporting date.

#### 9. Depreciation and Amortization

Depreciation on tangible assets is provided on straight line basis over the useful life of the assets estimated by the management. Depreciation for assets purchased/ sold during a period is proportionately charged.

#### 10. Impairment

The management periodically assesses, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. An impairment loss for an asset is reversed, if and only if, the reversal can be related to an objectively to an event occurring after the impairment loss was recognized.

#### 11. Retirement Benefits to employees

##### Gratuity

The company is not covered under Gratuity Plan.

##### Superannuation

The company is not covered under Superannuation Plan.

##### Provident fund

The company is not covered under Provident Fund.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## 12. Share based payments

The Company have not issued any stock-options so far and hence no share based payment during the reporting year.

## 13. Foreign Currency Transactions

There are no Foreign currency transactions during the year.

## 14. Forward and option contracts in foreign currencies

Since there are no Foreign exchange transactions forward and option contracts is not applicable

## 15. Income Taxes

Income taxes are accrued in the same year in which the related revenues and expenses arise. A provision is made for income tax based on the tax liability computed, after considering tax allowances and exemptions. The company does not recognizes Provisions for Deferred Tax assets/Liabilities.

## 16. Earnings per share

Basic earnings per share in computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

## 17. Investments

Current investments are carried at the lower of the cost and quoted/fair value of each investment individually. Non-Current investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

## 18. Cash and cash equivalent

Cash and cash equivalent comprise cash and cash deposit with banks and corporations.

## 19. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of the transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

## 20. Leases

No Lease agreement entered by or with the Company except lease for office premises.

## 21. Inventories

Items of Inventories are measured at lower of cost and net realizable value providing for obsolescence, if any.

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2015

### 2.1 Share Capital

Particular	31/03/2015	31/03/2014
<b>Authorised Share Capital</b>		
11000000 (11000000) Equity Shares (with voting rights) of Rs. 10/- each	110,000,000.00	110,000,000.00
	<b>110,000,000.00</b>	<b>110,000,000.00</b>
<b>Issued, Subscribed and Paid up</b>		
10560000 (10560000) Equity Shares (with voting rights) of Rs. 10/- each	105,600,000.00	105,600,000.00
<b>TOTAL</b>	<b>105,600,000.00</b>	<b>105,600,000.00</b>

### Details of Shareholder Holding more than 5%

Particular	As on 31/03/2015		As on 31/03/2014	
	No. of Shares	% Held	No. of Shares	% Held
C.L. AGARWAL	1656670	15.69%	1656670	15.69%
RASHMEE AGARWAL	1742048	16.50%	1742048	16.50%
SHANTI DEVI AGARWAL	2578488	24.42%	2578488	24.42%
GLOBAL INFOSYSTEMS LIMITED	109120	1.03%	616000	5.83%
CRA INFOTECH PVT. LTD.	1519704	14.39%	1519704	14.39%

### Details of Equity Shares Issued In Preceeding Years

Particular	As on 31/03/2015	As on 31/03/2014
	Total Shares	Total Shares
1) Number of Equity Shares Issued as Bonus Share (Fully Paid up) In last 5 years	6,960,000	6,960,000
2) Number of Equity Shares Allotted For Contract without payments Received In Cash (Fully Paid up) In the Last 5 Year	600,000	600,000

### 2.2 Reserve and Surplus

Particular	In Rs.	
	31/03/2015	31/03/2014
<b>Securities Premium Reserve :-</b>		
As per Last Balance Sheet	4,000,000.00	4,000,000.00
Securities Premium Reserve Closing Balance	<b>4,000,000.00</b>	<b>4,000,000.00</b>
<b>Profit &amp; Loss :-</b>		
As per Last Balance Sheet	3,071,184.60	8,038,380.71
Add : Amount transferred from P&L Account	(6,131,844.38)	(4,960,196.11)
Less : Income Tax Paid AY (2013-14)	-	7,000.00
<b>Closing Balance</b>	<b>(3,060,659.78)</b>	<b>3,071,184.60</b>
<b>TOTAL</b>	<b>939,340.22</b>	<b>7,071,184.60</b>

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## 2.3 Trade Payables

In Rs.

Particular	31/03/2015	31/03/2014
Sundry Creditors-Others	2,067,823.10	11,793,418.20
<b>TOTAL</b>	<b>2,067,823.10</b>	<b>11,793,418.20</b>

## 2.4 Other Current Liabilities

In Rs.

Particular	31/03/2015	31/03/2014
Audit Fees Payable	40,000.00	30,000.00
<b>TOTAL</b>	<b>40,000.00</b>	<b>30,000.00</b>

## 2.5 Fixed Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2014	Additions	Deductinon / Adjustment	As at 31.03.2015	Upto 31.03.2014	For the Year	Deduction / Adjustment	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Computer & Softwares	42,985,000	-	-	42,985,000	27,242,681	6,043,267	-	33,285,948	9,699,052	15,742,319
Books & Course Creation	9,375,000	-	-	9,375,000	5,757,134	445,313	-	6,202,447	3,172,554	3,617,866
Furniture & Furnishing	288,000	-	-	288,000	254,750	18,230	-	272,980	15,021	33,250
Air Conditioners & electrical Fittings	325,000	-	-	325,000	215,327	15,438	-	230,765	94,236	109,674
Office & electrical Equipments	462,000	-	-	462,000	306,414	21,945	-	328,359	133,644	155,586
<b>TOTAL</b>	<b>53,435,000</b>	<b>-</b>	<b>-</b>	<b>53,435,000</b>	<b>33,776,306</b>	<b>6,544,192</b>	<b>-</b>	<b>40,320,498</b>	<b>13,114,506</b>	<b>19,658,695</b>
PREVIOUS YEAR	53,435,000	-	-	53,435,000	26,437,799	7,338,506	-	33,776,306	19,658,695	26,997,204

## 2.6 Non Current Investment

In Rs.

Particular	31/03/2015	31/03/2014
Investments in Equity Instruments– Non trade Unquoted, at cost:- 150000 Equity share (31.03.2014 : 0) Eagle Hunter solution Ltd of Rs.10/- each fully paid-up In Equity.	73,350,000.00	000
<b>TOTAL</b>	<b>73,350,000.00</b>	<b>0.00</b>

## 2.7 Other Non Current Assets

In Rs.

Particular	31/03/2015	31/03/2014
Preliminary expenses (To the extent not written off)	78,000.00	156,000.00
<b>TOTAL</b>	<b>78,000.00</b>	<b>156,000.00</b>

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## 2.8 Inventories

In Rs.

Particular	31/03/2015	31/03/2014
Stock In Trade	2,245,000.00	51,752,461.48
<b>TOTAL</b>	<b>2,245,000.00</b>	<b>51,752,461.48</b>

## 2.9 Trade Receivables

In Rs.

Particular	31/03/2015	31/03/2014
A. Sundry Debtors (Unsecured & considered good )	9,712,456.74	34,899,714.34
<b>TOTAL</b>	<b>9,712,456.74</b>	<b>34,899,714.34</b>

## 3.0 Cash and Bank Balance

In Rs.

Particular	31/03/2015	31/03/2014
Cash In Hand	66,774.03	43,879.03
Balances with Bank (In Current Accounts)	47,939.17	608,830.61
<b>TOTAL</b>	<b>114,713.20</b>	<b>652,709.64</b>

## 3.1 Short Term Loans and Advances

In Rs.

Particular	31/03/2015	31/03/2014
Loans and advances to others (Unsecured and considered good)		
VAT Receivable	4487.38	4159.34
Income Tax refundable	-	20,860.00
Others	10,028,000.00	17,350,000.00
<b>TOTAL</b>	<b>10,032,487.38</b>	<b>17,375,019.34</b>

## 3.2 Revenue from Operations

In Rs.

Particular	31/03/2015	31/03/2014
Sale of Products	42,769,219.14	93,717,589.10
<b>TOTAL</b>	<b>42,769,219.14</b>	<b>93,717,589.10</b>



# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## 3.3 Other Income

In Rs.

Particular	31/03/2015	31/03/2014
Other Income	51,024,900.00	69,500.00
<b>TOTAL</b>	<b>51,024,900.00</b>	<b>69,500.00</b>

## 3.4 Purchases of Stock In Trade

In Rs.

Particular	31/03/2015	31/03/2014
Purchases of Product	42,375,764.00	93,017,918.21
<b>TOTAL</b>	<b>42,375,764.00</b>	<b>93,017,918.21</b>

## 3.5 Changes in Inventory

In Rs.

Particular	31/03/2015	31/03/2014
Opening Amount	51,752,461.48	47,285,486.00
Closing Amount	2,245,000.00	51,752,461.48
Increase / Decrease in Amount	49,507,461.48	(4,466,975.48)

### Details of Inventory

Particular	31/03/2015	31/03/2014
Stock In Trade (Closing Amount)	2,245,000.00	51,752,461.48

## 3.6 Employees Benefit Expense

In Rs.

Particular	31/03/2015	31/03/2014
Salary, Wages and Bonus	665,873.00	981,197.00
Staff Welfare	18,042.00	28,560.00
<b>TOTAL</b>	<b>683,915.00</b>	<b>1,009,757.00</b>

## 3.7 Depreciation and Amortisation Expenses

In Rs.

Particular	31/03/2015	31/03/2014
Depreciation On Tangible Assets	6,544,192.00	7,338,506.00
Amortisation of Intangible Assets W/off	78,000.00	78,000.00
<b>TOTAL</b>	<b>6,622,192.00</b>	<b>7,416,506.00</b>

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## 3.8 Other Expenses

In Rs.

Particular	31/03/2015	31/03/2014
<b><u>Administrative and General Expenses</u></b>		
Telephone Expenses	43,942.00	65,111.00
Printing & Stationery	17,301.00	26,803.00
Postage and Courier	855.00	1,261.00
Rent	266,000.00	156,000.00
Auditor's Remmuneration	40,000.00	30,000.00
Office Maintainence	1,750.00	45,712.00
Electricity & Water Expenses	45,550.00	118,545.00
Travelling & Conveyance	8,995.00	60,954.00
ROC & Listing Fees	115,360.00	204,827.00
Legal and professional charges	94,786.00	983,822.00
Business Promotion	5,650.00	15,929.00
Advertisement Expenses	64,781.00	57,853.00
Bank Charges	1,373.04	3,262.48
Miscellanious exps.	9,428.00	0.00
Expenses for Earlier year	20,860.00	0.00
<b>TOTAL</b>	<b>736,631.04</b>	<b>1,770,079.48</b>

In terms of our report of even date

**For SARIKA & Co**  
**Chartered Accountants**  
**Firm Registration No. -- 015306C**

**Sd/-**  
**Sarika Prasad**  
**Proprietor**  
**FCA**  
**M.No.-405313**

**Place : New Delhi**  
**Date : 19/06/2015**

For and on behalf of the Board of Directors of  
**Integra Telecommunication & Software Ltd.**

**Sd/-**  
**Nikhil Agrawal**  
**Director**  
**DIN-02763328**

**Sd/-**  
**Rashmee Agrawal**  
**Director**  
**DIN-01663761**

**Sd/-**  
**Jibachh Jha**  
**Chief Financial Officer**

**Sd/-**  
**Shiwani Sharma**  
**Company Secretary**

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

## INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542

Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070

Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

### ATTENDANCE SLIP

#DP ID.		FOLIO NO.	
#CLIENT ID		NO. OF SHARES	

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company held at registered office of the company on Wednesday, the 29<sup>th</sup> July 2015 at 11.00 a.m.

Name of the Shareholder (in block letters)
Name of Proxy / Authorised Representative attending * ( in block letters)

\*Strike out whichever is not applicable

# Applicable for shareholders holding shares in dematerialized form.

Signature of the attending shareholder / Proxy / Authorised Representative

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

### PROXY FORM

## INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542

Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070

Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

[Pursuant to Section 105(6) of the Companies, Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DPID/Client ID :	

I/We \_\_\_\_\_ being a Member / Members of INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED holding \_\_\_\_\_ shares hereby appoint.

- (1) Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him;
- (2) Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him;
- (3) Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him;

# INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 29<sup>th</sup> July 2015 at 11.00 a.m. at the Registered office of the company and at any adjournment(s) thereof in respect of the resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

<b>Resolution Number</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
<b>ORDINARY BUSINESS</b>			
1.	Adoption of audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015		
2.	Appointment of Mrs. Rashmee Agrawal, Managing Director, (DIN:01663761) who retires by rotation and being eligible offers herself for re-appointment.		
3.	Appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor .		

Signed this \_\_\_\_\_ day of July 2015

Signature of Shareholder Signature of Proxy Holder(s)

**Note:**

\*\* It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to act in the manner as he/she may deem appropriate.

Affix  
Revenue  
Stamp

Proxy form must reach company's registered office not later than  
48 hours before the commencement of the meeting

FOR OFFICE USE ONLY

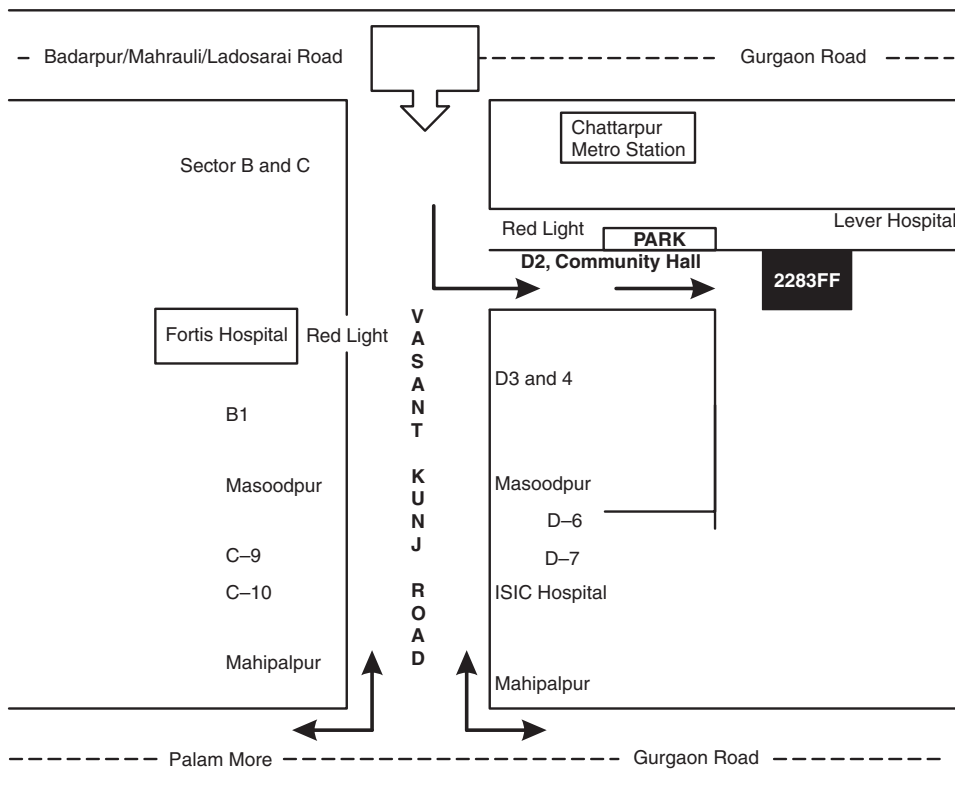
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DATE OF RECEIPT

# Book - Post

## 30TH ANNUAL REPORT 2014-2015

Route Map for 2283, Sector-D, Pocket-2



*If undelivered, please return to:*

**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**

2283, Sector-D, Pocket-2,

Vasant Kunj, New Delhi-110070

E-mail: [info@integratelesoftware.com](mailto:info@integratelesoftware.com)

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542

Website: [www.integratelesoftware.com](http://www.integratelesoftware.com)