



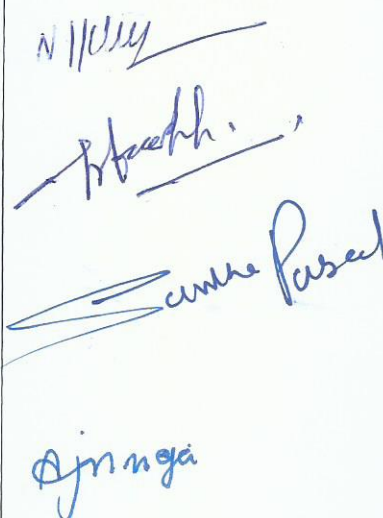
Integra Telecommunication & Software Limited

Regd. Off.: 2287, Sector-D, Pocket-2, Vasant Kunj
New Delhi-110070, Website : www.integratelesoftware.com
Ph.: +91-11-40574542, E-mail : info@integratelesoftware.com
CIN : L74899DL1985PLC020286

Date : 06/09/2014

“ FORM-A ”

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of Company	Integra Telecommunication and Software Ltd.
2.	Annual Financial Statements	31 st March, 2014
3.	Type of Audit observation	No Qualification
4.	Frequency of observation	NIL
5.	To be signed by – A) CEO/Managing Director B) CFO C) Auditor of the Company D) Audit Committee Chairman	



**29TH
ANNUAL
REPORT
2013-2014**

**INTEGRA TELECOMMUNICATION
AND SOFTWARE LIMITED**

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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

Registered Office: 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 29th Annual General Meeting of the members of the Integra Telecommunication & Software Ltd. will be held on Tuesday, 30th September, 2014 at 11.00 a.m. at Registered office of the Company to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March 2014 with the Report of the Board of Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Nikhil Agarwal, Director, (DIN:02763328) who retire by rotation and being eligible offers himself for reappointment .
3. To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution:-
"RESOLVED THAT pursuant to the provision of section 139 of the Companies Act, 2013 and Company (Audit and Auditors) Rules, 2014, M/s Sarika & Co., Chartered Accountant, (FRN No. -- 015306C), be and are hereby re- appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

Special Business:

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to provisions of section 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013, relevant rules made thereunder and provisions of Listing Agreement, the appointment of Mr. Ashok Kumar Juneja, (DIN: 01289206) as an Independent Director of the Company (non rotational) for a period of 3 years from 3rd September, 2014 be & is hereby approved.
5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to provisions of section 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013, relevant rules made thereunder and provisions of Listing Agreement, the appointment of Mr. Biswanath Patnaik, (DIN: 05314359) as an Independent Director of the Company (non rotational) for a period of 3 years from 3rd September, 2014 be & is hereby approved.
6. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-
"RESOLVED THAT pursuant to the provisions of section 196,197, 203, Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, approval of the members of the Company be and is hereby accorded to the appointment of Mrs. Rashmee Agarwal, Director, (DIN: 01663761) as Managing Director of the Company on following terms and conditions:
A] Period Of Appointment : For 3 Years (upto 03/09/2017)
B] Nature of Appointment : Non Contractual
C] Remuneration : Nil

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

Sd/-

Sonia Goyal
Company Secretary

Date: 3rd September, 2014
Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. **Annual Reports & Accounts for the year 2013-14 are being posted separately as per Companies Act, 2013.**
3. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote at the Meeting.
4. Members/ Proxies should fill the Attendance slip for attending the meeting.
5. As per the New provisions of Companies Act, 2013, facility for making nominations is now available for shareholders in respect of the shares held by them.
6. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business transacted at the meeting is annexed hereto.
8. All relevant documents referred to in the notice are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 2:00 p.m. except Sundays and holidays up to the date of the Annual General Meeting.
9. The register of Member and Share Transfer Book will remain closed from 22nd September 2014 to 30th September 2014 (Both days inclusive).
10. Members attending the meeting are requested to bring their copy of Annual Report.
11. **The Complete notice as well as Annual report of the Company will also be available on the website of the Company i.e. www.integratelesoftware.com**
12. **Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.**
13. The Securities and Exchange Board of India (SEBI) has mandate the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
14. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
15. **Members holding shares in physical form are requested to furnish their email at cs@integratelesoftware.com and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, Annual report etc. through e-mail. For members, who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduction by MCA and make it success.**
16. The details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice.
17. Pursuant to the Stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013 and the relevant Rules, the Company has entered into an arrangement with Central Depository Services limited (CDSL) to facilitate the Member to exercise their right to vote at the Annual General Meeting by electronic means. The details process for participating in e-voting is given on a separate Annexure .

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and Clause 49 of the Listing Agreement.

Item No. 4 & 5

Mr. Ashok Kumar Juneja and Mr. Biswanath Patnaik are proposed to be appointed as Independent Directors for a term of three consecutive years i.e. upto 3rd September, 2017. As per Section 150 their appointment is to be approved by the shareholders at the forthcoming AGM and hence the same is placed for consideration and approval at the AGM. In terms of the relevant provisions of the Act, the above directors will not be liable to retirement by rotation.

Both the appointees comply with the criteria for Independent directors specified under Section 149(6) of the Act. Considering their qualification and experience, the board recommends the resolution for the consideration of the Members.

Except the respective appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

Item No. 6

Mrs. Rashmee Agrawal, aged 54 years, is associated with the Company since 1999. She is graduate & having vast experience of more than 25 years in the field of Marketing. Mrs. Rashmee Agrawal was originally appointed a whole time director of the company in 03/09/2001.

By Keeping in mind her experience our Board of Directors in their meeting held on 03/09/2014, appointed (subject to approval of Shareholder) Mrs. Rashmee Agrawal, Director as Managing Director (MD) of the company for a period of three years with no remuneration .The board recommends the resolution for the consideration of the members as a Special Resolution.

Except the Mrs. Rashmee Agrawal (appointee) and Mr. Nikhil Agrawal (her son), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

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

Sd/-

Sonia Goyal
Company Secretary

Date: 3rd September, 2014

Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Item No. 2, 4,5,6

Mr Nikhil Agrawal, aged 33 years, is a Finance graduate from Delhi University and holds a Master in Business Administration from IIM, Delhi. He is having a vast experience in varied areas of software development.

Mr. Ashok Kumar Juneja, a law graduate, is also a Fellow Member of Institute of Company Secretary of India and a post graduate in Commerce. He is also associated with Institute of Cost & Works Accountants of India and has obtained various capital market certifications. He is having an experience of more than 30 years in allied fields.

Mr. Biswanath Patnaik, is an Independent Director of the Company and holds vast experience in the areas of finance & commerce . He has held management positions in many companies and has more than 1- years of experience in Marketing & management.

Mrs. Rashmee Agrawal, aged 54 years, is associated with the Company since 1999. Mrs. Rashmee has a vast experience of more than 25 years in the field of Marketing.

Annexure to Notice

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHT BY ELECTRONIC MEANS

1. In term of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Clause 35B of the listing agreement with the Stock Exchanges, the Company is providing to its members the alternative facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) meeting by electronic means on any or all of the business specified in the accompanying notice.
The Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-VOTING is optional and member shall have an option to vote either through e-voting or in person at the forthcoming AGM.
2. The Company has fixed Friday, 29th August 2014 as the cut -off date for determining voting rights of the shareholders entitled to participate in the e-voting process.
3. The e-voting period begins on Wednesday, 24th September 2014 from 9.30 A.M. and ends on Friday, 26th September 2014 till 5.30 P.M. During this period, shareholder's of the company (holding shares either in physical form or in dematerialized form) as on the cut-off/entitlement date 29th August, 2014 may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL for voting.
4. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
5. The Instructions for members for voting electronically are as under -----
 - a. Log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" Tab.
 - c. Now, Select the "Integra Telecommunication & Software Ltd" from the drop down menu and click on "SUBMIT"
 - d. Now, Enter your User ID as show below:-

Member holding shares in demat form with CDSL	16 digits beneficiary ID
Member holding shares in demat form with NSDL	8 character DP ID followed by 8 digits Client ID
Member holding shares in Physical Form	Folio No. registered with the Company

- e. Next, Enter the image verification code as displayed and click on "Login"
- f. Next, Enter the Password :-
 - (i) Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through www.evotingindia.com in respect of their holding in any other company shall use their existing password.
 - (ii) Password entry for Member who are holding shares in demat form and are exercising e-voting for the first time and for Member holding shares in Physical form shall be as below :

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

PAN	Enter your 10 digit PAN (issued by the Income Tax Department), if the same has been registered with the DP or with the Company. For Members who have not updated their PAN with the company/Depository Participants, are requested to use:----- (i) The demat shareholder to enter in the PAN field the first 2 letters of their name and the 8 digit of demat account (for CDSL , last 8 digits of beneficiary ID and for NSDL 8 digits of client ID. (ii)For physical shareholders ,to enter first 2 letters of their name(in capital letters) and their folio number in PAN field .If the folio number is less than 8 characters, enter the applicable number of zeros before the folio number
Date of Birth	Enter your Date of Birth as registered with the DP / Company in DD/MM/YYYY format.
Dividend Bank Details	Enter the Bank details as registered with the DP /Company. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depositories or Company please enter the NUMBER OF SHARES held on cut off date in Dividend Bank details field in order to login.

- g. After entering these details appropriately, Click on Submit tab for further processing.
If the password entered is incorrect, system will not allow to login and you have to repeat the above process until the proper password is entered.
- h. Thereafter, Member holding shares in physical form will be directed to the "Company Selection" menu.
Member holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time, will be required mandatorily to create their own password to proceed with e-voting process. After completion of the new password creation, they will be directed to the Company Selection Menu.
- i. Click on the EVSN for Integra telecommunication & Software Limited and you will be directed of the resolutions.
- j. The Description of the resolutions as set out in the Notice of the Meeting and the voting options "YES/No" will be displayed for each of the resolutions on the Screen for voting.
- k. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
- l. Select the option "YES" or "NO" for each of the Item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. After Selection, click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
- n. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the changed password then they should enter the User ID and the Captcha code and click on "Forgot Password" to enter the details as prompted by the system.
- q. Institutional Shareholder (i.e. other than Individual, HUF, NRI etc.) are required to log on to <https://www.evoting.co.in> and register themselves as corporate .
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdsl.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
6. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
7. Mrs. Sarika Prasad, Practicing Chartered Accountant, C.P. Membership No. 405313 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusions of the e-voting period, unblock the votes in the presence of at least two (2) witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in "Favour" or "Against", if any, forthwith to the Chairman of the Company.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

9. The Result of E-voting shall be declared on or after the 29th Annual General Meeting (AGM) of the Company. The results of E-voting alongwith the Scrutinizer's Report shall be placed on the website of the Company (www.integratelesoftware.com) and also on the website of CDSL within two (2) days of passing of the resolutions at AGM and will also be communicated to the Stock Exchange(s).

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

Sd/-

Sonia Goyal
Company Secretary

Date: 3rd September, 2014

Place: New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED
 CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
 Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070
 Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

ATTENDANCE SLIP

#DP ID.	
#CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I hereby record my presence at the 29th Annual General Meeting of the Company held at registered office of the company on Tuesday, the 30th September 2014 at 11.00 a.m.

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

*Strike out whichever is not applicable

Applicable for shareholders holding shares in dematerialized form.

Signature of the attending shareholder / Proxy / Authorised Representative

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

PROXY FORM

CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
 Registered Office: 2283, Sector – D, Pocket – 2, Vasant Kunj, New Delhi – 110070
 Website: www.integratelesoftware.com, E-mail: info@integratelesoftware.com

[Pursuant to Section 105(6) of the Companies, Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DPID/Client ID :	

I/We _____ being a Member /Members of INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED holding _____ shares hereby appoint.

- (1) Name : _____ Address: _____
 E-Mail ID: _____ Signature : _____ or falling him;
- (2) Name : _____ Address: _____
 E-Mail ID: _____ Signature : _____ or falling him;
- (3) Name : _____ Address: _____
 E-Mail ID: _____ Signature : _____ or falling him;

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 30th September 2014 at 11.00 a.m. at the Registered office of the company and at any adjournment(s) thereof in respect of the resolution are indicated overleaf:

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

Resolution Number	Resolution	For	Against
ORDINARY BUSINESS			
1.	Adoption of audited Financial Statements for the year ended 31 st March, 2014		
2.	Appointment of Mr. Nikhil Agarwal, Director, (DIN:02763328) who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of M/s Sarika & Co., Chartered Accountant, as statutory Auditor .		
SPECIAL BUSINESS			
4.	Re- appointment of Mr. Ashok Kumar Juneja, Director, (DIN: 01289206) as an Independent Director for three years .		
5.	Re- appointment of Mr. Biswanath Patnaik, Director, (DIN: 05314359) as an Independent Director for three years .		
6.	Appointment of Mrs. Rashmee Agrawal, Director, (DIN: 01663761) as Managing Director for a period of three years.		

Signed this _____ day of _____ 2014

Signature of Shareholder Signature of Proxy Holder(s)

Note:

** It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to in the manner as he/she may deem appropriate.

Affix Revenue Stamp

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

FOR OFFICE USE ONLY
DATE OF RECEIPT

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

INTEGRA TELECOMMUNICATION AND SOFTWARE LTD.

BOARD OF DIRECTORS:-

PROMOTER DIRECTOR
Mrs. RASHMEE AGRAWAL
Mr. NIKHIL AGRAWAL

INDEPENDENT DIRECTOR

Mr. ASHOK JUNEJA
Mr. BISWANATH PATNAIK

COMPANY SECRETARY:-

Mrs. SONIA GOYAL

REGISTERED OFFICE:-

2283, SECTOR-D, POCKET -2,
VASANT KUNJ
NEW DELHI- 110070

SCRIP CODE:-

BSE – 536868
ISIN No. – INE256F01019

AUDITORS:-

SARIKA & CO.
CHARTERED ACCOUNTANTS

REGISTRAR & TRANSFER AGENT:-

LINK INTIME INDIA PVT. LTD.
3, COMMUNITY CENTRE
NARAINA INDUSTRIAL AREA
PHASE – 1, NEW DELHI- 1100028

BANKERS:-

ICICI BANK
AXIS BANK

LISTED AT:-

BOMBAY STOCK EXCHANGE LTD.
DELHI STOCK EXCHANGE LTD.

CONTENTS

	Page No.
1. Director's Report	2
2. Management Discussion & Analysis	5
3. Corporate Governance Report	7
4. Auditors Report	14
5. Balance Sheet	17
6. Profit & Loss Account	18
7. Cash Flow Statement	19
8. Notes to Financial Statements	20

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 29th Annual Report of the Company together with the Financial Statements for the year ended 31st March 2014.

Financial Results

Particulars	2013-2014 (Rs.)	2012-2013 (Rs.)
Sales & Other Income	93787089.10	145195637.99
Profit before Depreciation	2456309.89	6427117.99
Less : Depreciation	7416506.00	5850932.00
Profit/(Loss) Before Taxation	(4960196.11)	576185.99
Less : Taxation	--	120000.00
Profit/(Loss) after Taxation	(4960196.11)	456185.99
Add : Profit Brought Forward from Previous Year	8038380.71	7582194.72
Balance Carried to Balance Sheet	3078184.60	8038380.71

Working Results

During the year under review, total income of the Company was Rs. 93787089.10 as against Rs. 145195637.99 in previous year ended 31st March, 2013. Profit before tax was Rs. (4960196.11) as against Rs. 576185.99 in the preceding year. Profit after tax for the year under review was Rs. (4960196.11) as against Rs. 456185.99 during the preceding year. Your Directors are putting in their best efforts to improve the performance of the Company.

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

Future Outlook

In the current year, the business of the Company is likely to improve due to better market condition and improvement in the economy particularly in the IT Sector. Moreover, the company is diversifying into other related business areas where business potential is much more.

Dividend

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

Fixed Deposits

The company has not accepted any fixed deposits from the public during the year under report.

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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Particular of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217 (2A) of the Companies Act, 1956 & relevant rules.

Listing Information

The shares of the Company are listed in Bombay Stock Exchange Limited and in the Delhi Stock Exchange Association Limited. Listing Fees for the year 2013-14 have already been paid to the Bombay Stock Exchange Limited .

Directors

In accordance with the provisions of the Companies Act, 2013 Mr. Nikhil Agrawal (DIN No: 02763328) retire by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment.

Mrs. Rashmee Agrawal, Director, (DIN No. 01663761) is proposed to be appointed as Managing Director of the Company at the ensuing Annual General Meeting for a period of Three (3) years, without any Remuneration. The Board recommends her re-appointment.

Your Directors further inform the member that in accordance with the provisions of the Company Act, 2013, and Clause 49 of the Listing Agreement as per SEBI Circular date 17th April, 2014, the Company is Required to appoint the Independent Directors on the Board to hold office for a term of five consecutive years and such independent directors shall not be liable to retire by rotation.

Mr. Ashok Kumar Juneja, (DIN: 01289206) and Mr. Biswanath Patnaik, (DIN: 05314359) are proposed to be re-appointed as Independent directors for a period of Three (3) years under Section 149 of Companies Act, 2013 in the ensuing Annual General Meeting. The Board recommends their re-appointment.

Auditors

The term of your Company Auditors M/s. Sarika & Co., Chartered Accountants, expires at the ensuing Annual General Meeting and being eligible, they have expressed their willingness to be appointed as Statutory Auditors of the company.

The Auditors observations and the relevant notes on the Accounts are self-explanatory and therefore do not call for further comments.

Directors Responsibility Statement

Pursuant to the Section 217 (2AA) of the Companies Act 1956, Your Directors confirm that:

- (i) In the preparation of the annual accounts for the year ended on 31/03/2014, the applicable accounting standards have been followed;
- (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 31/03/2014 .
- (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 irregularities;
- (iv) The Accounts have been prepared on a going concern basis.

Corporate Governance

The Company has been practicing good Corporate Governance over a period of time and lays emphasis on transparency, accountability and integrity. Company confirm to the code of corporate governance as stipulated under the Listing Agreement, which is also published on the website of the Company.

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 Clause 49 of the Listing Agreement, form part of the Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report, as required by clause 49 of listing agreement, form part of the Annual Report .

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Social Responsibility

We view responsible conduct as a necessary input for long term business success. We accept responsibility for our business, our employees and society. That is how we define our corporate responsibility (CR).

Details of unclaimed Share Certificates

In accordance with the requirements of the Clause 5A of the Listing Agreement, 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.

Adequacy of Internal Controls

Your company has in place adequate internal control systems combined with delegation of power and periodical review of the process. The control system is also supported by internal checking and management reviews with documented policies and procedures.

Acknowledgement

Your Directors would like to express their gratitude for the support and co-operation received from Company's bankers, investors, vendors, customers, government authorities and business association during the year. Your Directors 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.

Sd/-
Nikhil Agrawal
Director
DIN : 02763328

Sd/-
Rashmee Agrawal
Director
DIN : 01663761

Place: New Delhi

Date: 3rd September, 2014

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis ("MD&A") is designed to provide the reader with 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.

Forward looking statements made in this Report, are based on certain assumptions and of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized.

Business & Performance Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

The company is engaged in the business of Computer hardware and software. The company deals in various type/ make of computer, laptop, various other hardwares and softwares as per the requirements of its client.

Your Company's performance decreased during F.Y 2013-14 due to lower orders received from the clients as compared to the previous year. As a result, during the F.Y 2013-14, Company have earned lower operating profits and after providing depreciation, there was a net loss of Rs. 49.60 lacs. The summarized financial performance is as under :-

Particulars	F.Y 2013-14	F.Y 2012-13
Total Turnover	93787089.10	145195637.99
Depreciation	7416506.00	5850932.00
Total Expenditure	98747285.21	144619452.00
Profit Before Tax (PBT)	(4960196.11)	576185.99
Provision For Tax	0.00	120000.00
Profit After Tax(PAT)	(4960196.11)	456185.99
Equity Capital	105600000.00	105600000.00
Reserves & Surplus	7071184.60	12038380.71

Your Management accepts responsibility for the integrity and objectivity of these statements as well as for the various estimates judgments used therein.

Industry Structure and Developments

As the Economy of India is expected to grow with reasonable pace, each and every Sector of the Industry will be growing including IT, Software and Telecom Sector. As you are aware that your company is in the IT & Software Sector, it will also have, the immense opportunities with the growing Economy. The Company has adopted the IT & Software sector as its full fledged activity and have plans to grow at fast pace.

Outlook, Opportunities and Threats

With the continuous technological advancements in economy, particularly in IT sector, there will be enormous business opportunities for your company. It is poised to grow at much larger rate in the coming years. Your Company looks forward to avail such opportunities so as to improve its results.

Risk and Concerns

The competition 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 as a whole. Your company, however has taken steps in strengthening the risk management systems and practices.

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

Corporate Social Responsibility

Your company is socially responsible corporate citizen committed to deliver a positive impact across social, economic and environmental parameters.

Internal Control systems and their adequacy

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. A "Risk based Internal Audit" system has been introduced to make it more focused and effective.

The Company's internal control system aims to ensure that

- All Statutory Laws and regulations are complied with;
- 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;
- Financial information is 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

Your Company is having a competent team of dedicated employees. The company recognizes the importance and the contribution of its human resources for its growth and development. The company follows a proper policy to retain its employees including their training and skill development. HR policies of your company are being aligned with the current trends in the market. The Company follows a recognition and reward scheme that motivates the employees to perform better.

Prohibition of Insider Trading

The Company has implemented a policy of prohibiting Insider trading in conformity with applicable regulations of the Securities Exchange Board of India (SEBI). Necessary procedures have been laid down for prohibition of Insider Trading.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Corporate Governance Report

CORPORATE GOVERNANCE

Corporate Governance is a systems of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy its stakeholders including shareholders, creditors, employees, customers and suppliers, as well as complying with the legal and regulatory requirements, apart from meeting environmental and local community needs. It involves defining and implementing a system of rules, processes, procedures and relationships to manage the organization and fulfills its legal & financial obligations and implementing processes that guarantee transparent information to all stakeholders.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your company has always 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 Clause 49 of the Listing Agreement with the Stock Exchanges, as detailed below:-

I. BOARD OF DIRECTORS

(A) Composition of Board

The Composition of the Board is in conformity with clause 49 of the listing agreement relating to the composition in terms of non-executive/ Independent directors. The Board of Directors of the Company comprises of 4 Directors with two Promoter (Executive) Directors and two Independent (Non-Executive) Directors.

(B) Non-Executive Directors' compensation and disclosures

No remuneration has been 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 4(four) Board Meetings were held during the financial year 2013-2014. The dates on which the meetings were held are 23.05.2013, 07.08.2013, 17.10.2013, 04.02.2014.

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 2013-2014 are tabulated below:

Name	Category	Board Meetings Attended during year	Attendance at the Last AGM	Outside Directorship and Committee positions		
				Directorship#	Committee* Membership	Committee* Chairman
Mr. Nikhil Agrawal	Promoter Director (Executive)	4	Yes	1	1	-
Mrs. Rashmee Agrawal	Promoter Director (Executive)	4	Yes	1	1	-
Mr. Biswanath Patnaik	Independent Director (Non Executive)	4	No	2	2	1
Mr. Ashok Kumar Juneja	Independent Director (Non Executive)	4	Yes	3	2	1

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

As per Section 275 read with Section 278 of the Companies Act, 1956 and explanation to clause 49(1)(c)(ii) of the Listing Agreement with the Stock Exchanges.

*Only covers Membership /Chairmanships of Audit Committee and Shareholders/Investors Grievance Committee.

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.

II. AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Company complies with the provisions of Section 292A of the Companies Act, 1956 as well as requirements of Listing Agreement under clause 49 of the listing agreement pertaining to the Audit Committee. 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.
- iv) The Chairman of the Audit Committee is suppose to be present at coming Annual General Meeting going to be held on 30th September, 2014.
- 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.

Meeting of the Audit Committee

During the Year, the Audit Committee had met five times on 24.04.2013, 23.05.2013, 07.08.2013, 17.10.2013, 04.02.2014. The composition of the Audit Committee and number of meetings attended by the members are given below:

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

*The Company Secretary acts as the secretary of the Committee.

III. REMUNERATION COMMITTEE (NON MANDATORY)

Remuneration Committee was not required to be constituted.

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.

ii) Composition and Meeting

The present Composition of the committee is in conformity with Clause 49(iv)(G)(iii) of the Listing Agreement is tabulated as under :-

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

Company Secretary is the Compliance Officer of the Committee, who oversees the investors grievances .

iii) Details of 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

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
2010-11	29/09/2011	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	Yes
2011-12	29/09/2012	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	No
2012-13	05/09/2013	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	Yes

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

VI. SUBSIDIARY COMPANIES

The company has no Subsidiary Company.

VII. DISCLOSURES

(A) Basis of related party transactions

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 Clause 49 (IV) (A) and other applicable laws. Transactions with related parties, if any are disclosed in the Notes to the Accounts as part of Financial Statements.

(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.

(D) Remuneration of Director

- i) No remuneration was paid to the Executive as well as non Non-executive Directors.
- ii) The Non-Executive directors have disclosed that they do not hold any shares and/ or any convertible instruments in the Company.
- iii) There has been no pecuniary relationship or transactions of the non-executive directors vis-a-vis the company.

(E) CEO/CFO Certifications

Mr. Nikhil Agrawal, Director and Mr. Jibachh Jha Head (Finance & Accounts),who are carrying responsibility of CEO and CFO respectively have given CEO/CFO certificate as per format prescribed under clause No. 49(v) of the Listing Agreement to the Board at its meeting held on 3rd September, 2014.

(F) Penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(G) 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).

VIII. CODE OF CONDUCT

- (i) The Board of directors has laid down Code of Conduct for all Board members and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Director (including Senior Management of the Company) and Non Executive Directors have been sent to all the Directors and Senior Management Personnel. The Code of Conduct is posted on the website of the company. The copy of the Code of Conduct 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, 2014. 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

- A. Compliance Certificate for Corporate Governance from the Auditors of the Company is annexed here with.
- B. The company had not adopted the non-mandatory requirements as mentioned in the Clause 49.

XI. MEANS OF COMMUNICATION

Quarterly and Annual Audited financial results are sent immediately to the Stock Exchange after they are approved by the Board of Directors. The Company published its results within the stipulated time as per the Listing Agreement in leading newspapers, i.e. Business Standard in English & Hindi.

As per clause 54 of Listing Agreement, 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** : Tuesday, the 30th September, 2014 at 11.00 AM
At 2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70
- Financial Year** : April 01, 2013 to March 31, 2014
- Book closure period** : September 22nd, 2014 to September 30th, 2014
(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, 2014	5 th August, 2014
Financial Reporting for the quarter ending 30 th September, 2014	2 nd Week of November, 2014
Financial Reporting for the quarter ending 31 st December, 2014	2 nd Week of February, 2015
Financial Reporting for the quarter ending 31 st March, 2015	2 nd Week of May, 2015

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(iii) **Listing:**

The Equity Shares of the company are listed on Bombay Stock Exchange Ltd. and Delhi Stock Exchange Ltd. Already paid listing fee for the year 2014-15 to BSE.

(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. 44.45 (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 2013-2014 are given below :

Month	Integra Telecommunication & Software Ltd. (Share Price)		Bombay Stock Exchange Ltd. (Sensex)	
	High (Rs.)	Low (Rs.)	High	Low
Dec 2013	31.93	14.00	21,483.74	20,568.70
Jan 2014	36.65	29.20	21,409.66	20,343.78
Feb 2014	35.60	33.95	21,140.51	19,963.12
Mar 2014	35.60	30.60	22,467.21	20,920.98

(vii) **Share Transfer System**

Shares lodged for transfer in house are normally processed and approved by Share Transfer-cum-Shareholders Grievance Committee as and when required. The Registrar & Share Transfer Agent of the company is " LINK INTIME INDIA PVT. LTD." The Transfer and Transmission of shares is 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, 2014 :**

Category (No. of Shares)	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Total Shares
Upto 500	387	72.61	558006	5.28
501 – 1000	107	20.07	717400	6.80
1001 – 10000	33	6.19	665657	6.30
10001 & above	6	1.13	8618937	81.62
TOTAL	533	100.00	10560000	100.00

(b) **Shareholding pattern as on March 31, 2014**

Category of Shareholder	No. of Shareholders	Total No. of Shares held	Percentage of Shareholding
(A) Promoters & Promoter Group	5	6593299	62.44
(B) Public shareholding			
(i) Mutual Funds /Banks /FIIS	NIL	NIL	NIL
(ii) NRIs/ Foreign Nationals	NIL	NIL	NIL
(iii) Private Corporate Bodies	7	2027334	19.20
(iv) Individuals	521	1939367	18.36
TOTAL	533	10560000	100.00

(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 2014, 81.64% 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.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

(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 by companies to their shareholders through electronic mode. In order to enable the Company to send such documents in electronic form, members who hold shares in physical form are requested to register their e-mail addresses with the Company by sending a letter to their addresses given elsewhere in the Report, or an e-mail on their respective e-mail ID cs@integratelesoftware.com and intimate changes in the e-mail Id from time to time.

(xii) **Address for correspondence**

Company Secretary

Integra Telecommunication & Software Limited
2283, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70
Tel: 011-40574542
Email ID: cs@integratelesoftware.com
Website: www.integratelesoftware.com

Our Registrar:-

Link Intime India (P) Ltd
3, Community centre, Naraina Industrial Area
Phase-1, New Delhi-110028.
Phone No- 011-41410592 & 94
E-mail:-delhi@linkintime.co.in

CERTIFICATION BY DIRECTOR AND HEAD (F & A) :-

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 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) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct.
- c) They 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) They 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.

By Order of the Board

For Integra Telecommunication & Software Ltd.

Place: New Delhi
Date: 3rd September, 2014

Sd/-
Jibachh Jha
Chief Finance Officer

Sd/-
Nikhil Agrawal
Director
DIN-02763328

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, 2014, 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, 2014.

For Integra Telecommunication & Software Ltd.

Place: New Delhi

Date: 3rd September, 2014

Sd/-
(Nikhil Agrawal)
Director
DIN-02763328

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO,

THE MEMBERS,

Integra Telecommunication & Software Ltd.

We have examined the compliance of conditions of Corporate Governance by Integra Telecommunication & Software Ltd for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges .

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above mentioned Listing Agreement.

As required by Guidance Note issued by Institute of Chartered Accountant of India, We have to state as per the records maintained by the Company as on 31st March, 2014 there were no investor grievances is unattended/pending for more than 30 days.

We further state that such compliance is neither an 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 & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 015306C

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

Dated : 03rd September, 2014
Place : New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

AUDITOR'S REPORT

TO
THE MEMBERS OF
INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED
NEW DELHI

1. We have audited the attached Balance Sheet of **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED** as at **31st March 2014** & also the Profit & Loss Account for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentations. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us we given in the annexure a statement on the matters specified in the paragraph 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we state that :
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.
 - c. The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of account.
 - d. In our opinion the Profit & Loss Account & the Balance Sheet dealt with the report comply with the Accounting standards referred to in Sub-Sec.(3C) of Sec. 211 of the Companies Act, 1956.
 - e. On the basis of the written representation received from the Directors as on **31st March 2014**, & taken on record by the Board of Directors, we report that none of the Directors is disqualified as on **31st March 2014** from being appointed as a Director in terms of clause (g) of sub-section (1) of the Section 274 of the Companies Act, 1956.
 - f. In our Opinion to the best of our information and according to the explanations given to us, the said accounts subject to Notes to accounts give the information required by the Companies Act, 1956, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet of the state of the affairs of Company as at **31st March 2014** ; and
 - ii. In the Case of the Profit & Loss Account of the **LOSS** of the Company for the year ended on that date.

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

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

Dated : 03rd September, 2014
Place : New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE REPORT OF EVEN DATE OF THE AUDITORS TO THE MEMBERS OF INTEGRA TELECOMMUNICATIONS & SOFTWARE LIMITED, NEW DELHI FOR THE YEAR ENDED ON 31st MARCH, 2014.

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
(b) As explained to us, the fixed assets have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
(c) The Company has not disposed of Substantial part of Fixed Assets during the year and the going concern status of the Company is not changed.
- 2) (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
(c) The Company has maintained proper Book records of inventories.
- 3) The Company has neither granted nor taken any Loans, Secured or Unsecured to/ from Companies, firms or other parties covered in the Register maintained under Sec. 301 of the Companies Act. In the cases of unsecured loans taken from the directors and their relatives covered in the register maintained under section 301 of the Act, the rate of interest and other terms & conditions are not prima facie prejudicial to the interest of the Company. Accordingly the paragraph 4 (iii) (b) to 4(iii)(d) and 4(iii)(f) to 4(iii) (g) of the order, are not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control Systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and service. During the course of our audit, we have not observed any major weakness in internal controls.
- 5) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements, that need to be entered into the register maintained under Section 301 of the Companies Act, 1956.
- 6) The Company has not accepted any deposits from the Public within the meaning of Section 58A and 58AA or any other relevant provisions and the rules framed there under.
- 7) In our opinion the Company has an internal Audit system is Commensurate with the size & nature of its business.
- 8) The Central Government has not prescribed maintenance of Cost Records under Section 209 (1) (d) of the Companies Act, 1956 in respect of this Company.
- 9) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March, 2014, for a period of more than six months from the date of becoming payable except fringe Benefit Tax.
- 10) The Company does not have has accumulated losses at 31st March, 2014 and has not incurred any Cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- 11) According to the records of the Company examined by us and the information and explanations given to us, the Company, has not defaulted in repayment of its dues to any financial institution or bank as at the Balance Sheet date.
- 12) The Company has not granted any loans & advances on the basis of Security by way of pledge of shares, debentures and other securities.
- 13) The Company is not a Chit Fund nor a Nidhi Mutual Benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors Report) order, 2003 are not applicable to the Company.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

- 14) The Company is not dealing or trading in shares, debentures, securities, or other investments.
- 15) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16) The Company has not taken any term loan from any financial institution.
- 17) In our opinion and according to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investments conversely no long term funds raised have been used for short term investments.
- 18) During the year, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained u/s 301 of the Companies Act, 1956. Hence clause 4 (xviii) of the order is not applicable.
- 19) The Company has not issued any debentures during the year. Therefore, the provisions of clause 4 (xix) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
- 20) The Company has not raised money by way of public issue during the year. Therefore, the provisions of clause 4 (xx) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
- 21) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

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

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

Dated : 03rd September, 2014
Place : New Delhi

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

BALANCE SHEET AS ON 31ST MARCH 2014

(In Rs.)

PARTICULARS	Note	31/03/2014	31/03/2013
EQUITY AND LIABILITIES			
Shareholders Funds			
Share Capital	2.1	105,600,000.00	105,600,000.00
Reserves and Surplus	2.2	7,071,184.60	12,038,380.71
		112,671,184.60	117,638,380.71
Current Liabilities			
Trade Payable	2.3	11,793,418.20	139,445,694.45
Other Current Liabilities	2.4	30,000.00	20,000.00
Short-Term Provisions	2.5	0.00	120,000.00
		11,823,418.20	139,585,694.45
TOTAL		124,494,602.80	257,224,075.16
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	2.6	19,658,698.00	26,997,204.00
Other Non-Current Assets	2.7	156,000.00	234,000.00
		19,814,698.00	27,231,204.00
Current Assets			
Inventories	2.8	51,752,461.48	47,285,486.00
Trade Receivables	2.9	34,899,714.34	181,268,791.74
Cash and Bank Balances	3.0	652,709.64	1,412,110.16
Short-Term Loans and Advances	3.1	17,375,019.34	26,483.26
		104,679,904.80	229,992,871.16
TOTAL		124,494,602.80	257,224,075.16
Significant Accounting Policy & Notes on Financial Statements	1 to 3.9		

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
Date : 03/09/2014

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

Sd/-
Nikhil Agrawal
Director
DIN-02763328

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Sonia Goyal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2014

		In Rs.	
PARTICULARS	Note	31/03/2014	31/03/2013
REVENUE FROM OPERATIONS:-	3.2	93,717,589.10	141,155,579.99
Other Income	3.3	69,500.00	4,040,058.00
Total Revenue		93,787,089.10	145,195,637.99
EXPENDITURE :-			
Purchases of Stock-In-Trade	3.4	93,017,918.21	136,892,430.03
Changes In Inventories of Goods	3.5	(4,466,975.48)	177,514.00
Empolyees benefit expenses	3.6	1,009,757.00	1,253,892.00
Depreciation and amortization expenses	3.7	7,416,506.00	5,850,932.00
Other expenses	3.8	1,770,079.48	444,683.97
Total expenses		98,747,285.21	144,619,452.00
Profit for Tax		(4,960,196.11)	576,185.99
Tax expense :			
Current Tax		0.00	120,000.00
Profit from continuing operations		(4,960,196.11)	456,185.99
Profit from discontinuing operations	3.9	0.00	0.00
Profit for the year		(4,960,196.11)	456,185.99
Earning Per Share			
Basic and Diluted		(0.47)	0.04
Significant Accounting Policy & Notes on Financial Statements	1 to 3.9		

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
Date : 03/09/2014

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

Sd/-
Nikhil Agrawal
Director
DIN-02763328

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Sonia Goyal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD) FOR THE YEAR ENDED 31ST MARCH 2014

PARTICULARS	Year ended 31 st March 2014	
Cash flows from used in operating activities		
Profit before extraordinary items and tax		-49,60,196
Adjustments for depreciation and amortisation expense	74,16,506	
Other adjustments to reconcile profit (loss)	—	
Total adjustments to profit (loss)		74,16,506
Operating Profit before Working Capital Changes		24,56,310
Adjustments for working capital		
Increase in inventories	-44,66,975	
Decrease in trade receivables	14,63,69,077	
Increase in Short Term Loan and Advances (assets)	-1,73,48,536	
Decrease in trade payables	-12,76,52,276	
Increase in other current liabilities	10,000	
Total adjustments for working capital		-30,88,710
Net cash flows from (used in) operations		-6,32,400
Income taxes (paid) refund		-1,27,000
Net cash flows from (used in) operating activities before extraordinary items		-7,59,400
Net cash flows from (used in) operating activities (A)		-7,59,400
Cash flows from used in investing activities		
Sale of tangible assets	—	
Sale of Non-Current assets	—	
Income taxes (paid) refund	—	
Net cash flows from (used in) investing activities before extraordinary items	Nil	
Net cash flows from (used in) investing activities (B)		Nil
Cash flows from used in financing activities		
Proceeds from issuing shares	—	
Repayments of borrowings	—	
Interest paid	—	
Net cash flows from (used in) financing activities before Extraordinary items	Nil	
Net cash flows from (used in) financing activities (C)		Nil
Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)		-7,59,400
Cash and cash equivalents as on 1st April 2013		14,12,110
Cash and cash equivalents as on 31st March 2014		6,52,710

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
Date : 03/09/2014

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

Sd/-
Nikhil Agrawal
Director
DIN-02763328

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Sd/-
Sonia Goyal
Company Secretary

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

1. Significant Accounting Policies

(i) Going concern

The accounts are being prepared on the going concern basis, i.e. the assets and liabilities are recorded on the basis that the Company will be able to use or realise its assets at least at the recorded amounts and discharge its liabilities in the usual course of business.

(ii) Basis of accounting

The financial statement are prepared to comply in all material aspects with Accounting standards as notified by the Companies (Accounting standards) rules 2006 issued by the central Government in exercise of power conferred under section 642(1) (a) and the relevant provision of Companies Act, 1956. The Financial statement have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(iii) Presentation and disclosure of financial statement.

Presently the revised schedule VI notified under the Companies act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements and financial statement have been prepared accordingly.

(iv) Fixed Assets

Fixed assets are stated at historical cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets its working condition for the intended use.

(v) Depreciation

Depreciation has been provided on straight line method at the rates prescribed under Schedule XIV to the Companies Act, 1956 on pro-rata basis. Assets costing below Rs. 5000 are written off in the year of purchase.

(vi) Investments

Investments are stated at cost.

(vii) Inventories

Inventories are valued at cost.

(viii) Deferred Taxation

The accounting treatment followed for taxes on income is not provided for deferred tax since there is no reasonable certainty that the assets will be realised in future.

(ix) Contingent Liabilities

Contingent Liability, if any, is disclosed by way of notes on accounts. Provision is made in account in respect of those contingencies which are likely to materialize in to liabilities after the year end till the adoption of accounts by Board of Directors and which have material effect on the position stated in the balance sheet.

(x) In the opinion of the Board, Investments and current assets have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.

(xi) Earnings Per Share

Earnings Per Share (EPS) are computed on the basis of net profit after tax. The number of shares used in computing basic EPS is weighted average number of shares outstanding during the year.

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2014

2.1 Share Capital

Particular	31/03/2014	31/03/2013
Authorised Share Capital		
11000000 (11000000) Equity Shares (with voting rights) of Rs. 10/- each	110,000,000.00	110,000,000.00
	110,000,000.00	110,000,000.00
Issued, Subscribed and Paid up		
10560000 (10560000) Equity Shares (with voting rights) of Rs. 10/- each	105,600,000.00	105,600,000.00
TOTAL	105,600,000.00	105,600,000.00

Details of Shareholder Holding more than 5%

Particular	As on 31/03/2014		As on 31/03/2013	
	No. of Shares	% Held	No. of Shares	% Held
C.L. AGARWAL	1656670	15.69%	1656670	15.69%
RASHMEE AGARWAL	1742048	16.50%	1742048	16.50%
SHANTI DEVI AGARWAL	2578488	24.42%	2578488	24.42%
GLOBAL INFOSYSTEMS LIMITED	616000	5.83%	616000	5.83%
CRA INFOTECH PVT. LTD.	1519704	14.39%	1520704	14.40%

Details of Equity Shares Issued In Preceding Years

Particular	As on 31/03/2014 Total Shares	As on 31/03/2013 Total Shares
1) Number of Equity Shares Issued as Bonus Share (Fully Paid up) In last 5 years	6960000	7760000
2) Number of Equity Shares Allotted For Contract without payments Received In Cash (Fully Paid up) In the Last 5 Year	600000	800000

2.2 Reserve and Surplus

Particular	31/03/2014	31/03/2013
Securities Premium Reserve :-		
As per Last Balance Sheet	4,000,000.00	4,000,000.00
Securities Premium Reserve Closing Balance	4,000,000.00	4,000,000.00
Profit & Loss :-		
As per Last Balance Sheet	8,038,380.71	7,582,194.72
Add : Amount transferred from P&L Account	(4,960,196.11)	456,185.99
Less : Income Tax Paid AY (2013-14)	7,000.00	0.00
Closing Balance	3,071,184.60	8,038,380.71
TOTAL	7,071,184.60	12,038,380.71

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

2.3 Trade Payables

In Rs.

Particular	31/03/2014	31/03/2013
Sundry Creditors-Others	11,793,418.20	139,445,694.45
TOTAL	11,793,418.20	139,445,694.45

2.4 Other Current Liabilities

In Rs.

Particular	31/03/2014	31/03/2013
Audit Fees Payable	30,000.00	20,000.00
TOTAL	30,000.00	20,000.00

2.5 Short Term Provisions

In Rs.

Particular	31/03/2014	31/03/2013
Provision for Income Tax	0.00	120,000.00
TOTAL	0.00	120,000.00

2.6 Fixed Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2013	Additions	Deduction / Adjustment	As at 31.03.2014	Upto 31.03.2013	For the Year	Deduction / Adjustment	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
Computer & Softwares	42,985,000	-	-	42,985,000	20,405,100	6,837,581	-	27,242,681	15,742,319	22,579,900
Books & Course Creation	9,375,000	-	-	9,375,000	5,311,821	445,313	-	5,757,134	3,617,867	4,063,180
Furniture & Furnishing	288,000	-	-	288,000	236,520	18,230	-	254,750	33,250	51,481
Air Conditioners & electrical Fittings	325,000	-	-	325,000	199,889	15,438	-	215,327	109,674	125,112
Office & electrical Equipments	462,000	-	-	462,000	284,469	21,945	-	306,414	155,586	177,531
TOTAL	53,435,000	-	-	53,435,000	26,437,799	7,338,506	-	33,776,305	19,658,695	26,997,204
Previous Year	70,028,000	3,484,000	20,077,000	53,435,000	40,741,863	5,772,932	20,077,000	26,437,798	26,997,204	2,986,136

2.7 Other Non Current Assets

In Rs.

Particular	31/03/2014	31/03/2013
Preliminary expenses (To the extent not written off)	156,000.00	234,000.00
TOTAL	156,000.00	234,000.00

2.8 Inventories

In Rs.

Particular	31/03/2014	31/03/2013
Stock In Trade	51,752,461.48	47,285,486.00
TOTAL	51,752,461.48	47,285,486.00

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

2.9 Trade Receivables

In Rs.

Particular	31/03/2014	31/03/2013
A. Sundry Debtors (Unsecured & considered good)	34,899,714.34	-
B. Over 6 Months	-	181,268,791.74
TOTAL	34,899,714.34	181,268,791.74

3.0 Cash and Bank Balance

In Rs.

Particular	31/03/2014	31/03/2013
Cash In Hand	43,879.03	141,230.07
Balances with Bank (In Current Accounts)	608,830.61	1,270,880.09
TOTAL	652,709.64	1,412,110.16

3.1 Short Term Loans and Advances

In Rs.

Particular	31/03/2014	31/03/2013
Loans and advances to others (Unsecured and considered good)		
VAT Receivable	4159.34	4,343.26
Income Tax refundable	20,860.00	22,140.00
Others	17,350,000.00	0.00
TOTAL	17,375,019.34	26,483.26

3.2 Revenue from Operations

In Rs.

Particular	31/03/2014	31/03/2013
Sale of Products	93,717,589.10	137,494,065.99
Other Receipts	0.00	3,661,514.00
TOTAL	93,717,589.10	141,155,579.99

3.3 Other Income

In Rs.

Particular	31/03/2014	31/03/2013
Other Income	69,500.00	4,040,058.00
TOTAL	69,500.00	4,040,058.00

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

3.4 Purchases of Stock In Trade

In Rs.

Particular	31/03/2014	31/03/2013
Purchases of Product	93,017,918.21	136,892,430.03
TOTAL	93,017,918.21	136,892,430.03

3.5 Changes in Inventory

In Rs.

Particular	31/03/2014	31/03/2013
Opening Amount	47,285,486.00	47,463,000.00
Closing Amount	51,752,461.48	47,285,486.00
Increase / Decrease in Amount	(4,466,975.48)	177,514.00

Details of Inventory

Particular	31/03/2014	31/03/2013
Stock In Trade (Closing Amount)	51,752,461.48	47,285,486.00

3.6 Employees Benefit Expense

In Rs.

Particular	31/03/2014	31/03/2013
Salary, Wages and Bonus	981,197.00	1,239,650.00
Staff Welfare	28,560.00	14,242.00
TOTAL	1,009,757.00	1,253,892.00

3.7 Depreciation and Amortisation Expenses

In Rs.

Particular	31/03/2014	31/03/2013
Depreciation On Tangible Assets	7,338,506.00	5,772,932.00
Amortisation of Intangible Assets W/off	78,000.00	78,000.00
TOTAL	7,416,506.00	5,850,932.00

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

3.8 Other Expenses

Particular	In Rs.	
	31/03/2014	31/03/2013
Administrative and General Expenses:-		
Telephone Expenses	65,111.00	36,849.00
Printing & Stationery	26,803.00	6,415.00
Postage and Courier	1,261.00	5,045.00
Rent	156,000.00	156,000.00
Auditor's Remuneration	30,000.00	20,000.00
Office Maintenance	45,712.00	14,445.00
Electricity & Water Expenses	118,545.00	28,390.00
Travelling & Conveyance	60,954.00	15,815.00
ROC & Listing Fees	204,827.00	2,500.00
Legal and professional charges	983,822.00	31,244.00
Business Promotion	15,929.00	5,070.00
Advertisement Expenses	57,853.00	61,278.00
Bank Charges	3,262.48	25,072.97
Interest	0.00	36,560.00
TOTAL	1,770,079.48	444,683.97

3.9 Tax Expense

Particular	In Rs.	
	31/03/2014	31/03/2013
Income Tax	0.00	120,000.00
TOTAL	0.00	120,000.00

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
Date : 03/09/2014

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

Sd/-
Nikhil Agrawal
Director
DIN-02763328

Sd/-
Rashmee Agrawal
Director
DIN-01663761

Sd/-
Jibachh Jha
Chief Financial Officer

Sd/-
Sonia Goyal
Company Secretary

Book - Post

**29TH
ANNUAL
REPORT
2013-2014**

If undelivered, please return to:

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED
2283, Sector-D, Pocket-2,
Vasant Kunj, New Delhi-110070
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CIN: L74899DL1985PLC020286, Ph: +91-11-40574542
Website: www.integratelesoftware.com