

33rd
ANNUAL
REPORT
2017-2018

**INTEGRA TELECOMMUNICATION
AND SOFTWARE LIMITED**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LTD.

108/9, PREM APARTMENT, 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

Mrs. RAJRANI AGGARWAL
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- 110028

COMPANY SECRETARY:-

CS CHIMMAN LAL AGRAWAL

BANKERS:-

ICICI BANK

REGISTERED OFFICE:-

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

LISTED AT:-

BOMBAY STOCK EXCHANGE LTD.

SCRIP CODE:-

BSE - 536868
ISIN No. - INE256F01019

SECRETARIAL AUDITORS:-

A.K. NANDWANI & ASSOCIATES
PRACTICING COMPANY SECRETARY

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INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 33rd Annual Report on the business and operations of the Company together with the Financial Statements for the year ended 31st March 2018.

Financial Highlights

The Company's financial performance, for the year ended 31st March, 2018 is summarized below:-

Particulars	2017-2018 (Rs.)	2016-2017 (Rs.)
Sales & Other Income	238280.00	29390.00
Profit/ (Loss) before Depreciation	(770965.50)	(1308865.34)
Less :Depreciation & amortization	0.00	0.00
Profit/(Loss) Before Taxation	(770965.50)	(1308865.34)
Less : Taxation	0.00	0.00
Profit/(Loss) after Taxation	(770965.50)	(1308865.34)
Depreciation/Tax earlier year	0.00	(13222.00)
Add : Profit Brought Forward from Previous Year	(21046466.48)	(19724379.14)
Balance Carried to Balance Sheet	(21817431.98)	(21046466.48)

Working Results

During the year under review, total income of the Company was Rs. 238280.00 as against Rs. 29390.00 in previous year ended 31st March, 2017 and Net loss reduced to just Rs. 770965.50 as against Rs. 1308865.34 in the previous year. Your company is incurring losses due to very low business due to adverse market conditions. The Business of the Company was badly affected due to high competition, cheaper Imports and shortage of orders .

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

Future Outlook

The Company took up various stapes to overcome the aforesaid situation including cost reduction. The company is further making all possible efforts to improve its business .

The Management expects improvement in business operations in future years , although certain constraints can be addressed only over a period of time.

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, Mr. Ashok Kumar Juneja has resigned as an Independent Director w.e.f 23rd May, 2018. The Board Appreciated his services as an Independent Director and accepted his resignation.

Mrs. Rajrani Aggarwal has been Appointed as an Additional director(Independent Director) from 20th May, 2018 on getting the required consent & declaration. The Board recommends her appointment as an Independent Director for a period of Three year. Her brief details of provided in the Notice of AGM.

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In accordance with the provisions of the Companies Act, 2013, Mr. Nikhil Agrawal, Director, (DIN:02763328) retire by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment. His brief details of provided in the Notice of AGM.

All independent Director of your company have given the required declarations confirming that they meet the criteria of independence As prescribe under the Act and SEBI Regulations.

Board Evaluation

Pursuant to the provisions of the companies Act 2013 and SEBI Regulations , the performance evaluation was carried out through a structured evaluation process to evaluate the performance of the Board, Its committees, 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. 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. They have expressed their willingness to be appointed as Statutory Auditors of the company and given the required consent and documents. The Board recommends their Appointment for another two years 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 A. K. NANDWANI & ASSOCIATES, NEW DELHI, Practising Company Secretary as per Section 204 of Companies Act, 2014 to conduct Secretarial Audit of financial year 2017-18. 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 29.05.2017, 03.08.2017, 31.08.2017, 23.10.2017, 06.02.2018 and the gap between two was not greater than 120 days. Further details are in the Corporate Governance Report appended hereto.

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. More details are in the Corporate Governance Report appended hereto.

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. Further details are in the Corporate Governance Report appended hereto.

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. More details are in the Corporate Governance Report appended hereto.

Separate Meeting of Independent Directors

The Company's Independent Directors held their meeting on 6th February, 2018, 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;

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- 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.

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, 2018, 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 31/03/2018.
- (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

As per section 135 of the Companies Act, 2013, your company is out of the preview of corporate social responsibility due to continuous losses. But 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).

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, The Board has Appointed to Mr. Jibachh Jha , CFO as Internal Auditor of the company for the Financial year 2017-18.

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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.

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 (In Form No. MGT -9) form part of the Board's report as 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.
- (vi) 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) The company has in place an anti-sexual harassment policies as required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which covers all the implies . Internal Complaints Committees (ICC) has been set-up. 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.
- (x) The company has complied with secretarial standards issued by the Institute of the company Secretaries of India on Board meetings and Annual General Meeting.
- (xi) All new independent Directors inducted into the Board attend an Orientation program.
- (xii) Equity Shares of your company are listed at Bombay Stock Exchange Limited.
- (xiii) The Statutory Auditors or Secretarial Auditors of the company have not reported any fraud to the Audit Committee or to the Board under section 143(12) of a Companies Act 2013 and related Rules.

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, 2018

Sd/-
Nikhil Agrawal
DIN : 02763328

Sd/-
Rashmee Agrawal
DIN : 01663761

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Form No. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended 31.03.2018

[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 Village

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 **M/s. Integra Telecommunication and Software Limited** (hereinafter referred as "the company"). The 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 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 31.03.2018 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 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to 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 Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the year)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the year)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not Applicable to the Company during the year)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the year)
 - (i) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned except filing of few forms/compliances.

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We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. During the period Mr. Chimman Lal Agrawal was appointed as the Company secretary of the Company w.e.f 08.08.2017 to fill the vacancy caused due to resignation of Ms. Shiwani Sharma in January 2017.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For A.K. Nandwani & Associates
Company Secretaries**

**Place: New Delhi
Date: 30.08.2018**

**Sd/-
Mona Manku-
ACS 41125
CP. No. 18351**

'Annexure A'

To
Integra Telecommunication And Software Limited
108/9, Kishan Garh Village
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 management has conducted the affairs of the company.

**For A.K. Nandwani & Associates
Company Secretaries**

**Place: New Delhi
Date: 30.08.2018**

**Sd/-
Mona Manku-
ACS 41125
CP. No. 18351**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Annuxure-II

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st march 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN :- L74899DL1985PLC020286
- ii) Registration Date :- 27/02/1985
- iii) Name of the Company :- INTEGRA TELECOMMUNICATION AND SOFTWARE LTD.
- iv) Category / Sub-Category of the Company :- PUBLIC COMPANY
- v) Address of the Registered office and contact details:- :- 108/9, PREM APARTMENT, KISHAN GARH,
VASANT KUNJ, 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.
44, COMMUNITY CENTRE, 2nd Flr, 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

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	6593299	62.44	6593299	0	6593299	62.44	0
h) Central Govt									
i) State Govt (s)									
j) Bodies Corp.	0	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	0
(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	0
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	1873125	0	1873125	17.73	1847211	0	1847211	17.49	+0.24
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	54885	1489152	1544037	14.62	55708	1489152	1544860	14.63	+0.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	103664	445875	549539	5.20	69160	445875	515035	4.87	-0.33
c) Others (specify) Clearing Member	0	0	0	0.0	59595	0	59595	0.56	+0.56
Sub-total (B)(2):-	2031674	1935027	3966701	37.56	2031674	1935027	3966701	37.56	0
Total Public Shareholding (B) = (B)(1) + (B)(2)	2031674	1935027	3966701	37.56	2031674	1935027	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)	8624973	1935027	10560000	100.00	8624973	1935027	10560000	100.00	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	4320541	16.50	0	4320541	40.92	0	0
3	Nikhil Agrawal	311086	2.95	0	311086	2.95	0	0
4	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) NIL

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	At the beginning of the year				
	Sale of Shares				
	At the End of the year				
2	At the beginning of the year				
	Purchase of Shares as				
	At the End of the year				

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	1355816	12.84
2	NC Infracolution Pvt Ltd.	477795	4.52	477695	4.52
3	Balance Equity Broking (India)	0	0	59590	0.56
4	UMA DEVI MOGALAPALLI	38000	0.36	46800	0.44
5	BHUBNESHWARI CHAUDHARY	30185	0.28	30185	0.28
6	Kamla Saxena	30185	0.28	30185	0.28
7	Manohar Tiwari	30185	0.28	30185	0.28
8	Mohan Ojha	30185	0.28	30185	0.28
9	Namita Garg	30185	0.28	30185	0.28
10	Rupa	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	4320541	40.92	4320541	40.92
	Increase in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	4320541	40.92	4320541	40.92
	Nikhil Agrawal At the beginning of the year	311086	2.95	311086	2.95
	Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	311086	2.95	311086	2.95
	Chimman Lal Agrawal At the beginning of the year	1656672	15.69	1656672	15.69
	Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	1656672	15.69	1656672	15.69

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 (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	2,40,000	2,40,000
2.	Stock Option	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	
5.	Others, please specify	NIL	NIL	NIL	
6.	Total	NIL	NIL	2,40,000	2,40,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
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 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 summarized financial performance is as under :-

Particulars	Amount (Rs,)	
	F.Y 2017-18	F.Y 2016-17
Total Turnover	238280.00	29390.00
Depreciation	0.00	0.00
Total Expenditure	1009245.50	1338255.34
Profit Before Tax (PBT)	(770765.50)	(1308865.34)
Provision For Tax	0.00	0.00
Profit After Tax(PAT)	(770765.50)	(1308865.34)
Equity Capital	105600000.00	105600000.00
Reserves & Surplus	(17817431.98)	(17046466.48)

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.

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 seems 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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. 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.

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 2017-2018. The dates on which the meetings were held are 29.05.2017, 03.08.2017, 31.08.2017, 23.10.2017, 06.02.2018

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 2017-2018 are tabulated below:

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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)	5	Yes	0	-	-
Mrs. Rashmee Agrawal	Promoter Director (Executive)	5	Yes	0	-	-
Mr. Biswanath Patnaik	Independent Director (Non Executive)	3	-	2	-	-
Mr. Ashok Kumar Juneja	Independent Director (Non Executive)	5	-	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 06/02/2018, 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.

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- vi) The Chairman of the Audit Committee is suppose to be present at coming Annual General Meeting going to be held on 29th September, 2018.
- 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 29.05.2017, 03.08.2017, 31.08.2017, 23.10.2017, 06.02.2018

Name of Member	Category	Number of meetings attended	Remarks
Mr. Ashok Kumar Juneja	Chairman, Independent Director	5	-
Mr. Biswanath Patnaik	Independent Director	3	-
Mr. Nikhil Agrawal	Non Executive Director (Promoter)	5	-

29.05.2017, 03.08.2017, 31.08.2017, 23.10.2017, 06.02.2018 The composition of the Audit Committee and number of meetings attended by the members are given below:

*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 23/10/2017 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 their share holding 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.

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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
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
2016-17	28/09/2017	Room No 101.145A/9, Kishan Garh, Opp. Community Hall Vasant Kunj, New Delhi-110070	10.30 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.

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

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

(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 the Board meeting held on 31st August , 2018.

(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, 2018. 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.

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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** : Saturday, the 29th September, 2018 at 10.30 AM
At Room No-101,145A/9, Kishan Garh (Behind Community Hall) Vasant Kunj, New Delhi-110070
- Financial Year** : April 01, 2017 to March 31, 2018
- Book closure period** : **September 22th**, 2018 to September 29th, 2018
(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 30 th June, 2018	3 rd August, 2018
Financial Reporting for the quarter ending 30 th September, 2018	2 nd Week of November, 2018
Financial Reporting for the quarter ending 31 st December, 2018	2 nd Week of February, 2019
Financial Reporting for the quarter ending 31 st March, 2019	4 th Week of May, 2019

(iii) Listing:

The Equity Shares of the company are listed on Bombay Stock Exchange Ltd. Listing fee for the year 2018-19 has been 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.56 (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 2017-2018 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-17	47.50	47.50	30184.22	29241.48
May-17	NIL	Nil	31255.28	29804.12
Jun-17	49.50	49.50	31522.87	30680.66
Jul-17	NIL	NIL	32672.66	31017.11
Aug-17	48.10	48.00	32686.48	31128.02
Sep-17	49.50	47.50	32524.11	31081.83
Oct-17	NIL	Nil	33340.17	31440.48
Nov-17	48.00	48.00	33865.95	32683.59
Dec-17	NIL	NIL	34137.97	32565.16
Jan-18	NIL	NIL	36443.98	33703.37
Feb-18	50.30	50.30	36256.83	33482.81
Mar-18	56.50	50.00	34278.63	32483.84

(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, 2018 :

Category (No. of Shares)	No. of Shareholders	Percentage of Shareholders	No. Shares	Percentage of Total Shares
1- 500	87	14.65	2269	0.02
501 - 1000	176	29.63	151087	1.43
1001-2000	126	21.21	216451	2.05
2001-3000	16	2.69	40720	0.39
3001-4000	1	0.17	3880	0.04
4001 - 5000	34	5.73	147901	1.40
5001-10000	108	18.18	723859	6.85
10001 & above	46	7.74	9273833	87.82
TOTAL	594	100.00	10560000	100.00

(b) Shareholding pattern as on March 31, 2018

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	10	1906806	18.06
(iv) Individual	580	2059895	19.50
TOTAL	594	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 2018, 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, Prem Apartment, 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, 2018 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, 2018
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, 2018, 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, 2018.

FOR INTEGRA TELECOMMUNICATION & SOFTWARE LTD.

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Place: New Delhi
Date: 31st August, 2018

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, 2018 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.

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

Date: 31st August, 2018
Place: New Delhi

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INDEPENDENT AUDITOR'S REPORT

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

REPORT of the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED** which comprise the Balance Sheet as at **31st March 2018**, the statement of Profit & Loss account, **the Statement of Changes in Equity** and Cash flows statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, the financial performance and cash flows and Changes in Equity , of the company in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, **2015 as amended and other accounting principles generally accepted in India.**

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.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 and the Order under Section 143 (11) of the Act.

We conducted our audit of the Ind AS financial statements 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, , of the state of affairs of the company as at 31st March, 2018 its losses , its Cash Flows for the year ended on 31st March 2018.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order
- 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 , Statement of Changes in Equity and the cash flow statements, dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion, the aforesaid Ind AS standalone financial statements comply with the accounting standards as specified under section 133 of the Act,.
 - e. On the basis of the written representations received from the Directors as on 31st March, 2018 taken on the record by the Board of Directors , none of the Directors is disqualified as on 31st March 2018 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 Ind AS 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 ;
3. 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 B, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

Place : New Delhi
DATED : 31th August 2018

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

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

"ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in our Paragraph 2 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 2018, 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 2018 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.

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

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

Place : New Delhi
DATED : 31th August 2018

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

ANNEXURE B TO THE INDEPENDENT ADUTOR'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 2018

(Referred to in paragraph 1 (f) under ' Report on Other Legal and Regulatory Requirements' section of our Report to the members of Integra Telecommunications & Software limited

We have audited the internal financial controls over financial reporting of Integra Telecommunications and Software Limited ("The Company") as of 31st March 2018 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 judgment, 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 2018.

Place : New Delhi

DATED : 31th August 2018

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 2018

(In Rs.)

(In Rs.)

PARTICULARS	Note	31/03/2018	31/03/2017	31/03/2016
ASSETS				
Non-Current Assets				
a) Property, plant and equipment		-	-	-
b) Capital work in progress		-	-	-
c) Other intangible assets	1	174,000.00	174,000.00	174,000.00
d) Financial assets				
i) Investments	2	28,725,700.00	28,725,700.00	28,725,700.00
ii) Other financial assets		-	-	-
e) Other non current assets		-	-	-
Total non-current assets		28,899,700.00	28,899,700.00	28,899,700.00
a) Inventories		0.00	0.00	0.00
b) Financial assets				
i) Trade receivables	3	0.00	0.00	1,000,000.00
ii) Cash & cash equivalent	4	35,014.71	70,407.82	155,656.19
iii) Other bank balances	4	2,295.31	37,867.70	19,020.81
iv) Loans	5	59,585,558.00	59,585,558.00	60,096,930.96
v) Other financial assets		-	-	-
c) Current tax assets (Net)		-	-	-
d) Other current assets		-	-	-
Total current assets		59,622,868.02	59,693,833.52	61,271,607.96
Total Assets		88,522,568.02	88,593,533.52	90,171,307.96
EQUITY AND LIABILITIES				
Sharholders Funds				
Share Capital	6	105,600,000.00	105,600,000.00	105,600,000.00
Other Equity	7	(17,817,431.98)	(17,046,466.48)	(15,724,379.14)
Total Equity		87,782,568.02	88,553,533.52	89,875,620.86
Liabilities				
a) Financial liabilities				
i) Borrowings		-	-	-
ii) Other financial liabilities		-	-	-
b) Provisions		-	-	-
c) Other non current liabilities				
d) Deferred tax liabilities (net)				
Total non-current liabilities		0.00	0.00	0.00
Current liabilities				
a) Financial liabilities				
i) Borrowings		-	-	-
ii) Trade payables		-	-	-
iii) Other financial liabilities		-	-	-
b) Provisions		-	-	-
c) Other current liabilities	8	740,000.00	40,000.00	295,687.10
Total current liabilities		740,000.00	40,000.00	295,687.10
		88,522,568.02	88,593,533.52	90,171,307.96
Significant Accounting Policy & Notes on Financial Statements	1 to 14			

In terms of our report of even date

FOR SARIKA & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 015306C

Sd/-

Sarika Prasad

Proprietor

FCA

M. No : 405313

Place : New Delhi

DATED : 31st August 2018

For and on behalf of the Board of Directors of

Integra Telecommunication & Software Ltd.

Sd/-

Nikhil Agarwal

Director

DIN-02763328

Sd/-

Jibachh Jha

Chief Financial Officer

Sd/-

Rashmee Agarwal

Director

DIN-01663761

Sd/-

Chimman Lal Agrawal

Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2018

PARTICULARS	Note	(In Rs.)		(In Rs.)
		31/03/2018	31/03/2017	31/03/2016
Income				
Revenue from operations	9	0.00	12,100.00	95,400.00
Other Income	10	238,280.00	17,290.00	132,213.00
Total Revenue		238,280.00	29,390.00	227,613.00
EXPENDITURE :-				
Cost of materials consumed		-	-	-
Purchases of Stock-In-Trade		-	-	-
Changes In Inventories of Goods	11	-	-	2,245,000.00
Empolyees benefit expenses	12	243,480.00	453,495.00	682,860.00
Depreciation and amortization expenses		-	-	854,374.00
Other expenses	13	765,765.50	884,760.34	967,366.36
Total expenses		1,009,245.50	1,338,255.34	4,749,600.36
Profit/(Loss) before Tax		(770,965.50)	(1,308,865.34)	(4,521,987.36)
Tax expense :				
Current Tax		0.00	0.00	0.00
Profit/(Loss) after tax		(770,965.50)	(1,308,865.34)	(4,521,987.36)
Other Comprehensive Income		0.00	0.00	0.00
Other Comprehensive Income for the Year, Net of Tax		0.00	0.00	0.00
Total Comprehensive Income for the Year (Comprising Profit and Other Comprehensive Income for the Year)		0.00	0.00	0.00
Earning Per Share				
(1) Basic		0.00	0.00	0.00
(2) Diluted		0.00	0.00	0.00
Significant Accounting Policy & Notes on Financial Statements	1 to 14			

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 2018

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Chimman Lal Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD) FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	Year ended 31 st March 2018	Year ended 31 st March 2017
<u>Cash flows from used in operating activities</u>		
Profit before extraordinary items and tax	-770965	-1308865
Adjustments for depreciation and amortisation expense	0	0
Other adjustments to reconcile profit (loss)	0	0
Total adjustments to profit (loss)	0	0
Operating Profit before Working Capital Changes	-770965	-1308865
Adjustments for working capital		
Decrease in inventories	0	0
Decrease in trade receivables	0	1000000
Increase in Short Term Loan and Advances (assets)	0	498150
Decrease in trade payable	0	-255687.1
Increase in other current liabilities	700,000	
Total adjustments for working capital	-70965	-66402.10
Net cash flows from (used in) operations	-70965	-66402.10
Income taxes (paid) refund	0	0
Net cash flows from (used in) operating activities before extraordinary items	-70965	-66402.10
Net cash flows from (used in) operating activities (A)	-70965	-66402.10
<u>Cash flows from used in investing activities</u>		
Sale of tangible assets	0	0
Sale of Non-Current assets	0	0
Income taxes (paid) refund	---	---
Net cash flows from (used in) investing activities before extraordinary items	0	0
Net cash flows from (used in) investing activities (B)	0	0
<u>Cash flows from used in financing activities</u>		
Proceeds from issuing shares	---	---
Repayments of borrowings	---	---
Interest paid	---	---
Net cash flows from (used in) financing activities before Extraordinary items	0	0
Net cash flows from (used in) financing activities (C)	0	0
Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)	-70965	-66402.10
Cash and cash equivalents as on 1st April 2017	108275	174677.58
Cash and cash equivalents as on 31st March 2018	37310	108275.48

In terms of our report of even date

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

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

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 2018

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Chimman Lal Agrawal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

14-SIGNIFICANT ACCOUNTING POLICIES

A . CORPORATE INFORMATION

The Company was incorporated on 27th February 1985. The registered office of the company is located at 108/ 9 Prem apartments , Kishngarh, Vasant Kunj, New Delhi - 110070, The Principal activities of the company is to carry out business of trading of Computer Hardware and Software

B BASIS OF PREPARATION

B.1 Statement of Compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis , the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and the guidelines issued by the Securities Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards, with April 1, 2017 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

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.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

B.2 Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made.

B.3 Going Concern Assumption

The validity of the going concern assumption on which the financial statements are prepared depends on the continuance of the ability of the company to generate sufficient cash flows from their operations.

B.4 Functional currency & presentation currency:

The financial statement are presented in Indian Rupees (INR) which is the functional and presentation currency of the Company and all values are rounded to the lakhs with two decimals, except where otherwise indicated.

B.5 Measurement of fair values:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

B.6 Property Plant and Equipment

The Company does not own any Property Plant and Equipment

B.7 Financial Instruments

Trade receivables

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost net of any expected credit losses. Loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e., expected cash shortfall based on the management decision.

During the financial year 2017-18, there were no trade receivables as the company did not have any operations.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Impairment of financial assets

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The company applies the expected credit loss model for recognizing impairment loss on financial assets (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the company expects to receive).

De-recognition of financial assets

The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

B.8 Inventories

There was not Inventory as on 31st March 2018

B.9 Provisions

The company recognizes a provision when there is a present obligation to transfer economic benefits as a result of past events, it is probable (more likely than not) that such a transfer will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

B.10 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. Goods & Service Tax (GST) is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. There has been no operations during the year and hence no income has been recognized from Operating Activities

B:11 Employee Benefits

Short -Term Employees benefits

A liability is recognized for benefits accruing to employees in respect of salaries ,wages , performance ,incentives , medical benefits and other short term benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for the service

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2018

1. Other intangible Assets

In Rs.

Particulars	Gross Block			Depreciation				Net Block		
	As at 01.04.2017	Additions	Deductions/ Adjustment	As at 31.03.2018	Upto 1.04.2017	For the Year	Deductions/ Adjustment	Upto 31.03.2018	As at 31.03.2018	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	174,000			174,000	174,000	0	0	174,000	174,000	174,000

2. NON CURRENT INVESTMENT

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Investment in Equity Instrument---- Non trade Unquoted, at cost:- 58930 Equity share(Previous Year : 58930) Eagle Hunter Solution Ltd of Rs.10/- each fully paid-up.	28,725,700.00	28,725,700.00	28,725,700.00
TOTAL	28,725,700.00	28,725,700.00	28,725,700.00

3. Trade Receivables

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Sundry Debtors	0.00	0.00	1,000,000.00
(Unsecured and Considered Good)	0.00	0.00	0.00
TOTAL	0.00	0.00	1,000,000.00

4. Cash and Bank Balances

In Rs.

Particular	31/03/2018	31/03/2017	31/03/2016
Cash In Hand	35,014.71	70,407.82	155,656.77
Balances with Bank (In Current Accounts)	2,295.31	37,867.70	19,020.81
TOTAL	37,310.02	108,275.52	174,677.58

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

5. Short Term Loans and Advances

In Rs.

Particular	31/03/2018	31/03/2017	31/03/2016
Fixed Deposit			4,232,213.00
VAT Receivable	558.00	558.00	4717.38
Others	59,570,000.00	59,570,000.00	55,860,000.00
Security Deposit	15,000.00	15,000.00	
TOTAL	59,585,558.00	59,585,558.00	60,096,930.38

6. Share Capital

In Rs.

PARTICULAR	31/03/2018	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	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	105,600,000.00
TOTAL	105,600,000.00	105,600,000.00	105,600,000.00

Details of Shareholders Holding more than 5%

In Rs.

PARTICULAR	As on 31/03/2018		As on 31/03/2017		As on 31/03/2016	
	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held
C.L. AGRAWAL	1656672	15.69%	1656672	15.69%	1656672	15.69%
RASHMEE AGRAWAL	4320541	40.92%	4320541	40.92%	1742048	16.50%
SHANTI DEV AGGARWAL	---	0%	---	0%	2578488	24.42%
CRA INFOTECHPVT. LTD.	1355816	12.84%	1355821	12.84%	1355821	12.84%

Details of Equity Shares Issued In Preceeding 5 Years

In Rs.

PARTICULAR	As on 31/03/2018	As on 31/03/2017	As on 31/03/2016
	Total Shares	Total Shares	Total Shares
1) Number of Equity Shares Issued as Bonus Share (Fully Paid up) In last 5 years	-	-	6,96000
2) Number of Equity Shares Alloted For Contract without payments received in cash (Fully Paid up) in the	-	-	600000

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

7 Other Equity

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Securities Premium Reserve :-			
As per Last Balance Sheet	4,000,000.00	4,000,000.00	4,000,000.00
Securities Premium Reserve Closing Balance	4,000,000.00	4,000,000.00	4,000,000.00
Profit & Loss :-			
As per Last Balance Sheet	(21,046,466.48)	(19,724,379.14)	(3,060,659.78)
Add : Profit & Loss for the year.	(770,965.50)	(1,308,865.34)	(4,521,987.36)
Deprecaiton for the earlier year			(12,141,732.00)
Less : Income tax Refundable W/ff	-	13,222.00	
Closing Balance	(21,817,431.98)	(21,046,466.48)	(19,724,379.14)
TOTAL	(17,817,431.98)	(17,046,466.48)	(15,724,379.14)

8 OTHER CURRENT LIABILITIES

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Audit Fees Payable	40,000.00	40,000.00	40,000.00
Other Payables	700,000.00	-	255,687.10
TOTAL	740,000.00	40,000.00	295,687.10

9 Revenue from Operations

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Sale of Products	-	12,100.00	95,400.00
TOTAL	0.00	12,100.00	95,400.00

10 Other Income

In Rs.

Particulars	31/03/2018	31/03/2017	31/03/2016
Other Income	238,280.00	17,290.00	132,213.00
TOTAL	238,280.00	17,290.00	132,213.00

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

11 Changes In Inventory			In Rs.
Particulars	31/03/2018	31/03/2017	31/03/2016
Opening Amount	-	-	2,245,000.00
Closing Amount	-	-	-
Increase / Decrease in Amount			2,245,000.00

12 Employees Benefit Expense			In Rs.
Particulars	31/03/2018	31/03/2017	31/03/2016
Salary, Wages and Bonus	240,000.00	436,775.00	678,600.00
Staff Welfare	3,480.00	16,720.00	4,260.00
TOTAL	243,480.00	453,495.00	682,860.00

13 Other Expenses			In Rs.
Particulars	31/03/2018	31/03/2017	31/03/2016
<u>Administrative and General Expenses</u>			
Telephone Expenses	5,688.00	8,510.00	16,146.00
Printing & Stationery	9,060.00	9,830.00	7,920.00
Postage and Courier	460.00	540.00	640.00
Rent	180,000.00	259,000.00	358,400.00
Auditor's Remuneration	40,000.00	40,000.00	40,000.00
Office Maintainence	9,000.00	6,200.00	1,490.00
Electricity & Water Expenses	4,670.00	10,570.00	33,060.00
Travelling & Conveyance	2,305.00	860.00	1,120.00
ROC & Listing Fees	2,400.00	2,400.00	3,000.00
Legal and professional charges	461,140.00	450,259.00	413,431.00
Business Promotion	840.00	730.00	870.00
Advertisement Expenses	48,488.00	47,300.00	63,474.00
Bank Charges	504.50	517.00	140.36
Miscellaneous exps.	1,210.00	18,159.34	27,675.00
Finance Cost	0.00	29,885.00	0.00
TOTAL	765,765.50	884,760.34	967,366.36

<p>In terms of our report of even date FOR SARIKA & CO. CHARTERED ACCOUNTANTS Firm Registration No. 015306C</p> <p>Sd/- Sarika Prasad Proprietor FCA M. No : 405313</p> <p>Place : New Delhi DATED : 31st August 2018</p>	<p>For and on behalf of the Board of Directors of Integra Telecommunication & Software Ltd.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"> Sd/- Nikhil Agarwal Director DIN-02763328 </td> <td style="width: 50%;"> Sd/- Rashmee Agarwal Director DIN-01663761 </td> </tr> <tr> <td style="width: 50%;"> Sd/- Jibachh Jha Chief Financial Officer </td> <td style="width: 50%;"> Sd/- Chimman Lal Agrawal Company Secretary </td> </tr> </table>	Sd/- Nikhil Agarwal Director DIN-02763328	Sd/- Rashmee Agarwal Director DIN-01663761	Sd/- Jibachh Jha Chief Financial Officer	Sd/- Chimman Lal Agrawal Company Secretary
Sd/- Nikhil Agarwal Director DIN-02763328	Sd/- Rashmee Agarwal Director DIN-01663761				
Sd/- Jibachh Jha Chief Financial Officer	Sd/- Chimman Lal Agrawal Company Secretary				

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