

General information about company

Scrip code	536868
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE256F01019
Name of the entity	Integra Telecommunication & Software Ltd
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Board of directors explanatory																	
Entity has a Regular Chairperson				Yes													
Chairperson is related to MD or CEO				No													
				Disqualification of Directors under section 164 of the Companies Act, 2013													
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	
Non-executive - independent director	Chairperson		27-04-1985	No				Active	NA		29-03-2022	29-03-2022		14	1	1	
Executive director	Not Applicable	MD	14-08-1972	No				Active	NA		19-06-2019			46	1	0	
Non-executive - non independent director	Not Applicable		20-10-1975	No				Active	NA		19-06-2019			46	1	0	
Non-executive - non independent director	Not Applicable		22-11-1967	No				Active	NA		30-09-2020			30	1	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)
Executive Director	Not Applicable		30-06-1970	No				Active	NA		27-10-2021	27-10-2021		17	1	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09548781	TEJAS ARUN MAHAJAN	Non-Executive - Independent Director	Chairperson	29-03-2022		
2	07724451	HEMANT PADMAKAR CHAVAN	Non-Executive - Non Independent Director	Member	29-03-2022		
3	09370217	MAHESH MAHADEO RAUT	Non-Executive - Independent Director	Member	13-12-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09370217	MAHESH MAHADEO RAUT	Non-Executive - Independent Director	Chairperson	13-12-2021		
2	06683422	ANAGHA MAHESH BHOIR	Non-Executive - Non Independent Director	Member	19-06-2019		
3	09548781	TEJAS ARUN MAHAJAN	Non-Executive - Independent Director	Member	29-03-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09548781	TEJAS ARUN MAHAJAN	Non-Executive - Independent Director	Chairperson	29-03-2022		
2	06683422	ANAGHA MAHESH BHOIR	Non-Executive - Non Independent Director	Member	19-06-2019		
3	09370217	MAHESH MAHADEO RAUT	Non-Executive - Independent Director	Member	13-12-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022				Yes	6	6	2
2		14-02-2023	91		Yes	5	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	0
2	Audit Committee	14-02-2023	91			Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ramaswamy Iyer
2	Designation	Managing Director

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://integratelesoftware.com/Aboutus.php
2	Terms and conditions of appointment of independent directors	Yes		https://integratelesoftware.com/CodesPolicies.php
3	Composition of various committees of board of directors	Yes		https://integratelesoftware.com/CompositionofBoardCommittees.php
4	Code of conduct of board of directors and senior management personnel	Yes		https://integratelesoftware.com/CodesPolicies.php
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://integratelesoftware.com/CodesPolicies.php
6	Criteria of making payments to non-executive directors	Yes		https://integratelesoftware.com/CodesPolicies.php
7	Policy on dealing with related party transactions	Yes		https://integratelesoftware.com/CodesPolicies.php
8	Policy for determining 'material' subsidiaries	Yes		https://integratelesoftware.com/CodesPolicies.php
9	Details of familiarization programmes imparted to independent directors	Yes		https://integratelesoftware.com/CodesPolicies.php

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://integratelesoftware.com/ContactusDetails.php
11	email address for grievance redressal and other relevant details	Yes		https://integratelesoftware.com/ContactusDetails.php
12	Financial results	Yes		https://integratelesoftware.com/Quarterly.php
13	Shareholding pattern	Yes		https://integratelesoftware.com/Shairholding.php
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://integratelesoftware.com/Agreement.php
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://integratelesoftware.com/Quarterly.php
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://integratelesoftware.com/Investors.php
21	Materiality Policy as per Regulation 30	Yes		https://integratelesoftware.com/CodesPolicies.php
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		Yes and website link is this https://integratelesoftware.com/index.php

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	yes	
2	Board composition	17(1), 17(1A) & 17(1B)	yes	
3	Meeting of Board of directors	17(2)	yes	
4	Quorum of Board meeting	17(2A)	yes	
5	Review of Compliance Reports	17(3)	yes	
6	Plans for orderly succession for appointments	17(4)	yes	
7	Code of Conduct	17(5)	yes	
8	Fees/compensation	17(6)	yes	
9	Minimum Information	17(7)	yes	
10	Compliance Certificate	17(8)	yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	yes	
12	Performance Evaluation of Independent Directors	17(10)	yes	
13	Recommendation of Board	17(11)	yes	
14	Maximum number of Directorships	17A	yes	
15	Composition of Audit Committee	18(1)	yes	
16	Meeting of Audit Committee	18(2)	yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	yes	
27	Approval for material related party transactions	23(4)	yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	yes	
34	Meeting of independent directors	25(3) & (4)	yes	
35	Familiarization of independent directors	25(7)	yes	
36	Declaration from Independent Director	25(8) & (9)	yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Ramaswamy Iyer
2	Designation	Managing Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Ramaswamy Iyer
2	Designation	Managing Director

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

Company has not provided any loan, guarantee, comfort letter or provided security to promoters, promoter group, director & KMP or any other entity controlled by them

Signatory Details

Name of signatory	Ramaswamy Iyer
Designation of person	Managing Director
Place	Mumbai
Date	17-04-2023

