

32nd
ANNUAL
REPORT
2016-2017

**INTEGRA TELECOMMUNICATION
AND SOFTWARE LIMITED**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LTD.

108/9, KISHAN GARH , VASANT KUNJ, NEW DELHI-110070

BOARD OF DIRECTORS:-

PROMOTER DIRECTOR

Mrs. RASHMEE AGRAWAL
Mr. NIKHIL AGRAWAL

AUDITORS:-

SARIKA & CO.
CHARTERED ACCOUNTANTS

INDEPENDENT DIRECTOR

Mr. ASHOK JUNEJA
Mr. BISWANATH PATNAIK

REGISTRAR & TRANSFER AGENT:-

LINK INTIME INDIA PVT. LTD.
44, COMMUNITY CENTRE, 2nd Flr,
NARAINA INDUSTRIAL AREA
PHASE - 1, PVR NARAINA,
NEW DELHI- 1100028

COMPANY SECRETARY:-

CS CHIMMAN LAL AGRAWAL

BANKERS:-

ICICI BANK
YES BANK

REGISTERED OFFICE:-

108/9, KISHAN GARH VILLAGE,
VASANT KUNJ, NEW DELHI-110070

LISTED AT:-

BOMBAY STOCK EXCHANGE LTD.

SCRIP CODE:-

BSE - 536868
ISIN No. - INE256F01019

INTERNAL AUDITORS:-

NIDHI SHARMA & COMPANY
CHARTERED ACCOUNTANTS

SECRETARIAL AUDITORS:-

D.ARORA & COMPANY
PRACTICING COMPANY SECRETARY

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INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Registered Office: 108/9, Kishan Garh , Vasant Kunj, New Delhi-110070

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **32nd Annual General Meeting (AGM)** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Thursday, 28th September, 2017 at 10.30 a.m. at Room No - 101, 145A/9, Kishan Garh (Behind Community Hall) 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 31st March 2017 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, Director, (DIN:01663761), who retire by rotation and being eligible seeks herself for reappointment .

Item No. 3- Ratification of Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made there under and pursuant to resolution passed by the members at the 30th General Meeting held on July 29th 2015, the appointment of M/s Sarika & Co., Chartered Accountant, (FRN No. -- 015306C) as Statutory Auditor of the Company for the financial year 2017-18 , be and is hereby ratified by the members of the company and that the Board of Directors be and is hereby authorized to fix the remuneration for the financial year 2017-18.

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

**Date: 31st August , 2017
Place: New Delhi**

**Sd/-
C. L. Agrawal
Company Secretary**

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, THERAFTER 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 in respect of Mrs. Rashmee Agrawal seeking re- appointment at the AGM is as under:-
Mrs. Rashmee Agrawal , aged 57 years, is a graduate from Kanpur University. She is having vast experience in Administration and marketing . She has furnished consent for his re-appointment as required under section 152 of Companies Act, 2013 and the Rules there under. She is holding 4320541 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 Books will remain closed from Friday, 22nd September 2017 to Thursday, 28th September 2017 (Both days inclusive).
11. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of Annual Report to the meeting.
12. **The Complete notice as well as Annual Report of the Company is also available on the website of the Company i.e. www.integratelesoftware.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@integratelesoftware.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 2016 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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/-
C.L. Agrawal
Company Secretary

Date: 31st August, 2017
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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 Thursday, 21st September 2017 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. 21st September , 2017 may obtain login ID and password by sending a request at 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 person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot papers.
5. 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.
6. The facility for voting through ballot papers 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.
7. The e-voting period begins on Monday, 25th September 2017 from 9.00 A.M. and ends on Wednesday, 27th September 2017 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 21st September, 2017 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
8. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
9. The Instructions for members for voting electronically are as under -----
 - a. Log on to the e-voting website 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 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).

- 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 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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. Shareholders can also cast their vote using CDSL,s mobile app i.e. m-voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - r. 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
 - 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 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.
10. 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 under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.
11. 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.
12. 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.
13. The Result of E-voting shall be declared on or after the 32nd Annual General Meeting (AGM) of the Company. The results of E-voting along with the Scrutinizer's Report shall be placed on the website of the Company (www.integratesoftware.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).
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28th , 2017.

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

**Sd/-
C.L. Agrawal
Company Secretary**

**Date: 31st August, 2017
Place: New Delhi**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 32nd Annual Report on the business and operations of the Company together with the Financial Statements for the year ended 31st March 2017.

Financial Highlights

The Company's financial performance, for the year ended 31st March, 2017 is summarized below:-

Particulars	2016-2017 (Rs.)	2015-2016 (Rs.)
Sales & Other Income	29390.00	227613.00
Profit/ (Loss) before Depreciation	(1308865.34)	(3667613.36)
Less :Depreciation & amortization	0.00	854374.00
Profit/(Loss) Before Taxation	(1308865.34)	(4521987.36)
Less : Taxation	0.00	0.00
Profit/(Loss) after Taxation	(1308865.34)	(4521987.36)
Depreciation/Tax earlier year	(13222.00)	(12141732.00)
Add : Profit Brought Forward from Previous Year	(19724379.14)	(3060659.78)
Balance Carried to Balance Sheet	(21046466.48)	(19724379.14)

Working Results

During the year under review, total income of the Company was Rs. 29390.00 as against Rs. 227613.00 in previous year ended 31st March, 2016 but net loss was only Rs. 1308865.34 as against Rs. 4521987.36 in the preceding year. Your company is suffering from losses due to adverse market conditions.

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

Future Outlook

The business of the Company in the current year is not likely to improve due to tough market conditions and low working capital.

Dividend

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

Transfer to 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 year, Miss. Shiwani Sharma has resigned as Company Secretary w.e.f 10th January , 2017 and shri C. L. Agrawal has joined as company secretary.

In accordance with the provisions of the Companies Act, 2013, Mrs. Rashmee Agrawal, Director, (DIN:01663761) retire by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as 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 Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 agreement with the Bombay Stock Exchange.

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Board Evaluation

The performance evaluation was carried out through a structured evaluation process to evaluate the performance of Individual Directors including the Chairperson of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, independence of judgement, decision making ability for safeguarding the interest of the company, stakeholders and its shareholders. Their roles, rights & responsibilities are put up on the website under code of conduct and code of fair disclosure. The Board was satisfied with the evaluation process and the results thereof.

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 ratification of their Appointment for one year in the ensuing AGM.

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 D. Arora & Company, Practising Company Secretary as per Section 204 of Companies Act, 2014 to conduct Secretarial Audit of financial year 2016-17. 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.

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 09.05.2016, 14.06.2016, 27.07.2016, 20.10.2016, 06.02.2017 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 5 committee meetings held during the reporting period and all the recommendations made by the Audit Committee were accepted by the Board. For more details consider the Corporate Governance Report.

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). There was 1 committee meeting held during the reporting period.

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. For further details refer the Corporate Governance Report.

Share Transfer -Cum- shareholders Grievance Committee

Share Transfer -Cum- shareholders Grievance Committee comprise of three directors, Mr. Biswanath Patnaik (Independent Director) as Chairman, Mr. Ashok Kumar Juneja (Independent Director) and Mrs. Rashmee Agrawal (Executive Director). There was 1 committee meeting held during the reporting period. For more details refer the Corporate Governance Report.

Separate Meeting of Independent Directors

The Company's Independent Directors held their meeting on 6th February, 2017, without the attendance of Non Independent Directors and members of the management. All independent directors were present at the meeting, they:-

- i) Reviewed the performance of non independent directors and the board as a whole;
- ii) Reviewed the performance of the chairperson of the company taking into the account the views of all the other director;
- iii) Assessed the quality and timeliness of flow of information between the company management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

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Details of unclaimed Share Certificates

In accordance with the requirements of the Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Related Party Transactions

During the year, the Company has not entered into any contract/arrangement / transactions with any related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

Directors Responsibility Statement

In terms of the provisions of Section 134(3)(c) of the Companies Act, 2013 and to the best of their knowledge and belief, your Directors confirm that:

- (i) In the preparation of the annual accounts for the year ended March 31, 2017, 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;
- (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 31/03/2017;
- (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

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We are practicing good Corporate Governance over a period of time and lays emphasis on transparency, accountability and integrity.

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 Schedule V (E) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, form part of the Annual Report .

Management Discussion and Analysis Report

Management Discussion and Analysis Report, as required by Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, 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 2016-17, which does not contain any qualification/adverse remark.

Vigil Mechanism/Whistle Blower Policy

The Vigil Mechanism of the Company includes an Ethics & Compliance Task Force. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of Audit Committee as the case may be according to Vigil Mechanism/Whistle Blower Policy of the company.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Subsidiary/Joint Ventures/Associate Companies

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

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 Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

- (vii) There has been no loan, guarantee, investment made during the current financial year under section 186.
- (viii) 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.
- (ix) 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 take this opportunity to place their sincere appreciation for the assistance and co-operation received from Company's bankers, investors, vendors, customers , government authorities and business association during the year. The Board 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.**

Place: New Delhi
Date: 31st August, 2017

Sd/-
Nikhil Agrawal
DIN : 02763328

Sd/-
Rashmee Agrawal
DIN : 01663761

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Devinder Arora
(FCS, ACMA, M.COM)
Practicing Company Secretary

D Arora & Co.
Mobile No: 88-262-68770
Phone No: 011-43011969
011-23324078

E-Mail: devinder.mantrah@gmail.com

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To
The Members
Integra Telecommunication And Software Limited
108/9, Kishan Garh, Vasant Kunj
South 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, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2017 according to the provisions of:-

- i) The Companies Act, 2013 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;
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit period);**
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit period);**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit period);**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- g) 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;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit period)**; and
- i) 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.
- ii) The Listing Agreements entered into by the Company with BSE Limited.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

**For D Arora & Company
Company Secretaries**

Sd/-
Devinder Arora
Proprietor
ACS No.: 849
C.P. No.: 18470

Date: August 28, 2017
Place: New Delhi

Office: 1301, Vijaya Building, 17, Barakhamba Road, Connaught Place, New Delhi-110001

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Devinder Arora
(FCS, ACMA, M.COM)
Practicing Company Secretary

D Arora & Co.
Mobile No: 88-262-68770
Phone No: 011-43011969
011-23324078

E-Mail: devinder.mantrah@gmail.com

Annexure-I

To
The Members
Integra Telecommunication And Software Limited
108/9, Kishan Garh, Vasant Kunj
South 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. Wherever 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 D Arora & Company
Company Secretaries

Sd/-
Devinder Arora
Proprietor
ACS No.: 849
C.P. No.: 18470

Date: August 28, 2017
Place: New Delhi

Office: 1301, Vijaya Building, 17, Barakhamba Road, Connaught Place, New Delhi-110001

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Annuxure-II

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st march 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

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:- :- 108/9, KISHAN GARH , VASANT KUNJ, NEW DELHI-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	
A. Promoters									
(1) Indian									
g) Individual/ HUF	6593299	0	6481179	62.44	6593299	0	6593299	62.44	
h) Central Govt									
i) State Govt (s)									
j) Bodies Corp.	0	0	0	0	0	0	0	0	
k) Banks/FI									
l) Any Other..									
Sub-total (A) (1):-	6593299	0	6593299	62.44	6593299	0	6593299	62.44	
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	6593299	0	6593299	62.44	6593299	0	6593299	62.44	
B. Public Shareholding									
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)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1847746	0	1847746	17.50	1873125	0	1873125	17.73	+0.24
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9081	1304517	1313598	12.44	54885	1489152	1544037	14.62	+2.18
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	139500	665657	805157	7.62	103664	445875	549539	5.20	-2.42
c) Others (specify)									
Clearing Member	200	0	200	0.001	0	0	0	0	0
Sub-total (B)(2):-	1996527	1970174	3966701	37.56	1996527	1970174	3966701	37.56	0
Total Public Shareholding (B) = (B)(1) + (B)(2)	1996527	1970174	3966701	37.56	1996527	1970174	3966701	37.56	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	8589826	1970174	10560000	100	8589826	1970174	10560000	100	0

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	4320541	40.92	0	+24.42
3	Nikhil Agrawal	311086	2.95	0	311086	2.95	0	0
4	Shanti Devi Agrawal	2578491	24.42	0	0	0	0	-24.42
5	Ratika Agrawal	305000	2.88	0	305000	2.88	0	0
	Total	6593299	62.44	0	6593299	62.44	0	0

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

Sl. 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	Shanti Devi Agrawal At the beginning of the year	2578491	24.42	2578491	24.42
	Sale of Shares as on 29/11/2016	(2578491)	(24.42)	(2578491)	(24.42)
	At the End of the year	0	0	0	0
2	Rashmee Agrawal At the beginning of the year	1742050	16.50	1742050	16.50
	Purchase of Shares as on ---	2478491	24.42	2478491	24.42
	At the End of the year	4320541	40.92	4320541	40.92

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	CRA Infotech Pvt Ltd	1355821	12.84	1355821	12.84
2	NC Infracolution Pvt Ltd.	477795	4.52	477795	4.52
3	UMA DEVI MOGALAPALLI	0.00	0.00	38000	0.36
4	MANISH BHAGWANDAS SAMPAT	0.00	0.00	35217	0.33
5	BHAGWANDAS GORDHANDAS SAMPAT	0.00	0.00	30447	0.29
6	BHUBNESHWARI CHAUDHARY	30185	0.28	30185	0.28
7	Kamla Saxena	30185	0.28	30185	0.28
8	Manohar Tiwari	30185	0.28	30185	0.28
9	Mohan Ojha	30185	0.28	30185	0.28
10	Namita Garg	30185	0.28	30185	0.28

v) **Shareholding of Directors and Key Managerial Personnel**

Sl. 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
	Mrs. Rashmee Agrawal At the beginning of the year	1742050	16.50	1742050	16.50
	Increase in Share holding during the year	2478491	24.42	2478491	24.42
	At the End of the year	4342541	40.92	4342541	40.92
	Shanti Devi Agrawal At the beginning of the year	2578491	24.42	2578491	24.42
	Decrease in Share holding during the year	(2578491)	(24.42)	(2578491)	(24.42)
	At the End of the year	0	0	0	0

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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				
Total (i+ii+iii)				
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				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.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					

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

B. Remuneration to other directors: NIL

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
		
	3. Independent Directors					
	<ul style="list-style-type: none"> ● Fee for attending board committee meetings ● Commission ● Others, please specify 					
	Total (1)					
	4. Other Non-Executive Directors					
	<ul style="list-style-type: none"> ● 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					

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

Sl.No.	Particulars of Remuneration	CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL	1,76,775	2,40,000	4,16,775
	(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	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	
4.	Commission	NIL	NIL	NIL	
	- as % of profit				
	- others, specify...				
5.	Others, please specify	NIL	NIL	NIL	
6.	Total	NIL	1,76,775	2,40,000	4,16,775

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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
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 Discussion and Analysis Report ("MD&A") provide the readers 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.

Any forward looking statements made in this Report, are based on certain assumptions and of future events. The company does not undertake to make any announcements in case any of these forward looking statements become materially incorrect in future or any update made thereon.

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 customer specification. The Company is a public limited company incorporated and domicile in India having registered office at Delhi. The Company is listed at Bombay Stock Exchange.

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.

Due to adverse market conditions , your Company's performance comparatively decreased during F.Y 2016-17. As a result, during the F.Y 2016-17, Company have achieved a much lower turnover and there was a net loss of Rs.1308865.34 lacs. The summarized financial performance is as under :-

Amount (Rs.)

Particulars	F.Y 2016-17	F.Y 2015-16
Total Turnover	29390.00	227613.00
Depreciation	0.00	0.00
Total Expenditure	1338255.34	4749600.36
Profit Before Tax (PBT)	(1308865.34)	(4521987.36)
Provision For Tax	0.00	0.00
Profit After Tax(PAT)	(1308865.34)	(4521987.36)
Equity Capital	105600000.00	105600000.00
Reserves & Surplus	(17046466.48)	(15724379.14)

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 IT industry has played a key role in the country's progress over the years and the situation is likely to gain momentum in the times ahead. This industry continues to hold a dominant position in country's economic structure because of its huge contribution towards employment generation, industrial output and export earnings and meet out the basic need of people at large. As the Economy of India is also expected to grow with reasonable pace, each and every Sector of the Industry will be growing including IT, Software and Telecom Sector.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Outlook, Opportunities and Threats

With the continuous technological advancements in economy, particularly in IT sector, there will be enormous business opportunities for your company, but due to lack of working capital and no orders in hand, the outlook in the current year does not seem bright.

Risk and Concerns

No industry is free from normal business risk, concern, uncontrollable and unfavorable changes.

IT Industry continues to face stiff competition, which 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.

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.

Internal Control Systems and their adequacy

The Company is maintaining an efficient and effective system of Internal control for facilitation of speedy and accurate compilation of financial statements. 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.

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

- All Statutory requirements are duly complied;
- All transactions are authorized, recorded and reported properly;
- 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;
- All Accounting records and Financial information are 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

Human resource continues to be the backbone of your company. Your Company is having a competent team of 8 dedicated employees. The Company lays strong emphasis on attracting and retaining the best talent including their training and skill development. HR policies of your company are being aligned with the current trends in the market.

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 refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the company and benefits to all the stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of directors, management, and shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved corporate governance practices are indispensable in today's competitive world and complex economy.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is keen to ensure that the business is carried on with integrity, honesty and fairness and also 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 SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as detailed below:-

I. BOARD OF DIRECTORS

(A) Composition of Board :

The Composition of the Board is in conformity with Regulation 17 relating to the composition in terms of non-executive/ Independent directors. The Board of Directors consists of total 4 Directors with one Promoter (Executive) Director as equity investor, one Promoter (Non-Executive) Director as equity investor and two Independent (Non-Executive) Directors.

(B) Non-Executive Directors' compensation and disclosures :

No remuneration has been paid 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, 5(five) Board Meetings were held during the financial year 2016-2017. The dates on which the meetings were held are 09.05.2016, 14.06.2016, 27.07.2016, 20.10.2016, 06.02.2017.

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 2016-2017 are tabulated below:

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Name	Category	Board Meeting Attended during year	Attendance at the Last AGM	No. of positions held in other Public Companies		
				Directorship#	Committee* Membership	Committee* Chairman
Mr. Nikhil Agrawal	Promoter Director (Non Executive)	4	Yes	0	-	-
Mrs. Rashmee Agrawal	Promoter Director (Executive)	5	Yes	0	-	-
Mr. Biswanath Patnaik	Independent Director (Non Executive)	5	Yes	2	-	-
Mr. Ashok Kumar Juneja	Independent Director (Non Executive)	5	No	2	1	-

As per Section 165 of the Companies Act, 2013 and Regulation 26 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

*Only covers Membership /Chairmanships of Committee of all public companies.

None of the Directors on the Company's Board is a member of more than ten committees and chairman of more than five committees (committees being Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship committee) across all the companies in which they are directors. 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.

The Company's Independent Directors met on 06/02/2017, without the attendance of Non Independent Directors and members of management to review the performance of non-independent directors and the Board as whole, assessed the quality and timeliness of flow of information between the Company management and the Board.

(D) Familiarisation Programme for Board Members :

The Company at the time of appointing a Director, issues a formal letter of appointment which inter alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the

Company. All Independent Directors are provided with copies of all the policies/Guidelines as framed by the Company under various statutes and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 to familiarize with Company's procedures and practices. Company's policy on Familiarization Programme for Independent Directors are posted on the website of the Company and can be assessed at <http://www.integratelesoftware.com>.

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 Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- vi) The Chairman of the Audit Committee is suppose to be present at coming Annual General Meeting going to be held on 28th September, 2017.
- 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 five times on 09.05.2016, 14.06.2016, 27.07.2016, 20.10.2016, 06.02.2017. 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	5	-
Mr. Biswanath Patnaik	Independent Director	5	-
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. 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)	-

During the year under review there was only 1 (one) meeting held on 20/10/2016 of Nomination and Remuneration Committee, in which all the committee members were presented.

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 Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is tabulated as under :-

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

Mr. C. L. Agrawal, 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
2013-14	30/09/2014	2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11.00 AM	Yes
2014-15	29/07/2015	2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11.00 AM	No
2015-16	09/07/2016	Community Hall, Sector-D, Poc-2 Vasant Kunj, New Delhi-110070	9.30 AM	No

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

VI. **SUBSIDIARY COMPANIES**

The company does not have any Subsidiary.

VII. **DISCLOSURES**

(A) Basis of related party transactions

During the year under review, there is no related party transaction. 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 Regulation 23 and other applicable laws. Transactions with related parties, if any are disclosed in the Notes to the Accounts as part of Financial Statements. The policy on dealing with related party transaction is also hosted on the website of the company at <http://www.integratelesoftware.com>

(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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(E) Proceeds from Public issue, right issue, preferential issue etc.

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

(F) CEO/CFO Certifications

Mrs. Rashmee Agrawal, Director and Mr. Jibachh Jha (Chief Finance Officer),who are carrying responsibility of CEO and CFO respectively have given CEO/CFO certificate as per format prescribed under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 31st August , 2017.

(G) 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.

(H) 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).

(I) Whistle Blower Policy/ Vigil Mechanism

The company has adopted a Whistle Blower Policy through which vigil mechanism of the company has been laid down. The Company affirms that no personnel have been denied access to Audit Committee on any issue.

VIII. Code of Conduct :

- (i) In compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 at www.integratelesoftware.com . 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, 2017. 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

Compliance Certificate for Corporate Governance from the Auditors of the Company is annexed here with.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

XI. MEANS OF COMMUNICATION

The Company's quarterly results in the format prescribed by the Stock Exchange are approved and taken on record by the Board within the prescribed time frame and sent immediately to the Bombay Stock Exchange. The Company published its results within the stipulated time as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in leading newspapers, i.e. Business Standard in English & Hindi.

As per Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has maintained functional website containing basic information & financial results. (www.integratelesoftware.com)

The Company has designated an email-id info@integratelesoftware.com

XII. GENERAL SHAREHOLDER INFORMATION

- (i) **Annual General Meeting** : Thursday, the 28th September, 2017 at 10.30 AM
At Room No-101,145A/9, Kishan Garh (Behind Community Hall)Vasant Kunj, New Delhi-110070
- Financial Year** : April 01, 2016 to March 31, 2017
- Book closure period** : September 22th , 2017 to September 28th, 2017
(Both days inclusive)
- Dividend payment** : No dividend is recommended to be declared.

(ii) Financial Calendar:-

Events	Actual date/Tentative time frame
Financial Reporting for the quarter ending 30th June, 2017	3rd August , 2017
Financial Reporting for the quarter ending 30th September, 2017	2nd Week of November, 2017
Financial Reporting for the quarter ending 31st December, 2017	2nd Week of February, 2018
Financial Reporting for the quarter ending 31st March, 2018	4th Week of May, 2018

(iii) Listing:

The Equity Shares of the company are listed on Bombay Stock Exchange Ltd. Listing fee for the year 2017-18 to BSE to be paid.

(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.48 (as per BSE traded price).

(vi) Stock Market Price Data

The Monthly High/Low stock prices of Company Equity Shares at Bombay Stock Exchange and BSE Sensex during Financial Year 2016-2017 are given below :

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Month	Integra Telecommunication & Software Ltd. (Share Price)		BSE Sensex	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-16	51.40	46.80	26100.54	24523.20
May-16	NIL	NIL	26837.20	25057.93
Jun-16	52.50	50.00	27105.41	25911.33
Jul-16	52.50	50.00	28240.20	27034.14
Aug-16	NIL	NIL	28532.25	27627.97
Sep-16	NIL	NIL	29077.28	27716.78
Oct-16	NIL	NIL	28477.65	27488.30
Nov-16	NIL	NIL	28029.80	25717.93
Dec-16	50.40	50.40	26803.76	25753.74
Jan-17	50.00	50.00	27980.39	26447.06
Feb-17	50.00	47.50	29065.31	27590.10
Mar-17	50.00	50.00	29824.62	28716.21

(vii) Share Transfer System

The application for transfer, transmission and issue of duplicate shares are received at the office of Registrar Transfer Agent, M/s LINK INTIME INDIA PVT. LTD. and 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 31st, 2017 :

Category (No. of Shares)	No. of Shareholders	Percentage of Shareholders	No. Shares	Percentage of Total Shares
1- 500	82	13.87	1717	0.02
501 - 1000	175	29.61	150170	1.42
1001-2000	126	21.32	216451	2.05
2001-3000	17	2.88	43420	0.41
3001-4000	1	0.17	38800	0.04
4001 - 5000	34	5.75	147901	1.40
5001-10000	111	18.78	746687	7.07
10001 & above	45	7.62	9249774	87.59
TOTAL	591	100.00	10560000	100.00

(b) Shareholding pattern as on March 31, 2017

Category of Shareholder	No. of Shareholders	Total No. of Shares held	Percentage of Shareholding
(A) Promoters & Promoter Group	4	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	9	1873125	17.74
(iv) Individual	578	2093576	19.82
TOTAL	591	10560000	100.00

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 2017, 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, Annual Report by companies to their shareholders through electronic mode. In order to enable the Company to send such documents in electronic form, members are requested to register/update their latest e-mail id addressed with their Depository Participant (DP) with whom they have Demat A/c or send the same to the company at cs@integratelesoftware.com

(xii) Address for correspondence :

Company Secretary
Integra Telecommunication & Software Limited
108/9, Kishan Garh , Vasant Kunj, New Delhi-70
Tel: 011-40574542
Email ID: cs@integratelesoftware.com
Website: www.integratelesoftware.com

Our Registrar:-
Link Intime India (P) Ltd
44,Community Centre, 2nd Flr,
Naraina Industrial Area
Phase-1, PVR Naraina, New Delhi-110028.
Phone No- 011-41410592 & 94
E-mail:-delhi@linkintime.co.in

CERTIFICATION BY CEO/CFO :-

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 ended 31st March, 2017 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) To the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We 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) We 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.

For Integra Telecommunication & Software Limited

Date: 31st August, 2017
Place: New Delhi

Sd/-
Jibachh Jha
Chief Finance Officer

Sd/-
Rashmee Agrawal
Director
DIN-01663761

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, 2017, 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, 2017.

FOR INTEGRA TELECOMMUNICATION & SOFTWARE LTD.

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Place: New Delhi
Date: 31st August, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/s Integra Telecommunication & Software Ltd.

We have examined the compliance of conditions of Corporate Governance by M/s Integra Telecommunication & Software Ltd. for the year ended 31st March, 2017 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

OR SARIKA & COMPANY
Chartered Accountant
Firm registration No.- 015306C

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

Date: 31st August, 2017
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 **31st March 2017**, 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 standards specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the 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 complying with the ethical requirements and planning and performing 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,

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- (1) In the case of the Balance Sheet, of the state of affairs of the company as at **31st March, 2017**;
- (2) In the case of Statement of Profit and Loss, loss the Company and its **Cash Flows** for the year ended on **31st March 2017**.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016("the order, as amended") 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, 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:**

- 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 31st March, 2017 taken on the record by the Board of Directors , none of the Directors is disqualified as on 31st March 2017 for being appointed as the Director in terms of section 164(2) of the Act, and.
- f. With respect to the adequacy of the Internal Financials Controls over Financial Reporting of the Company and the operating effectiveness of such controls referred to are separate report in Annexure B.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11, of the Companies (Audit & Auditor's) Rule 2014 in our opinion and to the best of our Information and according to the explanations given to us :
 1. the Company does not have any pending litigations which would impact its Financial position ;
 2. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses ;
 3. there were no amounts which were required to be transferred Investor Education and Protection Fund ;

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

**Place : New Delhi
DATED : 31st August 2017**

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

ANNEXURE A TO THE INDEPENDENT AUDITOR'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 2017

The annexure referred to in our Paragraph 1 under the heading Report on Other Legal and Regulatory requirement of our report of even date to the financial statements of the Company the year ended 31st March 2017, 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 , limited liability partnerships , 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 and given to us the Company has complied with the Provisions of Section 185 and 186 of the Companies Act 2013 , in respect of Loans and Investments.
- 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 31st March 2017 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.
- viii. The company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- ix. Based on the Audit Procedures formed and the Information's and explanations given by the Management the Company has not raised money by way of Initial public offer or further Public offer including Debt Instruments and term loans, Accordingly the Provisions of Clause 3(ix) of the Order are not applicable to the Company and hence not commented upon.
- X. 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.
- xi. Based on the Audit procedures formed and information given by the Management No Managerial remuneration has been paid or provided hence section 197 read with Schedule V is not applicable.
- xii. In our Opinion the Company is not a Nidhi Company; therefore the Provisions of Clause IV (xii) of the order are not applicable.
- xiii. In our Opinion all transactions with related Parties are in Compliance with Section 177 and 188 of the Companies Act 2013.
- xiv. Based on the Audit procedures formed and information given by the Management the Company has not made any preferential allotment or Private placement of Shares or fully or partly Convertible debentures during the year under review accordingly Provisions of Clause 3 (xiv) of the order are not applicable to the Company.
- xv. The Company has not entered into non Cash transactions with Directors or persons connected with him, accordingly provisions of Clause 3 (xv) of the order are not applicable to the Company .
- xvi. In our Opinion the Company is not required to be registered under section 145 IA of the RBI Act 1934 accordingly Provisions of Clause 3 (xvi) of the order are not applicable to the Company.

Place : New Delhi
DATED : 31st August 2017

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

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INTEGRA TELECOMMUNICATIONS AND SOFTWARE LIMITED, NEW DELHI FOR THE YEAR ENDED ON 31ST MARCH 2017

Report on the Internal Financial Controls under Clause (i) of Sub Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Integra Telecommunications and Software Limited ("The Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Managements Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with the authorisations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017

Place : New Delhi
DATED : 31st August 2017

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

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

BALANCE SHEET AS ON 31ST MARCH 2017

(In Rs.)

PARTICULARS	Note	31/03/2017	31/03/2016
EQUITY AND LIABILITIES			
Shareholders Funds			
Share Capital	2.1	105,600,000.00	105,600,000.00
Reserves and Surplus	2.2	(17,046,466.48)	(15,724,379.14)
		88,553,533.52	89,875,620.86
Share Application money pending Allotment		0.00	0.00
Non-current Liabilities			
Long-term Borrowings		0.00	0.00
Other Long-term Liabilities		0.00	0.00
Long-term Provisions		0.00	0.00
Current Liabilities			
Short-term Borrowings		0.00	0.00
Trade Payables	2.3	0.00	255,687.10
Other Current Liabilities	2.4	40,000.00	40,000.00
Short-term Provisions		0.00	0.00
		40,000.00	295,687.10
TOTAL		88,593,533.52	90,171,307.96
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	2.5	174,000.00	174,000.00
Non Current Investment	2.6	28,725,700.00	28,725,700.00
Long-term loans and advances		0.00	0.00
Other Non-Current Assets		0.00	0.00
		28,899,700.00	28,899,700.00
Current Assets			
Inventories		0.00	0.00
Trade Receivables	2.7	0.00	1,000,000.00
Cash and Cash equivalents	2.8	108,275.48	174,677.58
Short-Term Loans and Advances	2.9	59,585,558.04	60,096,930.38
		59,693,833.52	61,271,607.96
TOTAL		88,593,533.52	90,171,307.96
Significant Accounting Policy & Notes on Financial Statements	1 to 3.5		

In terms of our report of even date
FOR SARIKA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 015306C

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

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

Sd/-
Nikhil Agarwal
Director
DIN-02763328

Sd/-
Rashmee Agarwal
Director
DIN-01663761

Place : New Delhi
DATED : 31st August 2017

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
C.L. Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

(In Rs.)

PARTICULARS	Note	31/03/2017	31/03/2016
Revenue from operations	3.0	12,100.00	95,400.00
Other Income	3.1	17,290.00	132,213.00
Total Revenue		29,390.00	227,613.00
EXPENDITURE :-			
Cost of materials consumed		-	-
Purchases of Stock-In-Trade		-	-
Changes In Inventories of Goods	3.2	-	2,245,000.00
Empolyees benefit expenses	3.3	453,495.00	682,860.00
Depreciation and amortization expenses	3.4	-	854,374.00
Other expenses	3.5	884,760.34	967,366.36
Total expenses		1,338,255.34	4,749,600.36
Profit/(Loss) before Tax		(1,308,865.34)	(4,521,987.36)
Tax expense :			
Current Tax		0.00	0.00
Profit/(Loss) after tax		(1,308,865.34)	(4,521,987.36)
Earning Per Share			-
Basic and Diluted		0.00	0.00
Significant Accounting Policy & Notes on Financial Statements	1 to 3.5		

In terms of our report of even date
FOR SARIKA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 015306C

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

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Proprietor
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Nikhil Agarwal
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Place : New Delhi
DATED : 31st August 2017

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
C.L. Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD) FOR THE YEAR ENDED 31ST MARCH 2017

PARTICULARS	Year ended 31st March 2017
<u>Cash flows from used in operating activities</u>	
Profit before extraordinary items and tax	-1308865
Adjustments for depreciation and amortisation expense	0
Other adjustments to reconcile profit (loss)	0
Total adjustments to profit (loss)	0
Operating Profit before Working Capital Changes	-1308865
Adjustments for working capital	
Decrease in inventories	0
Decrease in trade receivables	1000000
Increase in Short Term Loan and Advances (assets)	498150
Decrease in trade payable	-255687.1
Increase in other current liabilities	0
Total adjustments for working capital	-66402.1
Net cash flows from (used in) operations	-66402.1
Income taxes (paid) refund	NIL
Net cash flows from (used in) operating activities before extraordinary items	-66402.1
Net cash flows from (used in) operating activities (A)	-66402.1
<u>Cash flows from used in investing activities</u>	
Sale of tangible assets	0
Sale of Non-Current assets	0
Income taxes (paid) refund	0
Net cash flows from (used in) investing activities before extraordinary items	0
Net cash flows from (used in) investing activities (B)	0
<u>Cash flows from used in financing activities</u>	
Proceeds from issuing shares	0
Repayments of borrowings	0
Interest paid	0
Net cash flows from (used in) financing activities before Extraordinary items	Nil
Net cash flows from (used in) financing activities (C)	Nil
Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)	-66402.1
Cash and cash equivalents as on 1st April 2016	174677.58
Cash and cash equivalents as on 31st March 2017	108275.48

In terms of our report of even date
FOR SARIKA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 015306C

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

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

Sd/-
Nikhil Agarwal
Director
DIN-02763328

Sd/-
Rashmee Agarwal
Director
DIN-01663761

Place : New Delhi
DATED : 31st August 2017

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
C.L. Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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.

The company follows the mercantile system of accounting and recognize the income & expenditure on accrual basis. 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.

All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle.

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 reliable 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 disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not ; require an outflow of resources. Where there is a possible obligation of a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provision is made in account in respect of those contingencies which are likely to materialize in to liability after the year end till the adoption of accounts by Board of Directors and which have material effect on the position stated in the balance sheet.

6. **Onerous Contracts**

There is no Onerous Contracts entered by the Company.

7. **Fixed Assets**

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.

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

8. **Depreciation and Amortization**

The Company does not have any Depreciable Fixed Assets as on 31.3.2017, hence there is not Deprecation for the financial year ended on 31st March 2017.

9. **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.

10. Retirement Benefits to employees

Gratuity

The company is not covered under Gratuity Plan.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Superannuation

The company is not covered under Superannuation Plan.

Provident fund

The company is not covered under Provident Fund.

11. Share based payments

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

12. Foreign Currency Transactions

There are no Foreign currency transactions during the year.

13. Forward and option contracts in foreign currencies

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

14. Income Taxes

Income taxes are accrued in the same year in which the related revenues and expenses arise. . The company does not recognizes Provisions for Deferred Tax assets/Liabilities.

15. 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.

16. 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 if any, recognize any diminution in the value, other than temporary, in the carrying value of each investment.

17. Cash and cash equivalents

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

18. 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.

19. Leases

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

20. Inventories

There is not Inventory in hand with the Company as on 31st March 2017.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2017

2.1 Share Capital

PARTICULAR	31/03/2017	31/03/2016
Authorised Share Capital		
11000000 (11000000) Equity Shares (with voting rights) of Rs. 10/- each	110,000,000.00	110,000,000.00
	110,000,000.00	110,000,000.00
Issued, Subscribed and Paid up		
10560000 (10560000) Equity Shares (with voting rights) of Rs. 10/- each	105,600,000.00	105,600,000.00
TOTAL	105,600,000.00	105,600,000.00

Details of Shareholders Holding more than 5%

PARTICULAR	AS ON 31/03/2017		AS ON 31/03/2016	
	No. of Shares	% Held	No. of Shares	% Held
C.L. AGRAWAL	1656670	15.69%	1656670	15.69%
RASHMEE AGRAWAL	4320536	40.91%	1742048	16.50%
SHANTI DEVI AGRAWAL	0	0%	2578488	24.42%
CRA INFOTECH PVT. LTD.	1355821	12.84%	1355821	12.84%

Details of Equity Shares Issued In Preceeding 5 Years

PARTICULAR	AS ON 31/03/2017	AS ON 31/03/2016
	Total Shares	Total Shares
1) Number of Equity Shares Issued as Bonus Share (Fully Paid up) In last 5 years	-	6,960,000
2) Number of Equity Shares Alloted For Contract without payments received in cash (Fully Paid up) in the last 5 years	-	600,000

2.2 RESERVE AND SURPLUS

PARTICULAR	AS ON 31/03/2017	AS ON 31/03/2016
Securities Premium Reserve :-		
As per Last Balance Sheet	4,000,000.00	4,000,000.00
Securities Premium Reserve Closing Balance	4,000,000.00	4,000,000.00
Profit & Loss :-		
As per Last Balance Sheet	(19,724,379.14)	(3,060,659.78)
Add : Amount transferred from P&L Account	(1,308,865.34)	(4,521,987.36)
Add : depreciation for the earlier year	-	(12,141,732.00)
Less : Income tax Refundable W/ff	13,222.00	-
Closing Balance	(21,046,466.48)	(19,724,379.14)
TOTAL	(17,046,466.48)	(15,724,379.14)

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

2.3 TRADE PAYABLES			In Rs.
Particulars	31/03/2017	31/03/2016	
Sundry Creditor-Others	0.00	255,687.10	
TOTAL	0.00	255,687.10	

2.4 OTHER CURRENT LIABILITIES			In Rs.
Particulars	31/03/2017	31/03/2016	
Audit Fees Payable	40,000.00	40,000.00	
TOTAL	40,000.00	40,000.00	

2.5 Fixed Assets as on 31.03.2017

Particulars	Gross Block			Depreciation				Net Block		
	As at 01.04.2016	Additions	Deductions/ Adjustment	As at 31.03.2017	Upto 1.04.2106	For the Year	Deductions/ Adjustment	Upto 31.03.2017	As at 31.03.2016	As at 31.03.2017
Computer & Software	174,000		0	174,000	174,000	0	0	174,000	174,000	174,000
Books & Course Creation	0	-	0	0	0		0	0	0	0
Furniture & Furnishing	0	-	0	0	0		0	0	0	0
Air Conditioners & Electrical Fittings	0	-	0	0	0		0	0	0	0
Other & Electrical Equipments	0	-	0	0	0		0	0	0	0
TOTAL	174,000	-	0	174,000	174,000	0	0	174,000	174,000	174,000
PREVIOUS YEAR	53435000	-	0	53412600	40320498	776374	12141732	53238600	174000	13114506

2.6 NON CURRENT INVESTMENT			In Rs.
Particulars	31/03/2017	31/03/2016	
Investment in Equity Instrument---- Non trade Unquoted, at cost:- 58930 Equity share(31.03.2016 : 58930) Eagle Hunter Solution Ltd of Rs.10/- each fully paid-up In Equity.	28,725,700.00	28,725,700.00	
TOTAL	28,725,700.00	28,725,700.00	

2.7 Trade Receivables			In Rs.
Particulars	31/03/2017	31/03/2016	
Sundry Debtors (Unsecured & considered good)	0.00	1,000,000.00	
TOTAL	0.00	1,000,000.00	

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

2.8 Cash and Bank Balances

Particular	31/03/2017	31/03/2016
Cash In Hand	70,407.87	155,656.77
Balances with Bank (In Current Accounts)	37,867.61	19,020.81
TOTAL	108,275.48	174,677.58

2.9 Short Term Loans and Advances

Particular	31/03/2017	31/03/2016
Fixed deposit	-	4,232,213.00
VAT Receivable	558.04	4717.38
Others	59,570,000.00	55,860,000.00
Security Deposit	15,000.00	-
TOTAL	59,585,558.04	60,096,930.38

3.0 Revenue from Operations

Particular	31/03/2017	31/03/2016
Sale of Products	12,100.00	95,400.00
TOTAL	12,100.00	95,400.00

3.1 Other Income

Particular	31/03/2017	31/03/2016
Other Income	17,290.00	132,213.00
TOTAL	17,290.00	132,213.00

3.2 Changes in Inventory

Particular	31/03/2017	31/03/2016
Opening Amount	-	2,245,000.00
Closing Amount	-	-
Increase / Decrease in Amount	-	2,245,000.00

3.3 Employees Benefit Expense

Particular	31/03/2017	31/03/2016
Salary, Wages and Bonus	436,775.00	678,600.00
Staff Welfare	16,720.00	4,260.00
TOTAL	453,495.00	682,860.00

3.4 Depreciation and Amortisation Expenses

Particular	31/03/2017	31/03/2016
Depreciation on Tangible Assets	-	776,374.00
Amortisation of Intangible Assets W/off	-	78,000.00
TOTAL	0.00	854,374.00

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

3.5 Other Expenses	In Rs.	
Particulars	31/03/2017	31/03/2016
<u>Administrative and General Expenses</u>		
Telephone Expenses	8,510.00	16,146.00
Printing & Stationery	9,830.00	7,920.00
Postage and Courier	540.00	640.00
Rent	259,000.00	358,400.00
Auditor's Remuneration	40,000.00	40,000.00
Office Maintenance	6,200.00	1,490.00
Electricity & Water Expenses	10,570.00	33,060.00
Travelling & Conveyance	860.00	1,120.00
ROC & Listing Fees	2,400.00	3,000.00
Legal and professional charges	450,259.00	413,431.00
Business Promotion	730.00	870.00
Advertisement Expenses	47,300.00	63,474.00
Bank Charges	517.00	140.36
Miscellaneous exps.	18,159.34	27,675.00
Finance Cost	29,885.00	-
TOTAL	884,760.34	967,366.36

In terms of our report of even date
FOR SARIKA & CO.
CHARTERED ACCOUNTANTS
 Firm Registration No. 015306C

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

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

Sd/-
Nikhil Agarwal
 Director
 DIN-02763328

Sd/-
Rashmee Agarwal
 Director
 DIN-01663761

Place : New Delhi
 DATED : 31st August 2017

Sd/-
Jibachh Jha
 Chief Financial Officer

Sd/-
C.L. Agrawal
 Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED
CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
Registered Office: 108/9, Kishan Garh, Vasant Kunj, New Delhi - 110070
Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

ATTENDANCE SLIP

#DPID.	
#CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the 32nd Annual General Meeting of the Company held at Room No -101, 145A/9, Kishan Garh , (Behind Community Hall, Vasant Kunj New Delhi-110070 on Thursday, the 28th September 2017 at 10.30 a.m.

Name of the Shareholder (in block letters) 2
Name of Proxy / Authorised Representative
attending * (in block letters) 3

*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)

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED
CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
Registered Office: 108/9, Kishan Garh , Vasant Kunj, New Delhi - 110070
Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

PROXY FORM

[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 32nd ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 28th September 2017 at 10.30 a.m. at Room No -101, 145A/9, Kishan Garh , (Behind Community Hall) Vasant Kunj New Delhi-110070 and at any adjournment(s) thereof in respect of the resolutions are as indicated below:

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

Resolution Number	Resolution	For	Against
ORDINARY BUSINESS			
1.	Adoption of audited Financial Statements for the year ended 31st March, 2017		
2.	Appointment of Mrs. Rashmee Agrawal , Director, (DIN:01663761) who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ratification of Appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor .		

Signed this _____ day of September 2017.

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.

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

Afix
Revenue
Stamp

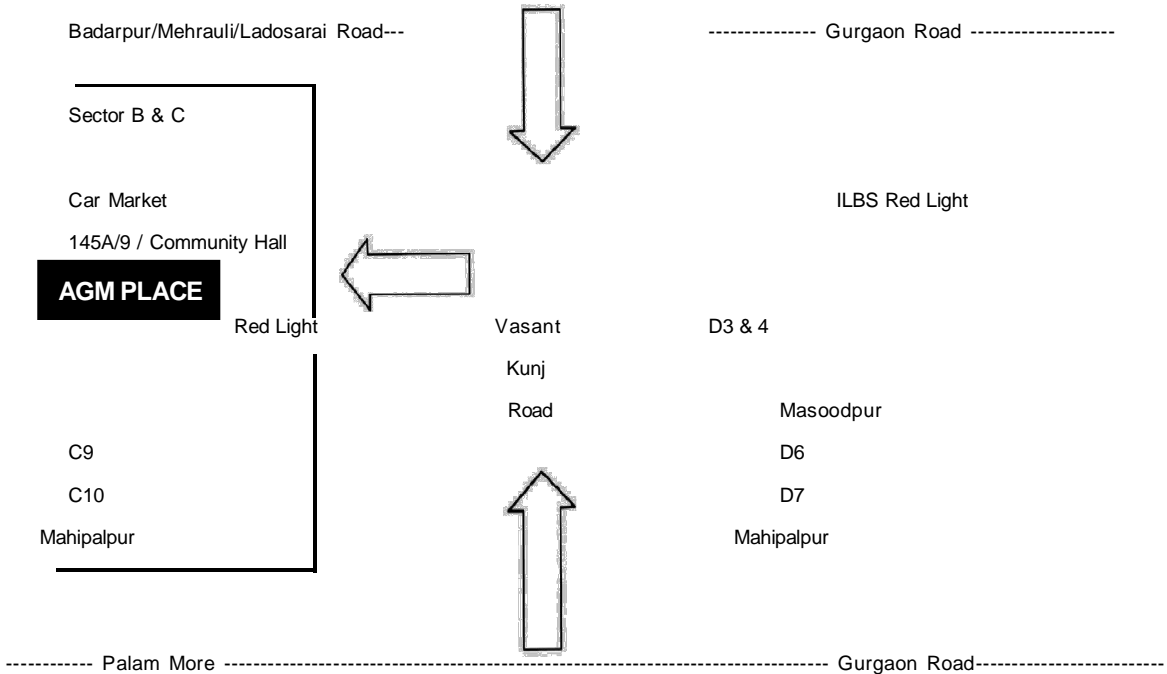
FOR OFFICE USE ONLY

DATE OF RECEIPT

Book - Post

32nd ANNUAL REPORT 2016-2017

Route Map for Room No-101, 145A/9, Kishan Garh, Vasant kunj, New Delhi-110070



Book - Post

32nd ANNUAL REPORT 2016-2017

Route Map for Room No-101, 145A/9, Kishan Garh, Vasant kunj, New Delhi-110070

If undelivered, please return to:

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