

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

Regd. Office.: Flat no. 1311, 13th floor, Devika Tower 6 Nehru Place New Delhi South Delhi 110019

Corp. Off:610/611, Nirmal Galaxy Avior, L.B.S Road, Near Johnson & Johnson,
Mulund (West), Mumbai-400080

Contact no. 011-4100 8327 Website: www.integratelesoftware.com

Email: info@integratelesoftware.com, CIN: L74899DL1985PLC020286

27th October, 2021

BSE Limited

Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 536868

Subject: Submission of Annual Report for 2020-21 under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 read with para-A of schedule III and Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find the Notice convening the 36th AGM and the Annual report of the Company for the financial year 2020-21.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice Convening the AGM and the Annual Report of the Company for the Financial Year 2020-21 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Tuesday, November 23, 2021 at 03:00 PM through video conferencing/other Audio-Visual Means in accordance with the aforesaid circulars.

The Notice of the AGM along with the Annual Report for the financial Year 2020-21 is also being available on the website of the BSE: www.bseindia.com

For Integra Telecommunication and Software Limited



Jeet Rajen Shah
Director & CFO
DIN: 06948326



Address:

610/611, Nirmal Galaxy Avior,
L.B.S Road, Near Johnson & Johnson,
Mulund (West), Mumbai-400080

**Thirty-Six
ANNUAL
REPORT
2020-21**

***INTEGRA
TELECOMMUNICATION
AND SOFTWARE LIMITED***

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | | |
|----------------------------------|---|------------------------------------|
| Ramaswamy Narayan Iyer | : | Managing Director |
| Anagha Mahesh Bhoir | : | Non-Executive Director |
| Jitendra Balkrishna Bhoir | : | Independent Director |
| Shardul Sudhakar Ranade | : | Independent Director |
| Jeet Rajen Shah | : | Director & Chief Financial Officer |
| Hemant Padmakar Chavan | : | Additional Non-Executive Director |

STATUTORY AUDITOR

S. Agarwal & Co.
123, Vinobapuri, Lajpat Nagar-II Delhi

Email I.D. sagarwal1910@gmail.com

Contact No. 011-29830625

CFO

Jeet Rajen Shah
Email I. D info@integratelesoftware.com
Contact No. 022 61982800

REGISTERED OFFICE AND CORPORATE OFFICE

Regd. Office.:
Flat no. 1311, 13th floor, Devika Tower 6 Nehru Place
New Delhi South Delhi 110019

BANKER

HDFC Bank

Corp. Off:
610/611, Nirmal Galaxy Avior, L.B.S Road, Near
Johnson & Johnson, Mulund (West), Mumbai-400080

Contact No.: 011-41008327/022-61982800

SECRETARIAL AUDITOR

Nisha Uchil Company Secretaries
A/205, Nandanwan, Tilak Bhavan,
Kakasaheb Gadgil Marg,
Dadar West, Mumbai – 400028

Contact No.: 7021536590

Mail: uchil.nisha@gmail.com

REGISTRAR AND TRANSFER AGENT

M/s Abhipra Capital Limited
A-387, Dilkhush Industrial Area, G T Karnal Road,
Azadpur, Delhi -110033

Contact No.: 011-42390909

Listed at: Bombay Stock Exchange

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

NOTICE

Notice is hereby given that **36th Annual General Meeting** of members of Integra Telecommunication and Software Limited will be held **Tuesday, 23rd November, 2021 at 3:00 P.M.** through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1:

ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended 31st March 2021, and the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the standalone financial statements of the company for the financial year ended 31st March, 2021 and the reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

ITEM NO.2:

APPOINTMENT OF MR. JEET RAJEN SHAH (DIN: 06948326) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Jeet Rajen Shah (DIN: 06948326) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jeet Rajen Shah (DIN: 06948326) Director, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

ITEM NO.3:

REGULARISATION OF APPOINTMENT OF MR. HEMANT PADMAKAR CHAVAN (DIN: 07724451) FROM ADDITIONAL DIRECTOR TO DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Hemant Padmakar Chavan (DIN: 07724451) who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors in the Board Meeting held on 30th September, 2020 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

ITEM NO. 4:

REGULARISATION OF APPOINTMENT OF MR. MAHESH MAHADEO RAUT (DIN: 09370217) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, Mr. Mahesh Mahadeo Raut (DIN: 09370217) who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors in the Board Meeting held on 27th October, 2021 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company, for a period of five years up to 23rd November, 2021 and will not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

ITEM NO. 5:

RE-APPOINTMENT OF M/S. S AGARWAL & CO., CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, M/s. S. Agarwal & Co., Chartered Accountants, having Firm Registration No. 000808N, retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 5 (Five) years till the conclusion of 41st Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

ITEM No 6:

RE-APPOINTMENT OF MR. RAMASWAMY NARAYAN IYER (DIN: 03045662) AS THE MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197 and 203 and schedule V and other applicable provision, if any, of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, and in accordance with article of association of Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director of the Company for a period of 3 (Three) years with effect from 15th July, 2022 to 14th July, 2025, who shall not be liable to retire by rotation upon such terms and conditions including remuneration, mentioned in the Explanatory Statement, with liberty to the Board of Directors or a duly constituted Committee thereof, of the Company to alter and vary the same from time to time of the Company to alter and vary the same from time to time.

RESOLVED FURTHER THAT the above Remuneration be paid as minimum remuneration to Mr. Ramaswamy Narayan Iyer, where in any financial year during his tenure as Managing Director (MD) of the Company has made no profits, or the profit are inadequate within the meaning of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326
Date: 27/10/2021
Place: Mumbai

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 36th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below and would also be available at the website of the Company at www.integratelesoftware.com
2. The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OVAM facility for the AGM of the Company. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM evoting@nsdl.co.in / 1800-222-990
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. A duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at cs@sjagroup.co.in and evoting@nsdl.co.in, pursuant to Section 113 of the Companies Act, 2013.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 22nd October, 2021. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.integratelesoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
7. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
8. The registers and related documents shall be made available for inspection. The members who wish to inspect, may send their request through an email at cs@sjagroup.co.in.
9. Demat/ Physical shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice may write to cs@sjagroup.co.in/rta@abhipra.com. The instruction for details to be given in the mail is mention under instruction for e-voting.

10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, November 16, 2021 to Monday, November 22, 2021 (both days inclusive) for the purpose of Annual General Meeting.
13. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
15. Members whose names are recorded in the Register of Members or Beneficial Owners maintained as on the Cut-off date i.e., Tuesday, November 16, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Tuesday, November 16, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
17. The remote e-voting will commence on Saturday, November 20, 2021 at 9.00 a.m. and will end on Monday, November 22, 2021 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Tuesday, November 16, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
18. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
19. The Company has appointed CS Rushabh Doshi, Practising Company Secretary (holding ACS No. 24406 and CP No. 11412), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, shall prepare a scrutinizer report and submit the same to the Chairman or any other Director as authorised. The result declared and scrutinizer report shall be placed on the website of the Company and the same shall also be intimated to Stock Exchange.

PROCESS FOR E-VOTING:

The remote e-voting period begins on Saturday, November 20, 2021 at 9.00 a.m. and will end on Monday, November 22, 2021 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

➤ **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system. Details on Step 1 is mentioned below:

➤ **How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to **Step 2** i.e., Cast your vote electronically.*

Your User ID details are given below:

For Members who hold shares in demat account with NSDL:

8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

For Members who hold shares in demat account with CDSL:

16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

For Members holding shares in Physical Form:

EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

➤ **How to retrieve your 'initial password'?**

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file.
- The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password: Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, home page of e-Voting will open.

Details on Step 2 is given below:

➤ **How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for
- which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.doshi87@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sjagroup.co.in/rta@abhipra.com.

In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sjagroup.co.in/rta@abhipra.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@sjagroup.co.in / r.doshi87@gmail.com from November 16, 2021 (9:00 a.m. IST) to November 18, 2021 (5:00 p.m. IST).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sjagroup.co.in. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker along with advance questions will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM 3:

Regularisation of appointment of Mr. Hemant Chavan (DIN: 07724451) from Additional Director to Director

Board of directors of the Company in their meeting held on 30th September, 2020 has appointed Mr. Chavan as Additional Director of the Company and Mr. Chavan holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Chavan as Director of the Company.

Brief profile of Mr. Hemant Chavan is given below for reference of the member with other details in tabular form

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Chavan is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 4:

Regularisation of Appointment of Mr. Mahesh Mahadeo Raut (DIN: 09370217) from Additional Independent Director to Independent Director

The Members are informed that Mr. Mahesh Mahadeo Raut (DIN: 09370217) was appointed by the Board of Directors as an Additional Non-Executive Independent Director on the Board of Director effective from 27th October, 2021. In the opinion of the Nomination and Remuneration Committee and the Board the appointment of Mr. Raut on the Board of the Company would be beneficial to the Company considering his vast experience in Marketing and Finance. Mr. Raut fulfills the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided with this Notice.

Brief profile of Mr. Raut is given below for reference of the member with other details in tabular form.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Raut is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 5:

Re-appointment of M/s. S Agarwal & Co., Chartered Accountants, Statutory Auditors of the Company:

The Members of the Company at the 34th Annual General Meeting (AGM) had approved the appointment of M/s. S Agarwal & Co, Chartered Accountants, having Firm Registration No. 000808N, as the Statutory Auditors of the Company till the expiry of the 35th Annual General Meeting and the Members of the Company at the 35th Annual General Meeting ('AGM') had approved the appointment of M/s. S Agarwal & Co, Chartered Accountants, having Firm Registration No. 000808N, as the Auditors of the Company till the expiry of the 36th Annual General Meeting. M/s. S Agarwal & Co, Chartered Accountants will complete their present term on conclusion of this AGM.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. S Agarwal & Co, Chartered Accountants as the Auditors of the Company for a period of 5 (Five) years from the conclusion of this AGM till the conclusion of the 41st AGM at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution as set out in the Notice.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

ITEM 6:

Re-appointment of Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as the Managing Director

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 27th October, 2021 re-appointed Mr. Ramaswamy Narayan Iyer (DIN: 03045662) as Managing Director with effect from 15th July, 2022 for a period of 3 (Three) years.

Subject to supervision and control of the Board of Directors of the Company, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

The principal terms and conditions of re-appointment of Mr. Ramaswamy Narayan Iyer as the Managing Director *inter alia* contain the following.

1. Period of Appointment: From 15th July, 2022 to 14th July, 2025.
2. Remuneration: Mr. Ramaswamy Narayan Iyer, Managing Director (MD) shall be entitled to the following: -
 - a) Period of Remuneration: From 15th July, 2022 to 14th July, 2025.
 - b) Salary: Rs. 30,000/- (Rupees Thirty Thousand only) per month.
3. During the period, Mr. Ramaswamy Narayan Iyer functions as Managing Director, he shall not be paid any sitting fees for attending the meeting of Board or any Committee thereof.
4. Subject to the superintendence, control and direction of the Board, Mr. Ramaswamy Narayan Iyer shall perform such duties and functions as would be commensurate with his position as MD of the Company and as may be delegated to him from time to time.
5. The Company or Mr. Ramaswamy Narayan Iyer shall be entitled to terminate this appointment by giving 3 (three) months' notices in writing or such shorter notice, as may be mutually agreed between Mr. Ramaswamy Narayan Iyer and the Company.
6. Other terms & conditions: As per HR policy of the Company (including any amendment thereto).
7. Provided that the above remuneration be paid as minimum remuneration where in any financial year during his tenure as MD, the Company has made no profits, or the profits are inadequate

During the period, Mr. Ramaswamy Narayan Iyer functions as Managing Director, he shall not be paid any sitting fees for attending meeting of Board or any Committee thereof.

Brief profile of Mr. Ramaswamy Narayan Iyer is given below for reference of the member with other details in tabular form

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Iyer is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an **Ordinary Resolution**.

Details of Director seeking appointment/Reappointment/Fixation of Remuneration in the forthcoming Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

| Name of Director | Mr. Jeet Shah | Mr. Hemant Padmakar Chavan | Mr. Ramaswamy Narayan Iyer | Mr. Mahesh Mahadeo Raut |
|--|--|--|---|--|
| Date of Birth | 27/11/1995 | 22/11/1967 | 14/08/1972 | 30/06/1970 |
| Age | 25 Years | 53 Years | 49 Years | 51 Years |
| Date of appointment on Board | 30/09/2019 | 30/09/2020 | 15/07/2019 | 27/10/2021 |
| Qualification | MBA | Mechanical Engineer | B.com and a Diploma in foreign Trade and MICS | HSC from Mumbai University, 1988 |
| Expertise in specific functional areas | Finance & Marketing | Logistics and Management | Shipping and Logistics including Foreign Trade | Logistics, Management & Finance including specialization in import export of commodities |
| Terms and conditions of appointment | As per the terms of HR Policy | As per the terms of HR Policy | As per the terms of HR Policy | As per the terms of HR Policy |
| Remuneration sought to be paid | 20,000/- p.m. (Apr 20 to Sep 20) & 30,000/- p.m. (Oct 20 to Mar 21) | No Consideration has been paid | 30,000 PM | No Consideration has been paid |
| Remuneration last drawn | As above | Not Applicable | 20,000/- p.m. (Apr 20 to Sep 20) & 30,000/- p.m. (Oct 20 to Mar 21) | Not Applicable |
| Brief Biography | MBA in Global Logistics & Supply Chain Management from S P Jain Institute. | Mr. Chavan has vast experience of more than 15 years of working in the automobile industry. He also has experience working with various BSE And NSE listed Companies | Mr. Iyer holds a degree in Commerce and a Diploma in Foreign Trade and MICS, Mr. Iyer has 18 years of working experience as a hard-core logistician, Key competencies lie in setting up operations and venturing into newer areas with enviable leadership skills. Mr. Iyer has far and wide reach and exposure into international markets command over logistics (shipping) division | Mr. Raut graduated from Mumbai University in 1988 and soon after began working with his father in family's construction business. Mr. Raut has 30 years of experience managing major construction projects, land development, and road construction, as well as expertise in the logistics division (mining industry) and providing financial services consultation. Mr. Raut has considerable expertise and experience in global markets, as well as a thorough grasp of commodities trading. He has been currently running a business that trades commodities such as soya beans, sesame seeds, and raw cashew nuts. |

| | | | | |
|---|-----------------------------------|-------------|---|--|
| | | | | Key abilities include managing large projects, marketing import/export of products and commodities, and entering into new areas for import/export development. |
| List of other companies in which he holds Directorship as on March 31, 2021 | SJA Logisol India Private Limited | Nil | Opus Dei Logistics (India)Private Limited | Nil |
| Chairmanship / Membership of the Committee as on March 31, 2021 | Nil | Nil | Nil | Nil |
| No. of Meetings attended during FY 2020-21 | 7 (Seven) | 2 (Two) | 7 (Seven) | Not Applicable |
| Relationship with another Director/s, Manager and Key Managerial Personnel | NA | No relation | No relation | No relation |
| Number of Shares held on March 31, 2021 | Nil | Nil | Nil | Nil |

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Jeet Rajen Shah

Director and CFO

DIN: 06948326

Date: 27/10/2021

Place: Mumbai

DIRECTOR'S REPORT

Dear Members,

Your directors have pleasure in presenting their 36th Annual Report together with the Audited Accounts of the Integra Telecommunication and Software Limited (ITSL or Company) for the period ended 31st March, 2021.

Financial Highlights

The performance of the Company for the financial year ended on 31st March, 2021 is summarized below:

(Amount in Rs.)

| Particulars | Year ended 31/03/2021 | Year ended 31/03/2020 |
|--|-----------------------|-----------------------|
| Income (Gross) | 1,60,95,999.99 | 8,95,068.49 |
| Expenditure | 26,83,279.64 | 27,10,713 |
| Profit/(Loss) before Exceptional and extraordinary Items and tax | 1,34,12,720.35 | (18,15,645) |
| Less: | | |
| - Tax Expense | | |
| - Current Tax/Mat | - | - |
| Deferred Tax Adjustment- (Cr/Dr) Tax Adjustments for Earlier Year | (1,683) | - - |
| Profit after Tax | 1,34,14,403.35 | (18,15,644.87) |

State of the Company's Affairs

Your Company has achieved a gross revenue of Rs. 1,60,95,999.99/- in the Financial Year 2020-21 compared to Rs. 8,95,068.49/- in the previous Financial Year 2019-20. The company expected to maintain higher growth trend as from previous year.

The Standalone Financial Statements of the Company for the Financial Year 2020-21 has been in accordance with the Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company adopted Ind AS effective from April, 2017 (transition date being 1st April, 2016).

Nature of Business

The Company is engaged in the business of Computer Hardware and Software. The Management is planning to enter new lines of business in order to consolidate on the expertise of holding company.

Reserves

In order to conserve the resources, the Directors have decided to retain and had not transferred any amount from profit and loss to General Reserve for the financial year 2020-2021.

Dividend

With a view to conserve resources for funding any future business requirements and expansion plans, the Directors have not recommended any dividend for the financial year 2020-2021.

Unpaid Dividend & IEPF

The Company has not transferred any amount to the Investor Education & Protection Fund (IEPF) and no amount is lying in Unpaid Dividend A/c of the Company.

Material Changes and Commitments

No material changes and commitment affecting the financial position of the company have occurred between the end of the financial year to which these financial statements relate and the date of this report.

Public Deposits

During the year under review, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments Under Section 186 of the Companies Act 2013

The details of Loan or Guarantee or made Investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the Financial Statement.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption are not applicable to the Company. There were no foreign exchange earnings and outgo during the Financial Year 2020-21.

Details Of Subsidiary/Joint Venture/ Associate Companies

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

➤ Appointment & Cessation of Directors

During the year under review, Mr. Hemant Padmakar Chavan (DIN 07724451) was appointed as Non-Executive Director w.e.f. September 30, 2020 and will be regularized in Upcoming AGM

➤ Appointment and Cessation of KMPs

Mrs. Arpita Chowdhury, Company Secretary resigned from her position on 18th June, 2021.

MEETINGS

➤ Meeting of Board of Directors

Meetings of the Board of Directors are scheduled at regular intervals with the intervening gap between the two consecutive meetings did not exceed one hundred and twenty days as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

Details of the meetings and attendance of the Board of Directors held during the Financial Year 2020-21 are disclosed in Corporate Governance Report which form part of Annual Report.

➤ **Committees of the Board**

Currently, the Company consists of three committees:

- a. Audit Committee,
- b. Nomination and Remuneration Committee and
- c. Stakeholders Relationship Committee.

The Details of the Committees along with their composition, including number of meetings held and attendance in the meetings during the financial year 2020-21, have been disclosed separately in the Corporate Governance Report section of this Annual Report.

➤ **Independent Directors Meeting**

As per the requirement of Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI LODR, 2015 Independent Director should meet at least once without the presence of Non-Independent Directors of the Company. A meeting was scheduled on 12th February, 2021 for the Independent Directors review the performance of non-independent directors and the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Declaration By Independent Directors

All Independent Directors of the Company have submitted the requisite declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16 and 25(8) of SEBI Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. In the opinion of the Board, all the independent directors are persons of integrity, possesses relevant expertise and experience.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, annual performance evaluation is carried out for effective evaluation of performance of the Independent Directors, Board, its committees and individual directors. The Independent Directors without the attendance of non-independent directors and member of the management review the performance of non-independent directors and the Board as a whole. The performance evaluation of independent directors and individual directors is done by the entire Board of Directors, excluding the director being evaluated. Further evaluation of Committees is also be done by the Board of Directors.

AUDITORS & AUDITOR'S REPORT

➤ **Statutory Auditors**

In terms of Section 139, the Board of Director recommended re-appointment of M/s. S. Agarwal & Co., Chartered Accountants, as Statutory Auditors to hold office from the conclusion of 36th Annual General Meeting until the conclusion of 41th AGM to be held for the Financial Year 2025-26.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from the Auditors along with a certificate from them to the effect that their appointment is in accordance with the conditions prescribed under the Companies Act, 2013 and rules made thereunder.

➤ **Internal Auditor**

Pursuant to Section 138 of the Companies Act, 2013, your Company has appointed Mr. Rushabh Doshi, Company Secretary as Internal Auditor of the Company, to conduct internal audit of the functions and activities of the Company to audit for the period 2020-21.

➤ **Secretarial Auditor**

As per the provisions of Section 204 of the Companies Act, 2013 MS. Nisha Uchil, Practising Company Secretary was appointed as Secretarial Auditor of the Company for the Financial Year 2020-21 as the Secretarial Auditors. The Secretarial Audit Report for the Financial Year 2020-21 is annexed herewith as of the Directors Report.

Explanation to Auditor's Comments

The Auditor's qualification highlights issue of granting of interest free unsecured loans in previous years. Further, it highlights the issue of lack of documents to establish whether these transactions were in contravention or conformity with regard provisions of Companies Act 2013

The current management is taking necessary steps for recovery of loan outstanding as on 31st March 2021; However, there is no loan agreement and further considering that management who had extended loan is no more associated with Company, the current management cannot comment on whether interest free unsecured loan given in previous years were in contravention or conformity with the relevant provisions of the Companies Act, 2013.

Further due to Lockdown imposed by Government of India considering the 2nd wave of Covid-19 Pandemic, we were unable to go to registered office of the Company for collecting physical records, once the normalcy is restored, we will provide all the documents to auditors for their checking.

The Auditor's Report is enclosed with the financial statements in this Annual Report.

Reporting of Frauds by The Auditors

During the year, the statutory auditors have not reported to the Audit Committee any material fraud on the Company by its officers or employees under Section 143(12) of the Companies Act, 2013, the details of which need to be provided in this report.

Maintenance of Cost Records

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules

Director's Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed and stated that: -

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2021 as referred in Section 92(3) in MGT-7 format on the below mentioned web-address: - www.integratelesoftware.com.

Related Party Transactions

All the contracts / arrangements / transactions entered by the new management of the Company with the related parties during FY 2020-21 were in the ordinary course of business and on an arm's length basis and whenever required the Company has obtained necessary approval as per the related transaction policy of the Company. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such a contract or arrangement in Form AOC-2 does not form a part of the Report. Approval for material related party transactions as required under Regulation 23 of SEBI LODR, 2015 has been taken during the Financial Year 2020-21.

The Company formulated the policy on 'Materiality of Related Party' transactions and on dealing with Related Party Transactions', and the same is available at www.integratelesoftware.com. The details of related party disclosures form part of the notes to the Financial Statements provided in the Annual Report

Policy On Directors' Appointment and Remuneration

The Company's policy states that the Board shall have an optimum combination of Executive, Non- Executive and Independent directors with at least one-woman director.

The Policy on appointment and remuneration of Directors as formulated by the Nomination and Remuneration Committees states the process for nomination, appointment and remuneration to be provided to the Directors on the basis of the qualification, expertise and integrity and such other perspective as the Committee and the Board may deem fit as per the provisions of Companies Act, 2013 and SEBI LODR, 2015 and in the best interest of the Company.

The details of the policy have been included in the Report on Corporate Governance, forming part of the Annual Report and also the same is available in Company's website at www.integratelesoftware.com

Risk Management Policy

The Company has put in place an enterprise-wide Risk Management Framework with an object of timely identification of risks, assessment and evaluation of the same in line with overall business objectives and define adequate mitigation strategy. The Risk Management Framework is reviewed by the Board and Audit Committee on a periodical basis to oversee that all the critical risk areas that the organization faces have been identified and assessed and there is an adequate risk management mechanism in place capable of addressing those risks.

Internal Financial Control

The company has adequate internal financial control system commensurate with the size of the company and the nature of its business. The Company has laid down guidelines, processes and structures, which enable implementation of appropriate internal financial controls across the organisation. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information.

Corporate Social Responsibility

As per the provisions of Section 135 of the Companies Act, 2013 the Company does not fall under the category for formulation of CSR Committee and Policy. Hence the disclosure under the mentioned Section is not required.

Whistle Blower Policy

The Company has implemented whistle blower policy/vigil mechanism as envisaged in Companies Act, 2013 and SEBI LODR to enable directors and employees to report genuine concerns related to any alleged wrongful conduct, unethical and improper events or malpractices which may have taken place/ suspected to take place. The policy also provides adequate safeguards against victimization of employees and directors who avail of the vigil mechanism. Whistle Blower Policy of your Company is available on the Company's website and can be accessed at www.integratelesoftware.com.

Prevention of Sexual Harassment at Work Place

As per the requirement of the provisions of the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, our Company has constituted Internal Complaints Committees. which are responsible for redressal of complaints relating to sexual harassment at workplace. During the year under review, there were no complaints pertaining to sexual harassment were reported.

Particulars of Employees

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the name and other particulars of the employees, whose remuneration falls within the purview of the said rule, are required to be set out in the Annexure to the Directors Report. However, during the year under review or any part thereof, the company did not employ any person with remuneration falling within the purview as prescribed under the rule.

Management's Discussion and Analysis Report

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI LODR, 2015) the Management Discussion and Analysis Report for the year, is presented in a separate section, forming part of the Annual Report.

Corporate Governance Report

The Corporate Governance Report along with the requisite certificate from the statutory auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under Regulation 34 read with Schedule V of SEBI LODR, 2015 forms part of the Annual Report.

OTHER DISCLOSURES

➤ Disclosure Under Section 43(A)(ii) of the Companies Act, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

➤ Disclosure Under Section 54(1)(d) of the Companies Act, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

➤ **Disclosure Under Section 62(1)(b) of the Companies Act, 2013:**

The Company has not issued equity shares under Employees Stock Option Scheme (ESOP) during the year under review.

➤ **Disclosure Under Section 67(3) of the Companies Act, 2013:**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

Secretarial Standards of ICSI

The Central Government has given approval on April 10, 2015 to the Secretarial Standards specified by the Institute of Company Secretary of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015. The Company is in compliance with the same.

Significant & Material Orders

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of the company.

Acknowledgement

Your directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your directors also record their appreciation for the total dedication of employees at all levels.

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Ramaswamy Narayan Iyer
Managing Director
DIN: 03045662

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Date: 08/09/2021

Place: Mumbai

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 future events. The company does not undertake to make any announcements in case of any of these forward-looking statements become materially incorrect in future or any update made therein.

Financial and Operating Results of the Company

The Company is engaged in the business of Computer hardware and software as per the customer specification. The Company is public limited company incorporated and domiciled in India having registered office at Delhi. The Company is listed on Bombay Stock Exchange. The Management is in the process of exploring new business opportunities for the Company and further desires to diversify the business which would be in the best interest of the Company. Your Company has achieved a gross revenue of Rs. 1,60,95,999.99 /- in the Financial Year 2020-21 compared to Rs. 8,95,068.49/- in the previous Financial Year 2019-20. Brief on performance of the Company during the financial year 2020-21 is stated hereunder:

| Particulars | Year ended 31.03.2021 | Year ended 31.03.2020 |
|--|------------------------------|------------------------------|
| Income (Gross) | 1,60,95,999.99 | 8,95,068.49 |
| Expenditure | 26,83,279.64 | 27,10,713 |
| Profit/(Loss) before Exceptional and extraordinary items and tax | 1,34,12,720.35 | (18,15,645) |
| Less:- -Tax Expense - Current Tax/Mat | - | - |
| Deferred Tax Adjustment- (Cr/Dr) Tax Adjustments for Earlier Year | (1,683) | - |
| Profit after Tax | 1,34,14,403.35 | (18,15,644.87) |

Industry Structure and Development

The Information Technology industry holds a pivotal position in growth of enterprises and economies and the situation is likely to gain momentum in the times ahead especially in view of greater autonomy of processes. The global developments in last few quarters having further consolidated the position of IT industry across span of sectors – retail to healthcare to logistics. This enables better prospects for the industry compared to previous years.

In the backdrop of such opportunities, the management is looking out for avenues in which they could leverage the Company's profile helping to revive its business. The management is confident of carving out an effective strategy and build a better future for the Company and its stakeholders.

Outlook, Opportunities and Threats

The prevailing year developed altogether new set of challenges in the midst of the 2nd wave of COVID-19 pandemic. The management is careful considering the opportunities and threats involved due to spread of COVID-19 as it has resulted into extended lockdowns and has generally resulted in negative impacts on the business of the companies worldwide. However, Company was able to generate revenue in the current financial year. We are confident of emerging from the current situation stronger and more determined to achieve growth during the current financial year in our existing line of business.

Further, the Company has identified opportunities in other line of business, leveraging the expertise of its Holding Company, M/s Micro Logistics (India) Pvt. Ltd. which is engaged in the business of shipping logistics & transportation.

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 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 and competitiveness of IT Industry.

Risk can come from uncertainties in financial markets, legal liabilities, credit risk, accidents, natural causes and disasters. Your company is reviewing and putting in place appropriate processes to safeguard it against such type of risks and uncertainty.

As the outbreak of COVID-19 pandemic has hit the global economy at large, the management is concerned about the challenges being faced owing to restriction on movement of people, forced shutdowns and extended lockdown. The Management is assessing the risks triggered due to COVID-19 and the possible ways to come out from the same.

Internal Control System and their Adequacy

The Company is responsible for establishing and maintaining adequate and effective internal controls for facilitation of speedy and accurate compilation of financial statements.

A robust, comprehensive internal control system is a prerequisite for an organization to function ethically in line with its abilities and objectives. The Company has established internal control system, to ensure the orderly and efficient business conduct, including adherence to policies, asset safeguarding, fraud cum error prevention & detection, accounting records accuracy & completeness, and the timely preparation and presentation of reliable financial information.

This internal control system is aimed at providing assurance of our operational effectiveness and efficiency, compliance with laws & regulations, asset safeguarding & reliability of financial and management reporting. Internal Audit is conducted to provide a reasonable assurance of internal control effectiveness and advises the Company on the best practices that can be adopted as per industry norms. The Audit Committee of the Company also reviews internal audit report.

Material Development in Human Resources/ Industrial Relation

Human resource continues to be backbone of your company. The Company lays strong emphasis on attracting and retaining the best talent including their training and skill development. The Management has recruited and continues to recruit employees from different fields for smooth functioning of the Company. HR policies of your company are being aligned with the current trends in the market.

Details of Significant Changes in Key Financial Ratio/Return on Net worth

No significant changes in key financial ratios other than those specifically mentioned here below:

Debt Equity Ratio: The Total Liabilities vis a vis Total Shareholders' Fund ratio has changed from 0.02 times in FY 2019-20 to 0.05 times in FY 2020-21 i.e., change of 250%. The change is mainly on account of increased (i) Borrowings and (ii) Account Payable as at end of March 2021, which was generally a result of increased administrative activities undertaken by Company during current financial year with the objective of operationalizing the Company in coming period.

Return on net-worth has increased from -2% in FY 2019-20 to 1.4% in FY 2020-21.

The change is generally a result of increased in revenue activities undertaken by Company during financial year 2020-21. This increase in revenue activities has enabled the company to generate the Net profit of Rs. 1.34 Crores during FY 2020-21 to Rs 18.15 lakhs compared to Net Loss in previous year

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Ramaswamy Narayan Iyer
Managing Director
DIN: 03045662

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Date: 08/09/2021

Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

I) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Integra Telecommunication and Software Limited ("ITSL" or "the Company") believes that good Corporate Governance emerges from the application of the best management practices and compliance with the law coupled with the highest standards of integrity, transparency, accountability and ethics in all business matters.

At ITSL, we consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as the leadership and governance of the Company. Management of the Company are committed to a balanced corporate governance system, which provides the framework for achieving the Company's objectives encompassing practically every sphere of management, from action plans and internal controls to corporate disclosures.

A report on compliance with requirement of Corporate Governance as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") as amended from time to time is given below:

II) BOARD OF DIRECTORS

The Company's Day to day affairs is managed by a competent management team under the overall supervision of the Board. The Board provides leadership and strategic guidance, objectively reviews management decisions and exercise reasonable business judgement on the affairs of the Company.

Composition and Category of The Board:

The Composition of the Board of Directors is in compliance with Regulation 17 of SEBI LODR. The Board of Directors have an optimum combination of executive and non-executive. As on date of this report, the Board of Directors consists of 6 (Six) Directors out of which 2 (Two) is Executive Director, 2 (Two) are Non-Executive Director and Two (2) are Non-Executive and Independent Directors.

None of the Directors is a director in more than eight listed companies. Further, none of the Directors is an Independent Director in more than seven listed companies or three listed companies in case he/she serves as a Managing Director or Whole-time Director in any listed company. None of the Directors on the Board are a member of more than 10 committees and a chairperson of more than 5 committees, across all public limited companies in which he/she is a director.

The names and categories of Directors, the number of Directorships and committee positions held by them are given below:

The composition of Board during the year as follows:

| Name of the Director | Category | Total Number of Directorship, Committee Chairpersonship membership of Public Companies including this listed entity* as on 31.03.2021 | | | Name of Listed Entity including this listed entity |
|---|-------------------|---|-----------------------------|-----------------------|--|
| | | Directorship | Committee # Chairpersonship | Committee #Membership | |
| Mr. Ramaswamy Narayan Iyer (Appointed as on 19/06/2019) and (Appointed as Managing Director w.e.f. 15/07/2020) | Managing Director | 2 | 0 | 0 | Integra Telecommunication & Software Limited |

| | | | | | |
|--|---|---|---|---|--|
| Mr. Jeet Rajen Shah (Appointed as on 19/06/2019) | Director and Chief Financial Officer | 2 | 1 | 0 | Integra Telecommunication & Software Limited |
| Mrs. Anagha Mahesh Bhoir (Appointed as on 19/06/2019) | Non- Executive Director | 1 | 0 | 2 | Integra Telecommunication & Software Limited |
| Mr. Shardul Sudhakar Ranade (Appointed on 15/07/2019) | Non- Executive Independent Director | 1 | 2 | 0 | Integra Telecommunication & Software Limited |
| Mr. Jitendra Balkrishna Bhoir (Appointed on 15/07/2019) | Non- Executive Independent Director | 2 | 0 | 3 | Integra Telecommunication & Software Limited |
| Mr. Hemant Padmakar Chavan (Appointed on 30/09/2020) | Non- Executive Director | 1 | 0 | 0 | Integra Telecommunication & Software Limited |

* Excludes Private Companies, foreign companies, companies registered under Section 8 of the Companies Act and Government Bodies.

Committees considered are Audit Committee and Stakeholders Relationship Committee

Number of Board Meetings and Attendance

The Board met at least once in every calendar quarter and the gap between two meetings did not exceed one hundred and twenty days. The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings are also held whenever required. To conduct a Board Meeting the Directors are informed by giving a Notice in advance and the agenda of Board Meeting is also dispatched with the Notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

The attendance of the Directors at these meetings is as mentioned in the table below:

| Date of Meeting | Mr. Ramaswamy Narayan Iyer | Mr. Jeet Rajen Shah | Mrs. Anagha Mahesh Bhoir | Mr. Shardul Sudhakar Ranade | Mr. Jitendra Balkrishna Bhoir | Mr. Hemant Padmakar Chavan* |
|--------------------------------------|----------------------------|---------------------|--------------------------|-----------------------------|-------------------------------|-----------------------------|
| 12/06/2020 | Present | Present | Absent | Present | Present | Not Applicable |
| 31/07/2020 | Present | Present | Present | Present | Present | Not Applicable |
| 07/09/2020 | Present | Present | Absent | Present | Present | Not Applicable |
| 15/09/2020 | Present | Present | Absent | Present | Present | Not Applicable |
| 30/09/2020 | Present | Present | Absent | Present | Present | Not Applicable |
| 12/11/2020 | Present | Present | Absent | Present | Present | Present |
| 12/02/2021 | Present | Present | Present | Present | Present | Present |
| 30/09/2020 (35 th AGM) | Present | Present | Absent | Present | Present | Not Applicable |

*On 30th September, 2020 Mr. Hemant Padmakar Chavan were appointed as Additional Director of the Company.

Directors Inter-Se Relationship

None of the Directors are relatives of other Directors of the Company. The term relative is considered as defined under Section 2(77) of the Companies Act, 2013.

Details of equity shares of the Company held by the Directors as on March 31, 2021 are given below:

None of the Directors hold any direct shareholding in the Company as on financial year ended 31st March, 2021.

However, Mr. Jeet Rajen Shah, Executive Director is considered as Significant Beneficial Owner of Micro Logistics (India) Private Limited (holding 5693299 equity shares constituting 53.91% of the Equity Shares of your Company).

Skills/Expertise/ Competence of the Board of Directors

The following are the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's upcoming business/ functioning of the Company:



In the table below, the specific area of expertise of Individual Board Members have been highlighted:

| Area of expertise | Mr. Ramaswamy Narayan Iyer | Mr. Jeet Rajen Shah | Mrs. Anagha Mahesh Bhoir | Mr. Shardul Sudhakar Ranade | Mr. Jitendra Balkrishna Bhoir | Mr. Hemant Padmakar Chavan* |
|---------------------------|----------------------------|---------------------|--------------------------|-----------------------------|-------------------------------|-----------------------------|
| Business Management | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Finance & Risk Management | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Shipping & Logistics | ✓ | ✓ | | | ✓ | ✓ |
| Banking & Investment | ✓ | ✓ | ✓ | ✓ | | |
| Technology Perspective | ✓ | ✓ | ✓ | ✓ | | |

Familiarization Programme to Independent Directors

Your Company endeavors to organize sessions at its various meetings held during the Financial Year 2020-21 to familiarize Independent Directors about their role and responsibilities, the new business strategy, the future outlook of the business to be initiated. Directors are also briefed about the statutory changes in the various laws, acts, rules and regulations and their possible impact on the Company.

The details of the familiarization Programme of the Independent Directors are available on the Website of the Company at www.integratelesoftware.com..

Confirmation as regards to Independence of Independent Directors

As per declaration of independence submitted by the Independent Directors under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR, 2015. Both the independent director fulfills the condition of independence as per opinion of the Board.

III) COMMITTEE OF BOARD:

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. As on date the Board has established the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee

A. AUDIT COMMITTEE

The Audit Committee acts as a link among the Management, the Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process etc.

Broad Terms of Reference:

The power, roles and terms of reference of the Audit Committee as covered under SEBI LODR, 2015 and Section 177 of the Companies Act, 2013 are briefed hereunder:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 2. Changes, if any, in accounting policies and practices and reasons for the same.
 3. Major accounting entries involving estimates based on the exercise of judgment by management.
 4. Significant adjustments made in the financial statements arising out of audit findings.
 5. Compliance with listing and other legal requirements relating to financial statements.
 6. Disclosure of any related party transactions.
 7. modified opinion(s) in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Mandatory reviews the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief internal auditor
 - vi. Statement of deviations if any.

Meetings, Attendance, Composition of the Audit Committee:

During the year under review, the Committee met 5 (Five) times. The gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

| Date of Meeting | Mr. Shardul Sudhakar Ranade | Mr. Jitendra Balkrishna Bhoir | Mrs. Anagha Mahesh Bhoir |
|-----------------|--|--|--|
| | Chairman | Member | Member |
| | Non – Executive & Independent Director | Non – Executive & Independent Director | Non – Executive & Non-Independent Director |
| 31/07/2020 | Present | Present | Present |
| 07/09/2020 | Present | Present | Absent |
| 15/09/2020 | Present | Present | Absent |
| 12/11/2020 | Present | Present | Absent |
| 12/02/2021 | Present | Present | Present |

B. NOMINATION AND REMUNERATION COMMITTEE

The Company has duly constituted Nomination and Remuneration Committee with the provision of Section 178 of the Companies Act 2013 read with the rules made thereunder & Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The NRC policy of the company can be found on <https://integratelesoftware.com/>

Brief description of terms of reference:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devise a policy on Board diversity.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommend to the board, all remuneration, in whatever form, payable to senior management;

Meetings, Attendance, Composition of the Nomination and Remuneration Committee:

During the year under review, the Committee met 2 (Two) times, The necessary quorum was present for all the meetings.

| Date of Meeting | Mr. Jitendra Balkrishna Bhoir | Mr. Shardul Sudhakar Ranade | Mrs. Anagha Mahesh Bhoir |
|-----------------|--|--|--|
| | Chairman | Member | Member |
| | Non – Executive & Independent Director | Non – Executive & Independent Director | Non – Executive & Non-Independent Director |
| 07/09/2020 | Present | Present | Absent |
| 30/09/2020 | Present | Present | Absent |

Details on Performance Evaluation and Remuneration

Performance Evaluation

Pursuant to the provisions of the Companies Act 2013 and SEBI LODR, 2015, the Nomination and Remuneration Committee has recommended to the Board of Directors a framework containing the process criteria for evaluation of the performance of the following:

- (i) Board of Directors as a whole
- (ii) Committees of the Board of Directors
- (iii) Individual directors including Independent Directors.

The Board carried out an annual evaluation of its own performance, the Independent Directors (to ascertain their independence) as well as workings of the Committee and the Individual Directors, excluding the Directors being evaluated. The Independent Directors met separately without the attendance of Non-Independent Directors and members of management to review the performance of Non-Independent Directors, the Board as a whole.

The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate Composition of Directors and they have been functioning collectively to achieve common business goals of your Company. Similarly, the key objectives of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in the Board/Committee.

Remuneration to Executive Director

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board. Remuneration to Executive Directors may be paid as per as per the provisions of Section 149 and Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of Listing Regulations. Approval of remuneration to Managing Director had been taken from Shareholders at the time of appointment in the 34th Annual General Meeting. As the Company was suffering losses during the financial year, the Executive Directors supposed to be paid in accordance with the slab prescribed under Schedule V of the Companies Act, 2013

| Name | Salary (Per Month) * | Perquisites, Benefits, Components) | Performance Linked Incentive | Term |
|---|---|------------------------------------|------------------------------|---------|
| Mr. Ramaswamy Narayan Iyer (Managing Director) | 30,000 | Nil | Nil | 3 years |
| Mr. Jeet Rajan Shah (Executive Director & CFO) | 20,000 For 6 months 30,000 For next 6 months | Nil | Nil | - |

***Provision of remuneration has been booked for the Managing Director.**

Remuneration to Non-Executive Directors:

Remuneration may be paid to non-Executive directors of the Company shall be as per as per the provisions of Section 149 and Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of Listing Regulations. A Non- Executive Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board. Fees and compensation, if any paid to Non-Executive Directors and/or Independent Directors, is fixed by Board of Directors and is approved by Shareholders.

An Independent Director may receive remuneration by way of fee in conformity with the provisions of the Act, reimbursement of expenses for participation in the Board and other Committee meetings. During the year no sitting fee is paid to any Non- Executive Director for attending the meeting of the Board of Directors or a Committee thereof.

There were no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the company. The Company does not have any Stock Option Scheme for its Executive or Non-Executive Directors. There are no separate provisions for notice period or severance fees.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders’ relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulation to specifically look into various aspects of interest of shareholders, debenture holders and other security holders.

The broad terms of reference of the stakeholders’ relationship committee are as under:

- Consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, nonreceipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Meetings, Attendance, Composition of the Stakeholders Relationship Committee:

During the year under review, the Committee met 4 (four) times. All the directors were present in the meeting except as mentioned below. The necessary quorum was present for all the meetings.

| Date of Meeting | Mr. Shardul Sudhakar Ranade | Mr. Jitendra Balkrishna Bhoir | Mrs. Anagha Mahesh Bhoir |
|-------------------|--|--|--|
| | Chairman | Member | Member |
| | Non – Executive & Independent Director | Non – Executive & Independent Director | Non – Executive & Non-Independent Director |
| 31/07/2020 | Present | Present | Present |
| 07/09/2020 | Present | Present | Absent |
| 12/11/2020 | Present | Present | Absent |
| 12/02/2021 | Present | Present | Present |

Name and designation of Compliance Officer:

Mrs. Arpita Chowdhury was appointed as Company Secretary and Compliance Officer w.e.f 29th August, 2019 and she had resigned from the post of Company Secretary and Compliance Officer w.e.f. 18th June, 2021 After which, Mr. Jeet Rajen Shah, Director & CFO was appointed as Compliance Officer

Shareholders' Complaints received, solved and pending

No complaints were received by the Company or the RTA during the financial year 2020-21.

IV) GENERAL BODY MEETING

Location and time for the last 3 AGMs were as follows: -

| Particulars | FY 2017-2018 | FY 2018-2019 | FY 2019-2020 |
|--------------------|--|--|---|
| Date and time | 29 th September, 2018 at 10: 30 AM | 30 th September, 2019 at 3: 00 P.M | 30 th September, 2020 at 3: 00 P.M |
| Venue | Room No: 101, 145A/9, Kishan Garh, Vasant Kunj, New Delhi-110070 | Fab Hotel Imperial Villa, Main Ring Road, Block-O, Lajpat Nagar -III, New Delhi-110024 | Through Video conferencing and venue for records was Registered office of the Company |
| Special Resolution | No | No | No |

V) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company for the financial year 2020-21 were generally published in the Pioneer for Both English and Regional Language. The results are also displayed on the Company's website at "www.integratelesoftware.com".

VI) GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (AGM) for FY 2020-21

| | |
|------------------------|--|
| Day, Date & Time | Tuesday, 23 rd November, 2021 |
| Mode of Conducting AGM | The Company is conducting AGM through VC/OAVM |
| Book Closure Date | 16 th November, 2021 to 22 nd November, 2021 |
| Dividend Payment Date | N.A. |

Details of Stock Exchange, Scrip & Listing Fees Confirmation

The Equity Shares of the Company are listed on:

| Name of Stock Exchange | Address | Scrip Code |
|------------------------|--|------------|
| BSE Limited (BSE) | P J Towers, Dalal Street, 532650 Mumbai - 400 001 | 536868 |

Listing Fees as applicable for F.Y. 2020-21 and F.Y. 2021-22 have been paid

Market Price data during each month in the Financial Year 2020-21

The market price date-high, low during each month in the financial year 2020-21 are as follows:

| Month | High (Rs.) | Low (Rs.) |
|--------|------------|-----------|
| Apr-20 | 42.50 | 36.05 |
| May-20 | 34.25 | 34.25 |
| Jun20 | 37.65 | 31.55 |
| Jul-20 | 36.00 | 29.00 |
| Aug-20 | 38.50 | 31.40 |
| Sep-20 | 34.50 | 29.95 |
| Oct-20 | 31.50 | 23.90 |
| Nov-20 | 30.20 | 24.30 |
| Dec-20 | 34.85 | 26.10 |
| Jan-21 | 36.00 | 30.85 |
| Feb-21 | 31.80 | 23.50 |
| Mar-21 | 30.35 | 26.75 |

Registrars to an Issue and Share Transfer Agents (RTA):

The Company has engaged M/s Abhipra Capital Limited having SEBI Registration No. INR000003829 as RTA of the Company.

M/s Abhipra Capital Limited

A-387, Dilkhush Industrial Area,

GT Kamal Road Azadpur, Delhi-110033

Contact No.: 011-42390909, E-mail: rta@abhipra.com;

Website: <https://www.abhipra.com>

Share Transfer System:

In order to expedite the process of shares transfers, the Board has delegated the power to Abhipra Capital Limited as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee. In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by Company Secretary in Practice and a certificate to that effect is issued by them.

Distribution of Shareholding as on 31st March, 2021

| Share or Debenture holding Nominal Value (Rs.) | Number of Shareholders | % To Total Numbers | Share or Debenture holding Amount (Rs.) | % To Total Amount |
|--|------------------------|--------------------|---|-------------------|
| 1 | 2 | 3 | 4 | 5 |
| up to 2,500 | 415 | 61.209 | 64650 | 0.061 |
| 2,501-5000 | 8 | 1.180 | 28360 | 0.027 |
| 5,001 To 10,000 | 114 | 16.814 | 968380 | 0.917 |
| 10,001 To 20,000 | 14 | 2.065 | 222420 | 0.211 |
| 20,001 To 30,000 | 0 | 0.000 | 0 | 0 |
| 3,0001 To 40,000 | 6 | 0.885 | 208690 | 0.198 |
| 40,001 To 50,000 | 6 | 0.885 | 258610 | 0.245 |

| | | | | |
|--------------------|------------|------------|------------------|------------|
| 50,001 To 1,00,000 | 5 | 0.737 | 364760 | 0.345 |
| 1,00,001 and above | 110 | 16.224 | 103484130 | 97.996 |
| Total | 678 | 100 | 105600000 | 100 |

Categories of equity shareholders as on March 31, 2021:

| Category | Total No. of Shares | Percentage |
|-------------------------------|---------------------|------------|
| Promoter & Promoter Group | | |
| a) Individual | 90000 | 8.52 |
| b) Body Corporate | 5693299 | 53.91 |
| Public | | |
| a) Institutional Shareholding | - | - |
| b) General Public | 2200519 | 20.84 |
| c) Body Corporate | 1765295 | 16.72 |
| d) Others | 887 | 0.01 |

Dematerialization of Shares and Liquidity

The Company shares are traded in dematerialized form. As on 31st March, 2021 87.58% of the Company's shares are held in dematerialized form. The Company's International Securities Identification Number (ISIN) is INE256F01019.

Further the Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Hence, to serve our Shareholders better, we request all our Shareholders who hold shares in physical form to dematerialise these shares and to update their bank account details and email ids with their respective Depository Participants.

Address for Correspondence

| REGISTERED OFFICE | CORPORATE OFFICE |
|---|---|
| Flat no. 1311, 13th floor, Devika Tower 6 Nehru Place New Delhi South Delhi 110019 Contact: 011-41008327 E-mail: info@integrtelesoftware.com/cs@sjagroup.co.in | 610/611, Nirmal Galaxy Avior L.B.S Road, near Johnson & Johnson, Mulund (West), Mumbai-400080 Contact: 022-6198 2800 E-mail: info@integrtelesoftware.com/cs@sjagroup.co.in |

VII) OTHER DISCLOSURES

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 Regulation 23 and other applicable laws. As per Regulation 23(9) of SEBI LODR, 2015 details of related party transaction were disclosed to the Stock Exchange. Approval for material related party transactions were also taken from shareholders via postal ballot. Transactions with related parties are disclosed in the Notes to Accounts as part of Financial Statements. The policy on dealing with related party transaction is also hosted on the website of the company at www.integratesoftware.com.

Material Subsidiary Companies:

The Company does not have any material subsidiary companies. However, policy for determining material subsidiary is not required. The policy on dealing with related party transaction is also hosted on the website of the company at www.integratelesoftware.com.

Whistle Blower Policy

The Company has implemented whistle blower policy/vigil mechanism as envisaged in Companies Act, 2013 and SEBI LODR to enable directors and employees to report genuine concerns related to any alleged wrongful conduct, unethical and improper events or malpractices which may have taken place/ suspected to take place. No personnel have been denied access to the Audit Committee. The details of the policy have been given in the website www.integratelesoftware.com.

Details of Non-Compliance

As on financial year ended, 31st March, 2021 was in Compliance with the applicable regulation of SEBI LODR, 2015 for the financial year 2020-21.

Details of Compliance with Mandatory and Non- Mandatory requirements

The Company has complied with all mandatory requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements} Regulations, 2015. The Quarterly/Yearly Reports on compliance of corporate governance in the prescribed format have been submitted to the Stock Exchange where the shares are listed and the same are also uploaded on the Company's website at www.integratelesoftware.com. The Non-mandatory requirement as per Part E of Schedule II has not yet been adopted by the Company.

The Company has complied with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 as on 31st March, 2021. A certificate from Practicing Company Secretary in Compliance with conditions of corporate governance is annexed to the report.

Details of utilization of funds raised

No funds were raised by the Company through preferential allotment or qualified institutions placement, during the period under review.

Certificate from Practicing Company Secretary

A certificate confirming that none of the Director on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, has been received from Mrs. Nisha Uchil, Practicing Company Secretary of our Company.

Disclosure in terms of Sexual Harassment of Women at Workplace

No Complaints were received during the year 2020-21 under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act,2013.

Payment of fees to Statutory Auditor

During the Financial year 2020-21, fees paid to M/s S. Agrawal and Co., Chartered Accountants for conducting statutory audit of Our Company is stated in Notes annexed to the financial statement of the Company.

Code of Conduct:

The Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as to this report.

By order of the Board**For Integra Telecommunication and Software Limited**

Sd/-

Ramaswamy Narayan Iyer
Managing Director
DIN: 03045662

Sd/-

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Date: 08/09/2021**Place: Mumbai**

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, **Jeet Rajen Shah**, Chief Financial Officer, of **Integra Telecommunication and Software Limited**, to the best of my knowledge and belief hereby certify that:

I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:

these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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.

There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;

I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

I have indicated to the auditors and the Audit Committee:

Significant changes in the internal control over financial reporting during the year under reference;

Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

Instances of significant fraud of which we have become aware and the 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 and Software Limited

Sd/-

Jeet Rajen Shah

Director and CFO

DIN: 06948326

Date: 08/09/2021

Place: Mumbai

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that all the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct in respect of the Financial Year ended March 31, 2021 as laid down by the Company.

By order of the Board

For Integra Telecommunication and Software Limited

Sd/-

Jeet Rajen Shah

Director and CFO

DIN: 06948326

Date: 08/09/2021

Place: Mumbai

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[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

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Integra Telecommunication and Software Limited** (Here in after referred to as "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Statutory Registers, 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 has prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable during the audit period;
- (v) The following Regulations and Guidelines prescribed under 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, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2021: -

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
- (d) 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;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- (vi) Based on the representation given by the Management of the Company, it is observed that there are no such laws which are specifically applicable to the business of the Company. It is confirmed by the Management that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- (vii) I have also examined compliance with the applicable clauses of the following:
- The Listing Agreements & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into by the Company with the stock exchanges viz., BSE Limited
 - Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.

During the period under review the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, **etc except for:**

1. loans granted in earlier years were in contravention of provisions of section 185 & 186 of the Companies Act, 2013.

Non-compliance of section 186

| | <i>Name of Party</i> | <i>Amount Involved</i> | <i>Balance as at 31/03/2021</i> |
|---|-------------------------------------|------------------------|---------------------------------|
| <i>Loan given at rate of Interest lower than prescribed</i> | <i>Mr. Chimman Lal Agarwal</i> | <i>2,74,00,000</i> | <i>22,00,000</i> |
| | <i>CRA Infotech Private Limited</i> | <i>5,94,00,000</i> | <i>5,88,10,000</i> |

2. Due to change in management of the Company, complete data regarding minutes and statutory registers could not be provided. Thus, we cannot comment upon the up to date status of Minutes and Statutory Registers of the Company.

I further report that:

- The Board of Directors of the Company is was constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- As per the information provided the company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings, majority decisions of the Board were unanimous and no dissenting views were found as part of the minutes.
- There are prima facie 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.
- The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.
- During the audit period we have reported that, the company has no specific events like Public Issue/Right/ Preferential issue of shares/Debentures/sweat equity, etc.

I further report that:

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. I 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 the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on testbasis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

CS NISHA UCHIL

Sd/-

Practising Company Secretary

Membership No.: 24798

COP: 8995

UDIN: A024798C000920759

Date: 8th Sept, 2021

Place: Dombivli

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members,

M/s Integra Telecommunication & Software Limited

We have examined the compliance of conditions of Corporate Governance by M/s Integra Telecommunication & Software Limited for the year ended 31st March, 2021 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to a review of procedures 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 company has complied with conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of actions taken against the listed entity/ 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 applicable regulations have already been reported by us in Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31.03.2021.

We 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.

CS NISHA UCHIL

Sd/-
Practising Company Secretary
Membership No.: 24798
COP: 8995
UDIN: A024798C000921861

Date: 8th Sept, 2021
Place: Dombivli

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Integra Telecommunication and Software Limited.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Integra Telecommunication and Software Limited** having CIN L74899DL1985PLC020286 and having registered office at Flat No. 1311, 13th Floor, Devika Tower, 6, Nehru Place, , New Delhi, Delhi, 110019 (Hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs,

| Sr. No. | Name of Director | DIN | Date of Appointment |
|----------------|---------------------------|------------|----------------------------|
| 1 | RAMASWAMY NARAYAN IYER | 03045662 | 19/06/2019 |
| 2 | SHARDUL SUDHAKAR RANADE | 05015608 | 15/07/2019 |
| 3 | JITENDRA BHOIR BALKRISHNA | 06594423 | 15/07/2019 |
| 4 | ANAGHA MAHESH BHOIR | 06683422 | 19/06/2019 |
| 5 | JEET RAJEN SHAH | 06948326 | 30/09/2019 |
| 6 | HEMANT PADMAKAR CHAVAN | 07724451 | 30/09/2020 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS NISHA UCHIL

Sd/-
Practising Company Secretary
Membership No.: 24798
COP: 8995
UDIN: A024798C000921861

Date: 8th Sept, 2021
Place: Dombivli

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Integra Telecommunication & Software Limited ('the company'), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss including the statement of other comprehensive income, the Cash flow statement and the Statement of change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (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, 2021 and its profit /(loss) (including Other Comprehensive Income), its changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- a) The company has granted interest free unsecured loan in earlier years to Mr. Chimman Lal Agarwal who is promoter, KMP and relative of the Directors. The amount of loan outstanding on 31st March 2021 Rs. 22,00,000 (Rs 22,00,000 for the year ended on 31st March 2020). In respect of this unsecured interest free loan the Company has not furnished any agreement and in absence of that, the terms of repayment, chargeability of interest and other terms are not verifiable.
- b) The company has granted interest free unsecured loan in earlier years to CRA Infotech Private Limited. The amount of loan outstanding on 31st March, 2021 Rs 5,88,10,000 (Rs 5,88,10,000 for the year ended on 31st March 2020). The purpose of loan, repayment schedule and other terms are not known. In the absence of agreement, it cannot be verified.
- c) The parties, to whom interest free unsecured loan was granted in earlier years, have invested in the shares of the auditee company. M/s CRA Infotech Private Limited holds 12.26 percent equity of the auditee company as on 31st March 2021 (12.26 percent equity as on 31st March 2020.) and Mr. Chimman Lal Agarwal holds 8.52 percent equity as on 31st March 2021 (8.52 percent equity as on 31st March 2020). In the absence of purpose of the loan we cannot comment whether it is in contravention or conformity with the provisions of section 67 of the companies Act, 2013.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the Ind AS financial statements, and in forming our opinion thereon, and we do not provide a separate opinion except the matters described in the Basis for Qualified Opinion section.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a)** Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b)** Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c)** Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations, except for the matter described in the Basis for Qualified Opinion paragraph above, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet and the Statement of Profit and Loss including other comprehensive income, the Cash Flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- e) On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- g)** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S. Agarwal & Co.
Chartered Accountants
FRN: 000808N

Sd/-
B. S. Chaudhary
(Partner)
M. No.: 406200

Place: New Delhi
Date: 30.06.2021
UDIN: 21406200AAAAAE9167

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2021:

1. The Company has maintained proper records showing full particulars, including quantitative details and The property, plants and equipment have been physically verified by the management at reasonable interval and no material discrepancies between the book’s records and the physical property, plants and equipment have been noticed.
2. As explained to us, Company is not carrying any inventory during the Period, therefore no required to be given for (a), (b), and (c).
3. In our opinion and according to the information and explanation given to us, the company has not granted any loan during the year, secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the Companies Act 2013.
 - a) The Company has an outstanding balance of interest free unsecured loan of Rs 22,00,000/- due from Mr. Chimman Lal Agarwal and Rs.5,88,10,000/- CRA Infotech Private Limited, which was granted in earlier years and outstanding as on 31-03-2021.This interest free loan is prejudicial to the interest of the company.
 - b) According to the information and explanations given to us, the schedule of repayment of principal amount and payment of interest in respect of loan granted in earlier financial years has not been stipulated between the Company and the related parties listed in the register maintained under section 189 of the Companies Act, 2013 and hence we are not able to comment upon the regularity of repayments of principalas well as interest.
 - c) The amount of unsecured interest free loan due from parties covered in the register maintained under section 189 of the Companies Act, 2013 was granted in earlier years. In absence of schedule of repaymentof principal and interest thereon, we are unable to comment upon whether any amount is overdue formore than ninety days and whether any steps for recovery have been taken by the Company.
4. In our opinion and according to the information and explanations given to us, loans grated during the year were in conformity with the provisions of section 185 &186 of the Companies Act 2013. There are no investments, guarantees and securities granted during the year in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. The loans granted in earlier years are in contravention of the provisions of section 185 and 186 of the Companies Act, 2013

| | Name of the Party | Amount Involved | Balance as at 31.03.2021 |
|--|------------------------------|-----------------|--------------------------|
| Loan given at rate of Interest lower than prescribed | Mr. Chimman Lal Agarwal | 2,74,00,000 | 22,00,000 |
| | CRA Infotech Private Limited | 5,94,00,000 | 5,88,10,000 |

5. The Company has not accepted any deposits from the public within the meanings of section 73 to 76 of the Act and the rules framed thereunder to the extent notified.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues

including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, Goods and Service Tax, duty of customs outstanding on account of any dispute.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year.
10. Based upon the audit procedures performed and the information and explanations given to us by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the Period.
11. Based upon the audit and the information and explanations given by the management, the company has paid/provided for managerial remuneration which is in compliance with the provisions of Section 197 read with Schedule V of the Companies Act 2013
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards (Ind AS 24).
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made preferential allotment or private placement of shares, partly convertible debentures during the Period under review.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For S. Agarwal & Co.
Chartered Accountants
FRN: 000808N

Sd/-
B.S. Chaudhary
(Partner)
M. No.: 406200

Place: New Delhi
Date: 30.06.2021
UDIN: 21406200AAAAAE9167

“Annexure B” to the Independent Auditors’ Report

(Referred to in paragraph 2(f) of the independent auditor’s report of even date on the financial statements of the company for the year ended March 31, 2021.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of Integra telecommunication & Software Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the “Guidance Note on Audit of Internal Financial Controls Over Financial Reporting” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). 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 Act.

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, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls both 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 ethical requirements and plan and perform the 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 auditors’ judgement, 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 controls 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 the 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 authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 error 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 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 controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. Agarwal & Co.
Chartered Accountants
FRN: 000808N

Sd/-
B.S. Chaudhary
(Partner)
M. No.: 406200

Place: New Delhi
Date: 30.06.2021
UDIN: 21406200AAAAAE9167

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED BALANCE SHEET AS ON 31ST MARCH 2021

| Particulars | Notes | 31.03.2021 (Audited) | 31.03.2020 (Audited) |
|--------------------------------------|-------|-------------------------|-------------------------|
| A. ASSETS | | | |
| 1. Non-Current Assets | | | |
| Property, plant and equipment | | | |
| Tangible Assets | 2 | 24,733.44 | 48,855.44 |
| Financials Assets | | | |
| Investment | | - | - |
| Deferred Tax Assets | | 1,683 | - |
| Other Non-Current Assets | | | |
| (i) Loans & Advances | 3 | 8,60,10,000 | 8,60,10,000 |
| | | | |
| TOTAL NON- CURRENT ASSETS | | 8,60,36,416.44 | 8,60,58,855.44 |
| | | | |
| 2. Current Assets | | | |
| Financial assets | | | |
| (i) Trade Receivables | | 1,45,76,000.00 | - |
| (ii) Cash and Cash equivalents | 4 | 1,79,219.68 | 1,93,316.58 |
| (iii) Loans & Advances | | - | - |
| (iv) Other Current Financial Assets | 5 | 23,95,068.48 | 8,95,068.49 |
| Other Current Assets | 6 | 2,39,561.70 | 1,57,816.80 |
| | | | |
| TOTAL CURRENT ASSETS | | 1,73,89,849.86 | 12,46,201.87 |
| | | | |
| TOTAL ASSETS | | 10,34,26,266.30 | 8,73,05,057.31 |
| | | | |
| B. EQUITY AND LIABILITIES | | | |
| 1. Shareholders' Funds | | | |
| (a) Equity share capital | 7 | 10,56,00,000.00 | 10,56,00,000.00 |
| (b) Other Equity | 8 | (69,93,767.34) | (2,04,08,170.69) |
| TOTAL EQUITY | | 9,86,06,232.66 | 8,51,91,829.31 |
| | | | |

| | | | |
|--|----|------------------------|-----------------------|
| 2. Liabilities | | | |
| Non-Current Liabilities | | | |
| Financial Liabilities | | - | - |
| i. Borrowings | 9 | 25,99,383.64 | 10,61,725.00 |
| Provisions | | - | - |
| TOTAL NON-CURRENT LIABILITIES | | 25,99,383.64 | 10,61,725.00 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| i. Borrowings | | - | - |
| ii. Trade Payables | | 5,89,510.00 | 1,63,943.00 |
| iii. Other Current Financial Liabilities | 10 | 14,02,030.00 | 7,20,073.00 |
| Other Current Liabilities | 11 | 2,29,110.00 | 1,67,487.00 |
| TOTAL CURRENT LIABILITIES | | 22,20,650.00 | 10,51,503.00 |
| TOTAL LIABILITIES | | 48,20,033.64 | 21,13,228.00 |
| Total Equity and Liabilities | | 10,34,26,266.30 | 8,73,05,057.31 |
| Significant Accounting Policy & Notes on Financial Statements | 1 | | |

In terms of our report of even date

S Agarwal & Co.
Chartered Accountants
Firm Registration No. 000808N

Sd/-
B. S. Chaudhary
Partners
Membership No. 406200
Place: New Delhi
Date: 30.06.2021

For and on behalf of the Board of Directors of

Integra Telecommunication and Software Limited

Sd/-
Ramaswamy Iyer
Managing Director
DIN-03045662

Sd/-
Jeet Shah
Director & CFO
DIN-06948326

**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE
YEAR ENDED ON 31ST MARCH 2021**

| S. No. | Particulars | Notes | 31.03.2021 (Audited) | 31.03.2020 (Audited) |
|-------------|--|-------|-------------------------|-------------------------|
| I | Revenue from Operations | 12 | 1,45,76,000.00 | - |
| II | Other Income | 13 | 15,19,999.99 | 8,95,068.49 |
| III | Total Income from operations(net)(III) | | 1,60,95,999.99 | 8,95,068.49 |
| IV | Expenses | | | |
| | Cost of Materials consumed | | - | - |
| | Purchase of stock-in-trade | | - | - |
| | Changes in inventories of finished goods, work-in-progress and stock-in-trade | | - | - |
| | Employee Benefits expenses | 14 | 12,64,932.00 | 12,26,978.00 |
| | Finance costs | 15 | 1,28,279.70 | 22,362.00 |
| | Depreciation and amortisation expenses | 2 | 24,122.00 | 26,595.00 |
| | Other expenses | 16 | 12,65,945.94 | 14,34,778.36 |
| | Total Expenses (IV) | | 26,83,279.64 | 27,10,713.36 |
| VII | Profit/(Loss) before tax (V-VI) | | 1,34,12,720.35 | (18,15,644.87) |
| VIII | Tax Expenses: | | | |
| | (1) Current tax | | - | - |
| | (2) Deferred tax | | (1,683.00) | |
| XIII | Profit/(Loss) for the period (IX-XII) | | 1,34,14,403.35 | (18,15,644.87) |
| XIV | Other Comprehensive Income | | | |
| | Other Comprehensive Income Net of Tax | | - | - |
| XV | Total Comprehensive Income for the period (XII-XIV) (Comprising profit/(loss) and other comprehensive income for the period) | | 1,34,14,403.35 | (18,15,644.87) |
| XVI | Paid up Equity (Face Value Rs. 10 per share) | | 10,56,00,000.00 | 10,56,00,000.00 |
| XVII | Reserve excluding Revaluation Reserve | | (69,93,767.34) | (2,04,08,170.69) |
| XVIII | Earning per Equity Share (Not Annualised) | | | |
| | Basic & diluted | | 1.27 | (0.17) |
| | Significant Accounting Policy & Notes on Financial Statements | 1 | | |

In terms of our report of even date

For and on behalf of the Board of Directors of

S Agarwal & Co.
Chartered Accountants
Firm Registration No. 000808N

Integra Telecommunication and Software Limited

Sd/-
B. S. Chaudhary
Partners
Membership No. 406200
Place: New Delhi
Date: 30.06.2021

Sd/-
Ramaswamy Iyer
Managing Director
DIN-03045662

Sd/-
Jeet Shah
Director & CFO
DIN-06948326

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2021

| Particulars | | For the year ended | For the year ended |
|-------------|--|----------------------|----------------------|
| | | 31.03.2021 (Audited) | 31.03.2020 (Audited) |
| A. | Cash flow from operating activities: | | |
| | Net Profit/(loss) before tax | 1,34,12,720 | (18,15,645) |
| | <i>Adjustments for:</i> | | |
| | Depreciation and Amortisation Expenses | 24,122 | 26,595 |
| | Finance Expenses | 1,28,280 | 22,362 |
| | Interest Income | (15,00,000) | (8,95,068) |
| | Dividend Income | - | - |
| | Operating loss before working capital changes and other adjustments | 1,20,65,122 | (26,61,756) |
| | <i>Working capital changes and other adjustments:</i> | | |
| | - Decrease in inventories | - | - |
| | - (Increase) / Decrease In Trade Receivables | (1,45,76,000) | |
| | - (Increase) / Decrease In Other Current Assets | (81,745) | (1,33,765) |
| | - (Increase) / Decrease In Other Current Financial Assets | - | (8,95,068) |
| | - Decrease / (Increase) In Loans & Advances (Assets) | - | 7,90,000 |
| | - Increase / (Decrease) in Trade Payable | 4,25,567 | 1,63,943 |
| | - Increase / (Decrease) in Borrowings | - | 10,61,725 |
| | - Increase / (Decrease) in Other Current Financial Liabilities | 6,81,957 | 6,80,073 |
| | - Increase / (Decrease) in Other Current Liabilities | 61,623 | 1,67,487 |
| | Cash generated used in operating activities (A) | (14,23,476) | (8,27,362) |
| | Income tax (paid) / refund received (net) | - | - |
| | Net cash from operating activities | (14,23,476) | (8,27,362) |
| B. | Cash flow from Investing activities: | | |
| | Sale of Intangible Assets / Other Non-Current Assets | - | - |
| | Interest Income | - | 8,95,068 |
| | (Purchase) / Sale of Fixed Assets - Net | - | (75,450) |
| | Dividend Income | - | - |
| | Net cash generated from investing activities (B) | - | 8,19,618 |
| C. | Cash flow from financing activities: | | |
| | Finance Expenses | (1,28,280) | (22,362) |

| | | | |
|-----------|--|------------------|-----------------|
| | Increase in Borrowings | 15,37,659 | |
| | Net cash generated from financing activities | 14,09,379 | (22,362) |
| | | | |
| D. | Net increase in cash and cash equivalents (A+B+C) | (14,097) | (30,106) |
| E. | Cash and cash equivalents at the beginning of the period | 1,93,316 | 2,23,422 |
| F. | Cash and cash equivalents at the end of period (D+E) | 1,79,219 | 1,93,316 |
| | Significant Accounting Policy & Notes on Financial Statements | 1 | |

In terms of our report of even date

S Agarwal & Co.
Chartered Accountants
Firm Registration No. 000808N

For and on behalf of the Board of Directors of

Integra Telecommunication and Software Limited

Sd/-
B. S. Chaudhary
Partners
Membership No. 406200
Place: New Delhi
Date: 30.06.2021

Sd/-
Ramaswamy Iyer
Managing Director
DIN-03045662

Sd/-
Jeet Shah
Director & CFO
DIN-06948326

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

2. Fixed Assets as on 31/03/2021

| | Gross Block | | | | Depreciation | | | | Net Block | |
|----------------------|-----------------------------|------------------|-----------------------------------|-----------------------------|-----------------------------|-------------------------|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| Particulars | As at 01-04-2020 | Additions | Deductions/ Adjustment | As at 31-03-2021 | Up to 01-04-2020 | For the Year | Deduction/ Adjustment | Up to 31-03-2021 | As at 31-03-2021 | As at 31-03-2020 |
| Laptop | 65,460.44 | 0.00 | 0.00 | 65,460.44 | 25,238.00 | 20,810.00 | 0.00 | 46,048.00 | 19,412.44 | 40,222.44 |
| Office Equipment | 9,990.00 | 0.00 | 0.00 | 9,990.00 | 1,357.00 | 3,312.00 | 0.00 | 4,669.00 | 5,321.00 | 8,633.00 |
| Total | 75,450.44 | 0.00 | 0.00 | 75,450.44 | 26,595.00 | 24,122.00 | 0.00 | 50,717.00 | 24,733.44 | 48,855.44 |
| PREVIOUS YEAR | 0.00 | 75,450.44 | 0.00 | 75,450.44 | 0.00 | 26,595.00 | 0.00 | 26,595.00 | 48,855.44 | 0.00 |

| 3.Loans& Advances | | |
|------------------------------|-----------------------|-----------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Loans | 8,60,10,000.00 | 8,60,10,000.00 |
| Total | 8,60,10,000.00 | 8,60,10,000.00 |

| 4. Cash and Cash equivalents | | |
|---|--------------------|--------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Cash In Hand | 1,74,972.18 | 1,89,264.18 |
| Balances with Bank (In Current Accounts) | 4,247.50 | 4,052.40 |
| Total | 1,79,219.68 | 1,93,316.58 |

| 5. Other Current Financial Assets | | |
|--|---------------------|--------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Accrued Income | 23,95,068.48 | 8,95,068.49 |
| Total | 23,95,068.48 | 8,95,068.49 |

| 6. Other Current Assets | | |
|--------------------------------|--------------------|--------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| VAT/GST Receivable | 2,39,561.70 | 1,57,816.80 |
| Security Deposit | - | - |
| Total | 2,39,561.70 | 1,57,816.80 |

| 7. Share Capital | | |
|--|------------------------|------------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Authorised Share Capital 1,10,00,000 | | |
| Equity Shares (with voting rights) of Rs. 10/- each | 11,00,00,000.00 | 11,00,00,000.00 |
| | 11,00,00,000.00 | 11,00,00,000.00 |
| | 10,56,00,000.00 | 10,56,00,000.00 |
| Issued, Subscribed and Paid up 1,05,60,000 Equity Shares (With voting rights) of Rs. 10/- each | | |
| Total | 10,56,00,000.00 | 10,56,00,000.00 |

Details of Shareholding more than 5 %

| Particulars | As on 31/03/2021 | | As on 31/03/2020 | |
|--|-------------------------|--------|-------------------------|--------|
| | No. of Shares | % Held | No. of Shares | % Held |
| Micro Logistics India Private Limited | 56,93,299 | 53.91% | 56,93,299 | 53.91% |
| C L Agrawal | 9,00,000 | 8.52% | 9,00,000 | 8.52% |
| CRA Infotech Private Limited | 12,94,753 | 12.26% | 12,94,753 | 12.26% |

| Details of Equity Shares issued in Preceding 5 years | As on 31-03-2021 | As on 31-03-2020 |
|--|------------------|------------------|
| Particulars | Total Shares | Total Shares |
| 1) Number of Equity Shares issued as Bonus Share (Fully Paid up) in Last 5 years | - | - |
| 2) Number of Equity Shares Allotted For Contract without payments received in cash (fully paid up) in the last 5 years | - | - |

8. Other Equity

| Particulars | 31-03-2021 | 31-03-2020 |
|--|-----------------------|-------------------------|
| Securities Premium Reserve: As per Last Balance Sheet | 40,00,000.00 | 40,00,000.00 |
| Profit and Loss: As per Last Balance Sheet | (2,44,08,170.69) | (2,25,92,525.82) |
| Add: Profit / Loss for the Year | 1,34,14,403.35 | (18,15,644.87) |
| Closing Balance | (1,09,93,767.34) | (2,44,08,170.69) |
| Total | (69,93,767.34) | (2,04,08,170.69) |

9. Borrowings

| Particulars | 31-03-2021 | 31-03-2020 |
|--------------|---------------------|---------------------|
| Other Loan | 25,99,383.64 | 10,61,725.00 |
| Total | 25,99,383.64 | 10,61,725.00 |

10. Other Current Financial Liabilities

| Particulars | 31-03-2021 | 31-03-2020 |
|------------------------|---------------------|--------------------|
| Provision for Expenses | 9,45,780.00 | 4,70,073.00 |
| Audit Fees Payable | 4,56,250.00 | 2,50,000.00 |
| Total | 14,02,030.00 | 7,20,073.00 |

11. Other Current Liabilities

| Particulars | 31-03-2021 | 31-03-2020 |
|-------------------------------|--------------------|--------------------|
| Current Tax Liabilities (Net) | 2,29,110.00 | 1,67,487.00 |
| Total | 2,29,110.00 | 1,67,487.00 |

| 12. Revenues from Operations | | |
|-------------------------------------|-----------------------|-------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Sale of Product / Services | 1,45,76,000.00 | - |
| Total | 1,45,76,000.00 | - |

| 13. Other Income | | |
|-------------------------|---------------------|--------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Interest Income | 14,99,999.99 | 8,95,068.49 |
| Other Income | 20,000.00 | - |
| Total | 15,19,999.99 | 8,95,068.49 |

| 14. Employee Benefit Expenses | | |
|--------------------------------------|---------------------|---------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Salary, Wages and Bonus | 12,64,932.00 | 12,17,980.00 |
| Staff Welfare | - | 8,998.00 |
| Total | 12,64,932.00 | 12,26,978.00 |

| 15. Finance costs | | |
|--------------------------|--------------------|-------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Interest on Loan | 1,28,279.70 | 22,362.00 |
| Total | 1,28,279.70 | 22,362.00 |

| 16. Other expenses | | |
|------------------------------------|---------------------|---------------------|
| Particulars | 31-03-2021 | 31-03-2020 |
| Advertisement | 57,980.00 | 83,809.00 |
| Audit Fees | 2,70,000.00 | 2,58,000.00 |
| Bank Charges | 5.00 | 10.00 |
| Gst Reversal on Input Credit-Other | 55,574.00 | 1,000.00 |
| Interest on Late Payment of TDS | 14,934.00 | 1,007.00 |
| Late Filing Fees | 18,860.00 | 87,695.00 |
| Legal & Professional Fee | 6,17,000.00 | 7,21,556.00 |
| Miscellaneous Exp. | 0.94 | 469.56 |
| Office Maintenance | 4,000.00 | - |
| Postage & Couriers | - | 8,122.00 |
| Printing & Stationery | 10,000.00 | 26,874.00 |
| Profession Tax | 2,500.00 | 2,000.00 |
| Rent | 1,92,000.00 | 1,75,033.00 |
| ROC Filing Fee | 12,800.00 | 35,711.80 |
| Telephone Expense | - | 32,831.00 |
| Traveling & Conveyance | 10,292.00 | 660.00 |
| Total | 12,65,945.94 | 14,34,778.36 |

SINTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH 2021**

| Particulars | Share Capital | Retained Earnings | Share Premium | Total Equity |
|--|------------------------|--------------------------|----------------------|-----------------------|
| As at April 01, 2020 | 10,56,00,000.00 | (2,44,08,170.69) | 40,00,000.00 | 8,51,91,829.31 |
| Changes in equity during the year | | | | |
| Issue of share capital | - | | - | - |
| Income / (Loss) for the year | | 1,34,14,403.35 | | 1,34,14,403.35 |
| As at March 31, 2021 | 10,56,00,000.00 | (1,09,93,767.34) | 40,00,000.00 | 9,86,06,232.66 |

Notes Forming parts of Financials

1. SIGNIFICANT ACCOUNTING POLICIES

a. CORPORATE INFORMATION

The Company was incorporated on 27th February 1985. The registered office of the Company is located at Flat No. 1311, 13Th Floor Devika Tower, 6, Nehru Place, New Delhi – 110 019. The corporate office of the Company is located at 610/611, Nirmal Galaxy Avior, L.B.S Road, Near Johnson & Johnson, Mulund (West), Mumbai – 400080. The principal activities of the Company is to carry out business of trading / development of Computer Hardware and Software.

b. BASIS OF PREPARATION

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, wef 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, judgments 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 amount 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 statements 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

Based on evaluations done by technical assessment team, the management has adopted the useful life and residual value of its Property, Plant and Equipment. Management believes that the assigned useful lives and residual value are reasonable.

B.7 Financial Instruments

Trade Receivables

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized 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.

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 de-recognizes 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 recognizes 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 recognized in the Statement of Profit and Loss.

B.8 Inventories

There were no Inventories as on 31st March 2021.

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 recognized 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.

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.

B.12 Related Party Transactions

Following are details of transactions with related parties. Relation with Company denoted in *italics in bracket*:

A) LOANS GIVEN BY COMPANY TO RELATED PARTIES

Mr. C. L. Agarwal (*KMP*)

| Particulars | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|---|-------------------------|-------------------------|
| Balance at beginning of year | 22,00,000 | 2,74,00,000 |
| Repayment Received by Company during the year | NIL | (2,52,00,000) |
| Given by Company during the year | NIL | NIL |
| Balance as at end of year | 22,00,000 | 22,00,000 |

B) LOANS RECEIVED BY COMPANY FROM RELATED PARTIES

a. Mr. Jeet Rajen Shah (*Director*)

During FY 2020-21, the Company had unsecured loan from Mr. Jeet Rajen Shah. Following are details:

| Particulars | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|--|-------------------------|-------------------------|
| Balance at beginning of year | 1,11,800 | NIL |
| Loan Received by Company during the year | (NIL) | 1,11,800 |
| Loan Repaid by Company during the year | (NIL) | (NIL) |
| Balance as at end of year | 1,11,800 | 1,11,800 |

b. M/s. Micro Logistics (India) Pvt Ltd (*Holding Company*)

During FY 2020-21, the Company received unsecured loan from M/s. Micro Logistics (India) Pvt Ltd. Following are details:

| Particulars | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|--|-------------------------|-------------------------|
| Balance at beginning of year | 9,49,925 | NIL |
| Loan Received by Company during the year | 14,19,000 | 9,49,925 |
| Loan Repaid by Company during the year | (20,125) | (NIL) |
| Balance as at end of year | 23,48,800 | 9,49,925 |

RENT EXPENSE AND PAYABLE TO RELATED PARTIES

Following are details of rent expense paid by Company to related parties:

| Name | Relation | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|----------------------------|--|-------------------------|-------------------------|
| S.J. Logistics (India) Ltd | <i>(Sister Concern of Holding Company)</i> | 2,07,680 | 1,28,069 |

Following are details of Rent payable in books of account as at:

| Name | Relation | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|----------------------------|--|-------------------------|-------------------------|
| S.J. Logistics (India) Ltd | <i>(Sister Concern of Holding Company)</i> | 3,30,400 | 1,22,720 |

C) INTEREST EXPENSE AND PAYABLE TO RELATED PARTIES FY 2020-21

The Company paid / accrued interest of Rs 1,28,279.70/- to M/s Micro Logistics (India) Pvt Ltd. *(Holding company)*.

Interest Payable of Rs 1,38,783.64/- is showing payable as on 31st March 2021.

D) REMUNERATION EXPENSE AND PAYABLE TO RELATED PARTIES

Following are details of remuneration paid by Company to related parties:

| Name | Relation | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|-----------------------|-------------------|-------------------------|-------------------------|
| Mr. Ramaswamy N. Iyer | <i>(Director)</i> | 3,60,000 | 2,55,000 |
| Mr. Jeet R. Shah | <i>(Director)</i> | 3,00,000 | 2,55,000 |
| Mrs. Arpita Chowdhury | <i>(CS)</i> | 3,54,325 | 2,61,804 |

Following are details of remuneration payable in books of account as at:

| Name | Relation | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|-----------------------|-------------------|-------------------------|-------------------------|
| Mr. Ramaswamy N. Iyer | <i>(Director)</i> | 4,26,180 | 1,78,500 |
| Mr. Jeet R. Shah | <i>(Director)</i> | 3,84,900 | 1,78,500 |
| Mrs. Arpita Chowdhury | <i>(CS)</i> | 80,000 | 20,646 |

B.13 Earning Per Share

Earnings per share has been computed as under:

| Particulars | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|--|-------------------------|-------------------------|
| Net profit /(loss) after tax (Rs in lakhs) | 134.13 | (18.16) |
| Number of equity shares outstanding as at beginning of the year | 10560000 | 10560000 |
| Adjustment pursuant to sub division of shares during the year | NIL | NIL |
| Adjustment pursuant to issue of bonus shares during the year | NIL | NIL |
| Weighted average number of equity shares outstanding considered for calculating basic and diluted earnings per share | 10560000 | 10560000 |
| Earnings per share - basic and diluted - FV Rs 10/- per share (Rs) | 1.27 | (0.17) |

Loans & Advances

Following are details of loans & advances given by Company and outstanding:

| Particulars | Year ended 31-Mar-21 | Year ended 31-Mar-20 |
|-------------------------------|-------------------------|-------------------------|
| a) Mr. C. L. Agarwal | 22,00,000 | 22,00,000 |
| b) M/s. CRA Infotech Pvt Ltd | 5,88,10,000 | 5,88,10,000 |
| c) M/s. Unicon Tie Up Pvt Ltd | 2,50,00,000 | 2,50,00,000 |
| TOTAL LOANS | 8,60,10,000 | 8,60,10,000 |

Notes:

- Refer B.12 (A) Loans given by Company to related parties for details.
- Unsecured Loan given by company during previous financial years
- Unsecured Loan given by company during FY 2019-20 for short-term deployment of funds. Interest chargeable @6% per annum.

In terms of our report of even date

S Agarwal & Co.
Chartered Accountants
Firm Registration No. 000808N

For and on behalf of the Board of Directors of

Integra Telecommunication and Software Limited

Sd/-
B. S. Chaudhary
Partners
Membership No. 406200
Place: New Delhi
Date: 30.06.2021

Sd/-
Ramaswamy Iyer
Managing Director
DIN-03045662

Sd/-
Jeet Shah
Director & CFO
DIN-06948326

INTEGRA

Telecommunications & Software Limited

Regd. Office.:

Flat no. 1311, 13th floor,
Devika Tower 6 Nehru Place
New Delhi South Delhi 110019

Corp. Off:

610/611, Nirmal Galaxy Avior,
L.B.S Road, Near Johnson & Johnson,
Mulund (West), Mumbai-400080