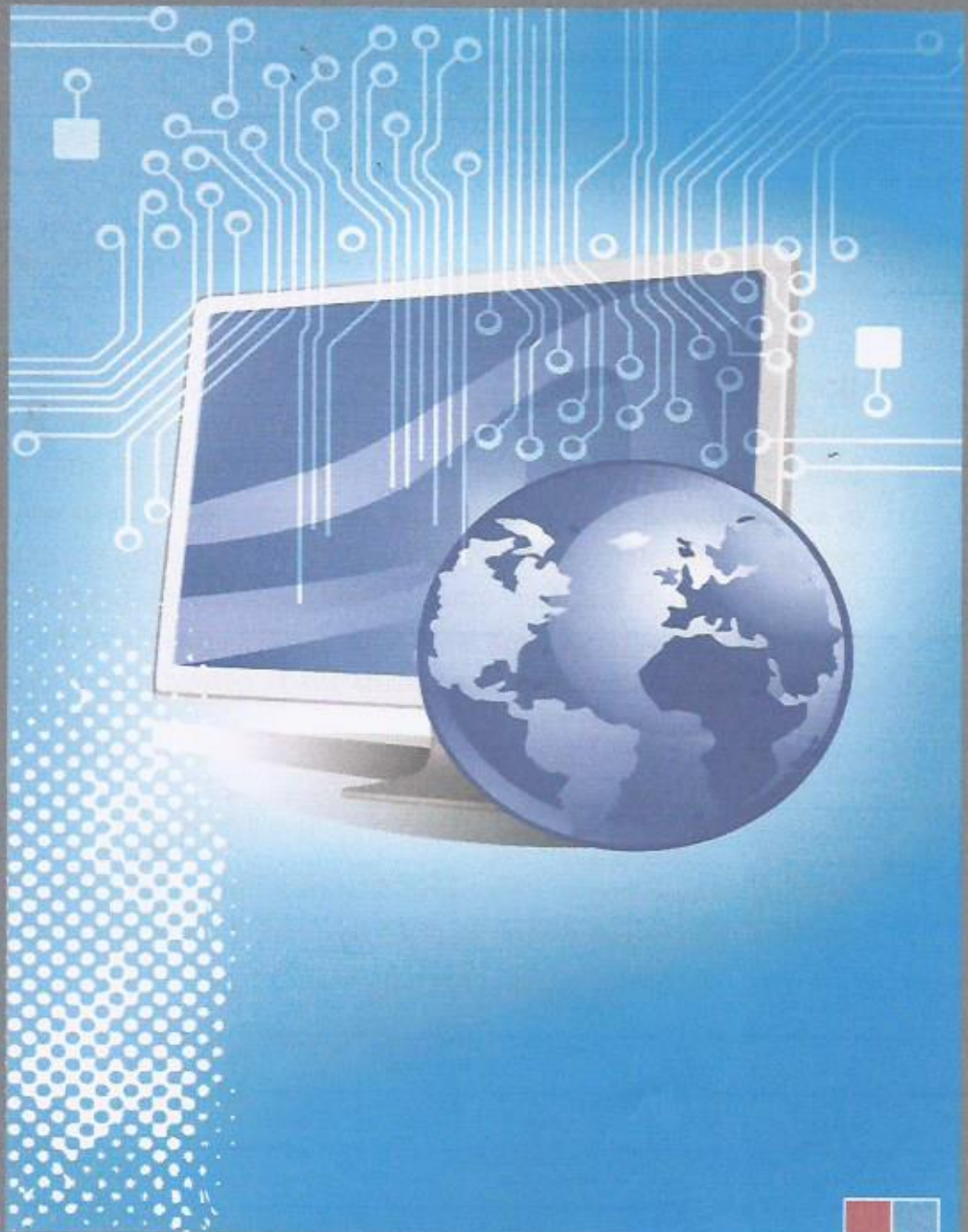


2013

INTEGRA TELECOMMUNICATION &  
SOFTWARE LIMITED



INFORMATION MEMORANDUM



**INFORMATION MEMORANDUM FOR TRADING OF 1,05,60,000 EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP****GENERAL RISK**

Investment in Equity and Equity related securities involve a degree of risk and investors should not invest in the equity shares of Integra Telecommunication & Software Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking the investment decision in the shares of Integra Telecommunication & Software Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risk involved.

**ABSOLUTE RESPONSIBILITY OF INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED**

Integra Telecommunication & Software Limited having made all the reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Integra Telecommunication & Software Limited which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material aspect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material aspect.

**LISTING**

The Equity shares of Integra Telecommunication & Software Limited which are listed on Delhi Stock Exchange, are proposed to be listed on Bombay Stock Exchange Limited.



TABLE ON CONTENTS

Profile and Brief history of the company	
Business Overview	
Management	
Capital Evolution	
Shareholding Pattern	
List of top 10 shareholders	
Financial Information	
Details of Group/Subsidiary Companies	
Details of Material Contracts/Agreements	
Declaration	



## Profile and Brief history of the Company

[Originally Incorporated as a Private Limited Company in the name & style of Vikas Mercantile Private Limited with the Registrar of Companies, NCT of Delhi & Haryana vide Certificate of Incorporation dated 27<sup>th</sup> February, 1985. Subsequently, the Company got converted from Private Limited to Public Limited i.e. from Vikas Mercantile Private Limited to Vikas Mercantile Limited and fresh Certificate of Incorporation was issued by the Registrar of Companies, NCT of Delhi & Haryana on 10<sup>th</sup> April, 1985. The name of the Company was further changed from Vikas Mercantile Limited to Integra Holdings Limited and upon change of name fresh certificate of incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana on 21<sup>st</sup> August, 1997. Subsequently On 24<sup>th</sup> March, 2000 the name of the Company was again changed from Integra Holdings Limited to Integra Telecommunication & Software Limited. The Corporate Identification Number of the Company is L74899DL1985PLC020286]

Registered Office : 2281, Sector-D, Pocket-2,  
Vasant Kunj,  
New Delhi-110070.

Phone No. : +91- +91-11-65683010

Website : [www.integratelesoftware.com](http://www.integratelesoftware.com)

E-Mail : [integratele@gmail.com](mailto:integratele@gmail.com)

Company Secretary and Compliance officer : Ms. Ankita Srivastava

Registrar & Share Transfer Agent : M/s. Link Intime India Pvt. Ltd  
44, Community Centre, 2<sup>nd</sup> Floor, Naraina  
Industrial Area, Phase I, Near PVR Naraina,  
New Delhi - 110028.



## Business Overview

Integra Telecommunication & Software Ltd. is a New Delhi based Software & Consultancy Company.

Ours is a rank, market driven Infotech Company that has been actively involved in the software business. In the short span of its existence, the company has gained reputed position both in prominence and credibility in the areas of ERP solutions, E-commerce services and IT consultancy.

We are into IT Solutions providing a full range of IT services for Indian business starting from desktops, data security, help-desk support to servers, backups and network administration.

### OUR VISION:

The company's vision is to contribute significantly in manufacturing of Laptops, PCs and to become India's most valuable Telecommunication Company. The company aims to build world class concept with high standard of professionalism, ethics, quality with customer centric approach for its efficient running in world class Information Technology park

### MISION TO EXCEL:

We believe in extending the rewards of cutting edge technology to the world of enterprise at large, and leveraging its operations with our skill and expertise. Our software products and services are an outcome of understanding the dynamics of change and facing it upfront, with a range of path breaking solutions.

### QUEST FOR QUALITY:

In an industry fuelled by quality consciousness, quality assurance is crucial for Software Company. Integra telecommunication has imbibed the virtues of TQM and incorporated it in its work ethos. Every department is directed to observe zero tolerance and every process programmed for precision.

### CUSTOMER SATISFACTION:

Client satisfaction is the purpose and top priority of every employees and management and our company intend to achieve 100% customer satisfaction.



**SALIENT FEATURES**

- a) Established Software & Consultancy Company.
- b) Excellent track record of performance.
- c) Good track record of issue of Bonus Shares.
- d) Well-built satisfied Client base.
- e) Listed at DSE in Demat Stock.

**BUSINESS PROFILE:**

**(A) Our detailed Business Profile and Products are as under:**

***(i) Software Development :-***

We provide customized Software packages, tailored to individual requirements and industry-specific usage, with a view to provide help to our clients on both performance and profitability fronts. We have successfully handled a number of Projects in different application areas and different trades, on a wide range of computer Systems and languages. The Company has effectively and timely executed various projects for its Clients in last 10 years.

***(ii) Hardware sales & Services :-***

We offer quality computers, monitors, peripherals, power protection devices, Tablet PCs, All-in-One PCs, networking products, input devices, data storage products, hardware and software, backup solutions and a comprehensive warranty with every computer.

***(iii) Internet and Intranet Services:-***

The Company renders specialized services in the areas of Internet which includes hardware sizing, security installations and erection of firewalls, enterprise-wide messaging with mail connectivity, organization-wide. The company also provides services like Intranet Connectivity, installation and configuration of web servers and web programming.

***(iv) E- Commerce Solutions:-***

The Company devise e-commerce solutions for B2B, B2C, and Databases as well as auction sites. Complex problems are solved using Java, java script, JB

INFORMATION MEMORANDUM



script, GI-perl, while databases are managed with the help of MS SQL, MY SQL, MS- Access & Oracle.

(v) *Consultancy Services:-*

Integra Telecommunication & Software Limited is also undertaking consultancy assignments including technical, management and financial consultancy.

The Company also renders consultancy services of Feasibility studies, System Analysis & Design, Personnel selection, etc.

(vi) *AMC Divison:-*

Integra Telecommunication & Software Limited is also providing After sale services to its clients a for better client satisfaction and it is having a separate division for it which aims at scheduled maintenance for all systems and equipments at an agreed service level and cost.

(B) Proposed Activities/ Future Plans:

The Company has taken effective steps to enter into following new activities:-

(i) *Government/ PSU orders:*

Both the Central Government as well as State Governments including PSUs are realizing the need of full computerization and E-governance system. A lot of steps/ decisions have already been taken but still there is a lot of potential for ITES in this segment, therefore the Company will set up a separate division for obtaining orders of sizable value from this area shortly.

(ii) *Government IT Education:*

The Company is also targeting orders for IT education in Government schools, colleges and its staff which have huge volume particularly when the Government has shown great interest in promoting IT education in these areas. We have specialized computer education programs for rural & backward people of the nation who are neither having proper knowledge nor the resources to bear the high cost of computer education.



(iii) *Innovative Products (Proposed):*

The Company has masterminded and spear-headed Research and Development on a line of high-functionality products that are ready-to-use and customisable. A few of our proposed innovative packages are as under:-

- TEXMATICS

Texamatics is a user-friendly, fully integrated Application Software that addresses the needs of Exporter of garments, textiles and made-ups.

- MULTIMEDIA PRESENTATION ON CD - ROM

The company is planning to develop expertise in designing and executing interactive multimedia presentations which will be thoughtfully conceived and designed for effective presentations which will be capable of providing solutions to any Marketing workout.

- WEB BASED SOLUTIONS

The Company is planning to provide meaningful web solutions for its clients to help them steer business growth, by creating a window for speedy communications and synchronized transactions.

- ON LINE EDUCATION

The biggest & most potential new business area which the company is targeting is E- Learning and providing international degree courses through a Portal & Mortar setup for this purpose. The educational portal of the company namely "My Open university" is near completion with latest features and up gradation.

The Company will concentrate on IT courses for colleges/villages/staff and give more emphasis in providing degree courses of good universities (domestic & overseas) in various disciplines like MBA, MCD, PHD etc. where classroom seats are very few coupled with high cost of those institutes.





Our target students will also be the working executives, new generation businessmen and women who will opt for online courses for their enhancement of knowledge/status in their office & society without spending much money & time.

### Management

Name	Designation	Father's/ Spouse's Name	Age, Nationality, Occupation	Other Directorship
Mrs Rashmee Agrawal	Director (Executive and Non- Independent)	Mr. Shiv Prasad Agrawal	53 Years Indian, Business	<ol style="list-style-type: none"> <li>1. Genesis infoSolution Private Limited</li> <li>2. Yt Infotech Private Limited</li> <li>3. Jrk Designing &amp; Fashions Private Limited</li> <li>4. Nijhawan Garments Private Limited</li> <li>5. SM Innovations And Management Consulting Private Limited</li> </ol>
Mr. Nikhil Agarwal	Director (Executive and Non- Independent)	Mr Chimma n Lal Agarwal	32 years Indian, Business	<ol style="list-style-type: none"> <li>1. SM Innovations And Management Consulting Private Limited</li> </ol>
Mr. Ashok Kumar Juneja	Director (Independent Director)	Mr Gobind Ram Juneja	58 years Indian, Business	<ol style="list-style-type: none"> <li>1. Open Mind Services Limited</li> <li>2. BGIL Films &amp; Technologies Limited</li> </ol>

INFORMATION MEMORANDUM



				<ol style="list-style-type: none"> <li>3. Wadhwa Financial Services Private Limited</li> <li>4. Effective Securities Limited</li> <li>5. Dhanvee Management Advisors Private Limited</li> </ol>
Mr. Biswanath Patnaik	Director (Independent Director)	Mr Deba Dutta Patnaik	35 years Indian, Business	<ol style="list-style-type: none"> <li>1. Target Fin-Lease Limited</li> <li>2. Sri Balaji Infracorp Private Limited</li> <li>3. M Pot Energy Ventures Private Limited</li> <li>4. Tirupati Corporate financial advisory Private Limited</li> <li>5. Suryodaya Textiles Private Limited</li> </ol>



**Capital evolution**

Date of Issue	Type of Issue	Issue Price (In Rs.)	No. of Shares Issued/ (Forfeited)	Cumulative Capital * (No. of Shares)	Type of Shares	Whether Listed, if not Listed, give reasons thereof
29.02.1985	Subscribers to the Memorandum of Association	10	20	20	Equity	Listed
30.09.1985	Further allotment	10	79,980	80,000	Equity	Listed
15.01.1986	Initial Public Offer	10	1,20,000	2,00,000	Equity	Listed
20.01.2000	Preferential allotment	12	8,00,000	10,00,000	Equity	Listed
31.05.2002	Bonus issue (1:1)	NA	10,00,000	20,00,000	Equity	Listed
31.03.2009	Bonus issue (2:5)	NA	8,00,000	28,00,000	Equity	Listed
31.03.2009	Preferential allotment	100	2,00,000	30,00,000	Equity	Listed
31.03.2011	Bonus issue (2:5)	NA	12,00,000	42,00,000	Equity	Listed
31.03.2011	Preferential Allotment	100	6,00,000	48,00,000	Equity	Listed
2.11.2011	Bonus issue (6:5)	NA	57,60,000	1,05,60,000	Equity	Listed

INFORMATION MEMORANDUM



Shareholding Pattern

INTRODUCTORY SUB-TABLE (I)(A)

INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED SCRIP TYPE :- EQUITY  
AS ON OCTOBER 1, 2013

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	-	-	-
Held by public	-	-	-
<b>Total - D</b>	-	-	-
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	-	-	-
Held by public	-	-	-
<b>Total - E</b>	-	-	-
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	-	-	-
Held by public	-	-	-
<b>Total - F</b>	-	-	-
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F)</b>	<b>10,560,000</b>	<b>N.A.</b>	<b>100.00</b>



Statement Showing Shareholding Pattern								
Name of the Company :			Integra Telecommunication & Software Limited					
As on:			1 <sup>st</sup> October, 2013					
Category Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group <sup>2</sup>							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	4	5977299	5977299	56.60	56.60	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	1	616000	616000	5.83	5.83	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-	-	-	-

INFORMATION MEMORANDUM



	Sub Total(A)(1)	5	6593299	6593299	62.44	62.44	-	-
2	Foreign							
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
B	Bodies Corporate	-	-	-	-	-	-	-
C	Institutions	-	-	-	-	-	-	-
D	Any Others(Specify)	-	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5	6593299	6593299	62.44	62.44	-	-
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture	-	-	-	-	-	-	-

INFORMATION MEMORANDUM



	Capital Funds							
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-
B 2	Non-institutions							
(a)	Bodies Corporate	2	2028224	2028224	19.20	19.20	0	0
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	469	1291965	-	12.24	12.24	0	0
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh.	32	646515	-	6.12	6.12	0	0
(c)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)(2)	503	3966706	2028224	37.56	37.56	0	0



(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	503	3966706	2028224	37.56	37.56	0	0
	TOTAL (A)+(B)	508	10560000	6593299	100	100	0	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	508	10560000	8621523	100	100	0	0

**Note:** The Company has not issued any Convertible Securities including Warrants which is pending for conversion.

### List of Top 10 Shareholders

Sl. No.	Name of Shareholder	No. of Shares	Percentage of Total Paid up Capital
1	Shanti Devi Agrawal	2578491	24.42
2	Rashmee Agrawal	1742050	16.50
3	Chimman Lal Agrawal	1656672	15.69
4	CRA Infotech Pvt Limited	1520704	14.40
5	Global Infosystems Limited	616000	5.83
6	NC Infrasonation Private Limited	507520	4.81
7	Mr. Bhubneshwari Chaudhary	30185	0.29
8	Mrs. Kamla Saxena	30185	0.29
9	Mr. Shashinath Bala	30185	0.29
10	Mr. Manoj Tiwari	30185	0.29

INFORMATION MEMORANDUM





**Financial Information****Statement of Assets & Liabilities for the financial years 2012-2013 & 2011-2012**

Particulars	As on	As on
	31.03.2013	31.03.2012
<b>Equity and Liability</b>		
<b>Shareholders' Funds</b>		
Share capital	10,56,00,000.00	10,56,00,000.00
Reserves and surplus	1,20,38,380.71	1,15,82,194.42
	<b>11,76,38,380.71</b>	<b>11,71,82,194.42</b>
<b>Current Liabilities</b>		
Short term borrowings	0.00	0.00
Trade payables	13,94,45,694.45	12,43,17,081.90
Other current Liabilities	20,000.00	19,998.00
Short Term provisions	1,20,000.00	2,00,000
<b>Total</b>	<b>25,72,24,075.16</b>	<b>24,17,19,274.32</b>
<b>Assets</b>		
<b>Non-current assets</b>		
Fixed Assets	0.00	0.00
Tangible assets	2,69,97,204.00	2,92,86,136.15
Non-current investments	0.00	33,00,000.00
Other non-current assets	2,34,000.00	3,12,000.00
	<b>2,72,31,204</b>	<b>3,28,98,136.15</b>

INFORMATION MEMORANDUM



<b>Current Assets</b>		
Inventories	4,72,85,486.00	4,74,63,000.00
Trade receivables	18,12,68,791.74	16,08,07,782.00
Cash & bank balances	14,12,110.16	1,79,108.17
Short term loans and advances	26,483.26	3,71,248.00
Total current assets	22,99,92,871.16	20,88,21,138.17
<b>Total</b>	<b>25,72,24,075.16</b>	<b>24,17,19,274.32</b>

### **Details of Group/Subsidiary Companies**

As on date, Global Infosystem Limited is a Group Company of Integra Telecommunication & Software Limited which is not listed on any Stock Exchange.

Further, no erstwhile Promoter Group/Subsidiary Company was/is listed on any Stock Exchange.

The issued, subscribed and paid-up capital of Global Infosystem Limited is Rs. 7,70,00,000 (77,00,000 Equity Shares of Rs. 10 each).

### **Details of Material Contracts/Agreements**

- A. The Company has entered into Memorandum of Understanding with M/s. Global Info systems Limited, New Delhi for purchase of Software for its business. In lieu of purchase of softwares, the Company has paid net consideration of Rs. 2 Crore by issuing 2,00,000 Equity shares of Rs. 10/- each at an issue price of Rs. 100/- per share.
- B. The Company has entered into Memorandum of Understanding with M/s. CRA Infotech Private Limited, New Delhi for purchase of Software for its business. In



lieu of purchase of softwares, the Company has paid net consideration of Rs. 6 Crore by issuing 6,00,000 Equity shares of Rs. 10/- each at an issue price of Rs. 100/- per share.

### DECLARATION

All relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be, and that all approvals and permissions required to carry on the business of our Company have been obtained, are currently valid and have been complied with. We further certify that all the statements in this Information Memorandum are true and correct.

For Integra Telecommunication & Software Limited



(Director)



Date: 19.11.2013

Place: New Delhi

