

General information about company

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|--|--|
| Scrip code | 536868 |
| NSE Symbol | - |
| MSEI Symbol | - |
| ISIN | INE256F01019 |
| Name of the entity | Integra Telecommunication and Software Limited |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2019 |
| 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

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | Textual Information(1) | | | | | | |
|--|--------------------|-------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| Wether the listed entity has a Regular Chairperson | | | | | | | | | | | | Yes | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | No | | | | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | 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 Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mrs | RAJRANI AGGARWAL | AJJPA5900H | 05276253 | Non-Executive - Independent Director | Not Applicable | | 17-10-1984 | 20-05-2018 | | 15-07-2019 | 14 | 1 | 1 | 2 | 0 | | |
| 2 | Mr | BISWANATH PATNAIK | AIJPP9397G | 05314359 | Non-Executive - Independent Director | Not Applicable | | 14-01-1978 | 30-09-2014 | | 15-07-2019 | 58 | 1 | 1 | 2 | 2 | | |
| 3 | Mr | SHARDUL SUDHAKAR RANADE | AGXPR2116B | 05015608 | Non-Executive - Independent Director | Chairperson | | 21-03-1978 | 15-07-2019 | | | 2 | 0 | 1 | 2 | 2 | | |
| 4 | Mr | RAMASWAMY NARAYAN IYER | AAFPI1542Q | 03045662 | Executive Director | Not Applicable | MD | 14-08-1972 | 19-06-2019 | | | 3 | 1 | 0 | 0 | 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

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | 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 Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|---------------------------|------------|----------|--|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | JEET SHAH RAJEN | FLSPS7053D | 06948326 | Executive Director | Not Applicable | | 27-11-1995 | 19-06-2019 | | | 3 | 1 | 0 | 0 | 0 | | |
| 6 | Mrs | ANAGHA MAHESH BHOIR | AFIPB6672A | 06683422 | Non-Executive - Non Independent Director | Not Applicable | | 20-10-1975 | 19-06-2019 | | | 3 | 1 | 0 | 2 | 0 | | |
| 7 | Mr | JITENDRA BHOIR BALKRISHNA | AAWPB0414H | 06594423 | Non-Executive - Independent Director | Not Applicable | | 30-08-1969 | 15-07-2019 | | | 2 | 0 | 1 | 2 | 0 | | |

Text Block

Textual Information(1)

Mr. Shardul Sudhakar Ranade is the regular chairman of the Board

| 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 | 05314359 | BISWANATH PATNAIK | Non-Executive - Independent Director | Chairperson | 30-09-2014 | 15-07-2019 | |
| 2 | 05276253 | RAJRANI AGGARWAL | Non-Executive - Independent Director | Member | 20-05-2018 | 15-07-2019 | |
| 3 | 05015608 | SHARDUL SUDHAKAR RANADE | Non-Executive - Independent Director | Chairperson | 15-07-2019 | | |
| 4 | 06594423 | JITENDRA BHOIR BALKRISHNA | Non-Executive - Independent Director | Member | 15-07-2019 | | |
| 5 | 06683422 | ANAGHA MAHESH BHOIR | Non-Executive - Non Independent Director | Member | 19-06-2019 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 05314359 | BISWANATH PATNAIK | Non-Executive - Independent Director | Chairperson | 30-09-2014 | 15-07-2019 | |
| 2 | 05276253 | RAJRANI AGGARWAL | Non-Executive - Independent Director | Member | 20-05-2018 | 15-07-2019 | |
| 3 | 05015608 | SHARDUL SUDHAKAR RANADE | Non-Executive - Independent Director | Member | 15-07-2019 | | |
| 4 | 06594423 | JITENDRA BHOIR BALKRISHNA | Non-Executive - Independent Director | Chairperson | 15-07-2019 | | |
| 5 | 06683422 | ANAGHA MAHESH BHOIR | Non-Executive - Non Independent Director | Member | 19-06-2019 | | |

| 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 | 05314359 | BISWANATH PATNAIK | Non-Executive - Independent Director | Chairperson | 30-09-2014 | 15-07-2019 | |
| 2 | 05276253 | RAJRANI AGGARWAL | Non-Executive - Independent Director | Member | 20-05-2018 | 15-07-2019 | |
| 3 | 05015608 | SHARDUL SUDHAKAR RANADE | Non-Executive - Independent Director | Chairperson | 15-07-2019 | | |
| 4 | 06594423 | JITENDRA BHOIR BALKRISHNA | Non-Executive - Independent Director | Member | 15-07-2019 | | |
| 5 | 06683422 | ANAGHA MAHESH BHOIR | Non-Executive - Non Independent Director | Member | 19-06-2019 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management 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 |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | No | | |
| 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 | | | | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|---|--|---|------------------------------|--|------------------------------|---|
| 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) | | | | |
| 1 | 15-05-2019 | | | | Yes | | |
| 2 | 19-06-2019 | | 34 | | Yes | | |
| 3 | | 15-07-2019 | 25 | | Yes | 5 | 2 |
| 4 | | 13-08-2019 | 28 | | Yes | 5 | 2 |
| 5 | | 29-08-2019 | 15 | | Yes | 5 | 2 |
| 6 | | 30-09-2019 | 31 | | Yes | 4 | 2 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | No. of Independent Directors attending the meeting* |
|--|-------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 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) | Number of Directors present* | |
| 1 | Audit Committee | 15-05-2019 | | | | Yes | | |
| 2 | Audit Committee | 15-07-2019 | 60 | | | Yes | 2 | 2 |
| 3 | Audit Committee | 13-08-2019 | 28 | | | Yes | 3 | 2 |
| 4 | Audit Committee | 29-08-2019 | 15 | | | Yes | 3 | 2 |
| 5 | Stakeholders Relationship Committee | 15-05-2019 | | | | Yes | | |
| 6 | Stakeholders Relationship Committee | 13-08-2019 | 89 | | | Yes | 3 | 2 |

Annexure 1**IV. Meeting of Committees**

| 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 7 | Nomination and remuneration committee | 19-06-2019 | | | | Yes | | |
| 8 | Nomination and remuneration committee | 15-07-2019 | 25 | | | Yes | 2 | 2 |
| 9 | Nomination and remuneration committee | 29-08-2019 | 44 | | | Yes | 3 | 2 |
| 10 | Nomination and remuneration committee | 30-09-2019 | 31 | | | Yes | 2 | 2 |

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 | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

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 500 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 | JEET SHAH RAJEN |
| 2 | Designation | Chief Financial Officer |

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

Annexure III

| | | |
|---|-------------------|-------------------------|
| 1 | Name of signatory | JEET RAJEN SHAH |
| 2 | Designation | Chief Financial Officer |

Signatory Details

| | |
|-----------------------|-------------------------|
| Name of signatory | JEET RAJEN SHAH |
| Designation of person | Chief Financial Officer |
| Place | MUMBAI |
| Date | 12-10-2019 |

