

SECRETARIAL COMPLIANCE REPORT OF INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED FOR THE YEAR ENDED 31ST MARCH 2019

We have examined:

- a) all the documents and records made available to us and explanation provided by **INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED** having CIN: L74899DL1985PLC020286 & Registered Office at 108/9, Kishan Garh Village Vasant Kunj South Delhi-110070 (hereinafter referred to as listed entity).
- b) the filing/ submission made by listed entity to the stock exchange,
- c) website of listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March 2019 (“Review Period”) in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulation, circulars, guidelines issued thereunder; and
- b) The Securities Contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulation, circulars, guidelines issued thereunder by Securities and Exchange Board of India (“SEBI”)

The specific regulation, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018;(Not applicable to the entity during review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulation, 2018; (Not applicable to the entity during review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; (Not applicable to the entity during review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; (Not applicable to the entity during review period)



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013; (Not applicable to the entity during review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;

and based on the above examination, We hereby report that, during the Review period:

- a) The listed entity has complied with the provisions of the above Regulation and circulation/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 7(5) of SEBI (LODR) Regulations, 2015 The listed entity shall intimate appointment of new Share transfer agent, to the stock exchange(s) within seven days of entering into the agreement.	The Company has timely intimated to BSE about the appointment of New Share Transfer Agent (Abhipra Capital Limited) by clearly stating the same in outcome of Board Meeting.	Deviation is self-explanatory
2	SEBI Circular no. SEBI/HO/CFD/DCR1/CIR/P/2018 /85 dated 28.05.2018	The Company has not designated any Depository Participant for the purpose of monitoring of shareholding of KMP/Employees of the Company.	Deviation is self-explanatory
3.	Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	The promoter of the company has not given disclosures dated 31.03.2018 but Disclosures given as on 31.03.2019 as per required provisions. (As there was no change in the holdings during this period)	Deviation is self-explanatory

- b) The listed entity has maintained proper records under the provisions of the above Regulation and circulation /guidelines issued insofar as it appears from our examination of those records
- c) The following are the details of actions taken by the listed entities/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulation and circulars / guidelines issued thereunder:



Sr. no.	Action taken by	Details of violation	Details of Action taken	Observation/ remarks of the Practicing Company Secretary, if any.
1.	Notice issued by BSE Limited dated 31.10.2018	<p>1. The Company has not submitted Corporate Governance Report for the quarter ended 30.09.2018.</p> <p>2. The Company has not complied with the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) of SEBI (LODR), Regulations, 2015</p>	The Company has submitted detailed reply to Stock Exchange	Complied with Notice
2.	Notice issued by BSE Limited dated 16.11.2018	The Company has not submitted Annual Report for the year ended March, 2018	The Company has submitted soft copy of Annual Report to Stock Exchange with Notice and later on hard copy of Annual Report to the BSE for the year ended March, 2018.	Remark are self-explanatory
3.	Notice issued by BSE Limited dated 23.01.2019	The Company has appointed Mr. Nikhil Agarwal as Chairperson of the Nomination and remuneration committee who is not an independent director in Corporate Governance Report for the quarter ended 31.12.2018.	The Company has clarified to the BSE that the Mr. Nikhil Agarwal Inadvertently selected as Chairperson of the Company and filed revised Corporate Governance Report.	Complied with Notice
4.	Notice issued by BSE Limited dated 24.01.2019	The Company has filed only XBRL Reconciliation of Share Capital Audit Report and not filed PDF of the same for the quarter ended 31.12.2018.	The Company has replied and submitted Reconciliation of Share Capital Audit Report to BSE.	Complied with the Notice



- d) The listed entity has taken the following actions to comply with the observation made in the previous reports;

Sr. no.	Observation of the Practicing Company Secretary in the Previous reports	Observation made in secretarial compliance report for the year ended 31 st March 2018	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
NIL				

For A. K. NANDWANI & ASSOCIATES
(Company Secretaries)

Place: New Delhi
Date: 15.05.2019



A handwritten signature in black ink, appearing to read "Meenu Sharma".

Meenu Sharma
ACS: 32806
C.P. NO.:20929