

**27<sup>TH</sup>**  
**ANNUAL REPORT**  
**2011 - 12**

**INTEGRA TELECOMMUNICATION**  
**AND SOFTWARE LIMITED**

REGISTERED OFFICE : 2281, SECTOR - D, POCKET - 2,

VASANT KUNJ, NEW DELHI - 110070

**INTEGRA TELECOMMUNICATION AND SOFTWARE LTD**

---

**BOARD OF DIRECTORS:-**

**DIRECTOR**  
**MRs. RASHMEE AGRAWAL**  
**MR. NIKHIL AGRAWAL**

**INDEPENDENT DIRECTOR**  
**MR. ASHOK JUNEJA**  
**MR. KIRAN MORE**

**COMPANY SECRETARY :-**

**MR. CHIMMAN LAL AGRAWAL**

**AUDITORS :-**

**SARIKA PRASAD & CO.**  
**CHARTERED ACCOUNTANTS**

**REGISTERED OFFICE :-**

**2281, SECTOR-D, POCKET-2**  
**VASANT KUNJ**  
**NEW DELHI-110070**

**LISTED AT:**

**DELHI STOCK EXCHANGE LTD**

**BANKERS :-**

**ICICI BANK**  
**HDFC BANK**  
**AXIS BANK**  
**STATE BANK OF INDIA**

**REGISTRAR & TRANSFER AGENT :-**

**IN-HOUSE SHARE REGISTRY**  
**3, COMMUNITY CENTRE**  
**NARAINA INDUSTRIAL AREA PHASE - I**  
**NEW DELHI-1100028**

**CONTENTS**

- 1. Notice**
- 2. Director Report**
- 3. C.G.Report**
- 4. Management Discussion & analysis**
- 5. Auditors Report**
- 6. Balance Sheet**
- 7. Profit & Loss A/C**
- 8. Schedules**
- 9. Notes to Accounts**
- 10. Cash Flow Statement**
- 11. Proxy Form**



## Integra Telecommunication & Software Limited

2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070  
Ph.: +91-11-40574542, E-mail : integratele@gmail.com

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **27<sup>th</sup> Annual General Meeting** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Saturday, 29<sup>th</sup> September, 2012 at 11 am at Registered office of the Company to transact the following businesses:

#### Ordinary Businesses:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2012 and the Profit and Loss Account and notes thereto for the year ended on that date with the Report of the Board of Director and Auditor thereon.
2. To appoint a director in place of Mrs. Rashmee Agrawal who retire by rotation and being eligible offer herself for reappointment.
3. To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution-

**"RESOLVED THAT** M/s Sarika & Co., Chartered Accountant, be and are hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

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

Nikhil Agrawal  
Director

Date: 4<sup>th</sup> September, 2012  
Place: New Delhi

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN THOSE FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate Members are requested to send a duly certified copy of resolution authorizing their representative to attend and vote at the Meeting.
3. Members/ Proxies should fill the Attendance slip for attending the meeting.
4. As per the amended provisions Companies Act, 1956, facility for making nominations is now available for shareholders in respect of the shares held by them.
5. Members are advised, in their own interest, to convey to the company at the earliest opportunity, any change in their postal addresses.
6. All relevant documents referred to in the notice are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 2:00pm except Sundays and holidays up to the date of the Annual General Meeting.
7. The register of Member and Share Transfer Book will remain closed from September, 19<sup>th</sup>, 2012 to 29<sup>th</sup> September, 2012(Both days inclusive).
8. Members attending the meeting are requested to bring their copy of Annual Report.

*W. Hally*



## Integra Telecommunication & Software Limited

2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070  
Ph.: +91-11-40574542, E-mail : integratele@gmail.com

### DIRECTORS' REPORT

To,  
The Members,  
**Integra Telecommunication & Software Ltd.**

Your Directors are pleased to present the 27th Annual Report of the Company and the Audited Accounts for the financial year ended 31<sup>st</sup> March 2012.

#### Financial Results

Particulars	2011-2012 (Rs.)	2010-2011 (Rs.)
Sales & other Income	440881349.00	941430042.00
Profit before Depreciation & Tax	<b>1881919.67</b>	<b>9476926.50</b>
Depreciation	9353998.25	7768039.50
Profit/ (Loss) Before Taxation	946521.42	1708887.00
Taxation (net)	190000.00	321892.00
Profit after Taxation	756521.42	1386995.00
Add: Profit Brought Forward from Pr. Yr.	6825673.00	5438678.00
Disposable Profit	7582194.00	6825673.00

#### **Balance carried to Balance Sheet**

During the year under review, total income of the Company was Rs. 440881349.00 as Against Rs. 941430042.00 in previous year ended 31<sup>st</sup> March, 2011. Profit before tax was Rs. 946521.42 as against Rs. 1708887.00 in the preceding year. Profit after tax for the year under review was Rs. 756521.42 as against Rs. 1386995.00 during the preceding year. Your Directors are putting in their best efforts to improve the performance of the Company.

The detailed Management Discussion & Analysis Report is attached hereto with the Director's Report and Should be read as part of this Directors Report.

#### **Business Strategy and Future Plans**

In the current year, the business of the Company is likely to improve further due to better business opportunities. Moreover, the company is diversifying into other related business areas where business potential is much more.

## **Dividend**

Your Director has not recommended any dividend for this financial year to plough back the profit for future growth plans.

## **Deposits**

The company has not accepted any deposits from the public under section 58A of the Companies Act, 1956 for the period under review and there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 1975.

## **Human Resources and Development**

Your Directors wish to place on record their deep appreciation for the same. The Company continues to place tremendous importance on overall development of all its employees.

## **Energy Conservation, Technology Absorption**

There was nothing to report on energy conservation, technology absorption.

## **Particular of Employees**

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Amendment Rules, 2011, hence no particulars are required to be disclosed in this report.

## **Foreign Exchange Earnings and Out Go**

There were no foreign exchange transactions during the year.

## **Listing of Shares**

The shares of the Company are listed on The Delhi Stock Exchange Association Limited, DSE House, 3/1, Asaf Ali Road, New Delhi – 110 002.

## Directors

In accordance with the provisions of the Companies Act, 1956 Mrs. Rashmee Agrawal retire by rotation and being eligible offer herself for reappointment at the ensuing Annual General Meeting.

## Auditors & Auditors Report

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

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

## Directors Responsibility Statement

Pursuant to the Section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) Appropriate accounting policies have been followed consistently and wherever required, judgments and estimates have been made in a reasonable and prudent as at 31.03.2012 and of the profit of the Company for that period;
- (iii) Proper and sufficient care has been taken to maintain adequate accounting records for safeguarding the assets of the Company and for preventing and detecting irregularities;
- (iv) The Accounts have been prepared on a going concern basis.

## Corporate Governance

The Company had complied with the provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance. A certificate from **M/s. Sarika & Co.**, Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under clause 49, is also annexed to the Report on Corporate Governance.

## Secretarial Compliance Certificate

In terms of the provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 and Notification issued by Ministry of Corporate Affairs, the company is not required to take Compliance Certificate u/s 383A of the Companies Act, 1956 as the company has a Whole Time Company Secretary.

## Acknowledgement

Your Directors would like to express their gratitude for the assistance and co-operation received from Company's bankers during the year. Your Directors would also like to once again place on record their appreciation to the employees at all levels, who through their dedication, cooperation and support have enabled the Company to move closer towards achieving its corporate objectives.

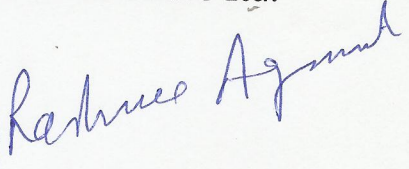
By Order of the Board  
For Integra Telecommunication & Software Ltd.

New Delhi

Dated: 04.09.2012

  
Nikhil Agrawal  
Director



  
Rashmee Agrawal  
Director



## Corporate Governance Report

Pursuant to Clause 49 of Listing Agreement a Report on Corporate Governance is given below:

### **CORPORATE GOVERNANCE**

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

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your company has always endeavored for bringing excellence in all spheres of its working be it production and quality control, customer satisfaction, shareholders servicing, relationship with workers, etc. The basic Corporate Governance norms have been adopted at the Board, Management and Operational levels. These norms are reviewed and reaffirmed on an ongoing basis.

The Spirit of Integra Telecommunication & Software Limited represents the core values of the Company. The values encapsulating the Spirit of the Company are:-

#### **Intensity to Win**

- ❖ Make customers successful
- ❖ Team, innovate and excel

#### **Act with Sensitivity**

- ❖ Respect for the individual
- ❖ Thoughtful and responsible

#### **Unyielding Integrity**

- ❖ Delivering on Commitments
- ❖ Honesty and fairness in action

This has been articulated through the Company's Code of Business Conduct and Ethics, Corporate Governance guidelines, charters of various Sub-committees of the Board and Company's Disclosure policies. These policies seek to focus on enhancement of long term stakeholders' value without compromising on Ethical Standards and Corporate Social Responsibilities. These practices form an integral part of Company's operating plans.

The Company is in compliance with the mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges, as detailed below:-

**I. BOARD OF DIRECTORS**

**(A) Composition of Board :**

The Board of Directors of the Company comprises of 4 Directors with two Executive Directors and two Independent Non-Executive Directors.

“Independent Directors” i.e. Directors, do not have any material pecuniary relationship or transaction with the Company, its promoter, its management or its subsidiaries, which, in the judgment of the Board, may affect the independence of judgment of the Director.

The company is professionally managed and its Board of Directors comprises of professionally qualified Directors, who have rich experience in diversified fields as under:-

Name	Category	Designation
Mr. Nikhil Agrawal	Executive Director	Promoter Director
Mrs. Rashmee Agrawal	Executive Director	Promoter Director
Mr. Kiran Raghunath More	Independent Director	Independent Director
Mr. Ashok Kumar Juneja	Independent Director	Independent Director

**(B) Non-Executive Directors' compensation and disclosures :**

No remuneration is being paid to the Non Executive Directors'. No stock options were granted to Non Executive Directors or Independent Directors during the year under review.

**(C) Other provisions as to Board and Committees :**

The meetings are convened by giving appropriate advance notice after obtaining approval of the Chairman of the Board/Committee. Detailed agenda, management reports and other explanatory statements are circulated in advance in the defined agenda format amongst the members for facilitating meaningful, informed and focused decisions at the meetings.

The meetings of the Board of Directors are normally held at the Company's registered office in New Delhi. 6 (Six) Board Meetings were held during the financial year 2011-2012. The dates on which the meetings were held are 11.04.2011, 11.08.2011, 03.09.2011, 02.11.2011, 14.11.2011 & 13.02.2012. The 26<sup>th</sup> Annual General Meeting of your Company was held on September 29, 2011.

Details of number of Board meetings attended by Directors, attendance at the AGM, number of other directorship/ committee membership held by them during the year 2011-2012 are tabulated below:

Name	Category	Board Meetings Attended during year	Attendance at the AGM held on 29.09.2011	No. of outside Directorship		No. of Committee and positions held	
				Indian	Foreign	Member	Chairman
Mr. Nikhil Agrawal	Executive Director	6	Yes	2	-	1	-
Mrs. Rashmee Agrawal	Executive Director	6	Yes	9	-	1	-
Mr. Kiran Raghunath More	Independent Director	4	Yes	1	-	1	1
Mr. Ashok Kumar Juneja	Independent Director	4	Yes	7	-	1	1

None of the Directors of the Board serve as Members of more than 10 committees nor do they chairman of more than 5 committees as per the requirements of the Listing Agreement.

## II. AUDIT COMMITTEE

(A) Role of Audit Committee: The role of the Audit Committee shall include the following:

- (i) 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.
- (ii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (iv) Review with the management, of the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement forming part of the Board's report in terms of relevant provisions of the Companies Act, 1956 or any re-enactment thereof;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by Management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
- (v) Review with the management, of the quarterly financial statements before submission to the Board for approval
- (vi) Review with the management, of the performance of statutory and internal auditors, adequacy of the internal control systems.
- (vii) Review of 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.
- (viii) Discussion with internal auditors any significant findings and follow up there on.

- (ix) Review of 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.
- (x) 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.
- (xi) 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.
- (xii) Review of the functioning of the Whistle Blower mechanism.
- (xiii) Carrying out any other function as may be assigned to the Committee by the Board from time to time.
- (xiv) Review of information relating to:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions, submitted by management;
  - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses; and
  - e) The appointment, removal and terms of remuneration of the Chief internal auditor.

**(B) Powers of Audit Committee :**

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

**(C) Qualified and Independent Audit Committee:**

The Company complies with the provisions of Section 292A of the Companies Act, 1956 as well as requirements of Listing Agreement under clause 49 of the listing agreement pertaining to the Audit Committee. Its composition and functioning is as under:

- i) The Audit Committee consists of the three directors as members and two of them are independent directors.
- ii) All members of the committee are financially literate and the Chairman is having the requisite financial management expertise.
- iii) The Chairman of the Audit Committee is an independent director.
- iv) The Chairman of the Audit Committee is suppose to be present at coming Annual General Meeting going to be held on 29<sup>th</sup> September, 2012
- v) The representatives of the statutory auditors and such other person and official of the company are invited to attend the Audit Committee meetings as and when required.

**(D) Meeting of the Audit Committee:**

During the Year, the Audit Committee had met four times on 11.04.2011, 11.08.2011, 14.11.2011 & 13.02.2012. The composition of the Audit Committee and number of meetings attended by the members are given below:

Name of Member	Composition of the Audit Committee	Number of meetings attended till
Mr. Kiran Raghunath More	Chairman, Independent Director	4
Mr. Ashok Kumar Juneja	Independent Director	4
Mr. Nikhil Agrawal	Executive Director	4



The company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically.

**(D) Remuneration of Director:**

- i) No remuneration was paid to the Executive as well as non Non-executive Directors.
- ii) The Non-Executive directors have disclosed that they do not hold any shares and/ or any convertible instruments in the Company.
- iii) Mr. Kiran Raghunath More and Mr. Ashok Kumar Juneja was appointed as additional Director on 11.04.2011 and after forthcoming AGM, their designation will be changed from additional director to Director.
- iv) There has been no pecuniary relationship or transactions of the non-executive directors vis-a-vis the company.

**VII. Code of Conduct :**

- (i) The Board of directors has laid down Code of Conduct for all Board members and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Director (including Senior Management of the Company) and Non Executive Directors have been sent to all the Directors and Senior Management Personnel. The Code of Conduct is posted on the web site of the company. The copy of the Code of Conduct can be had / inspected from the Registered Office of the company.
- (ii) All the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code as applicable to them during year ended March 31, 2012. The annual report of the Company contains certificate duly signed by the Managing Director

**VIII. REPORT ON CORPORATE GOVERNANCE:**

The Quarterly Compliance report has been submitted to the Stock Exchanges where the Companies equity shares are listed in the requisite format duly signed by the Director.

**IX. COMPLIANCE**

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

**X. MEANS OF COMMUNICATION**

**Quarterly, Half-Yearly and Annual Results**

Quarterly, Half-yearly and yearly financial results are published within the stipulated time as per the Listing Agreement in leading newspapers, i.e. Business Standard in English & Hindi. As per clause 54 of Listing Agreement, the Company has maintained functional website containing basic information & financial results. ([www.integratelesoftware.com](http://www.integratelesoftware.com))

The quarterly and half-yearly reports are not separately sent to each shareholder. However, the Company provides the same to individual shareholders, if requested.

## **XI. GENERAL SHAREHOLDER INFORMATION**

- (i) **Annual General Meeting** : 29<sup>th</sup> September, 2012 at 11.00 AM  
At 2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70
- Financial Year : April 01, 2011 to March 31, 2012
- Book closure period : September 19<sup>th</sup>, 2012 to September 29, 2012  
(Both days inclusive)

**Dividend payment** : No dividend is recommended to be declared.

### **(ii) Financial Calendar**

Events	Tentative time frame
Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2012	2 <sup>nd</sup> Week of August, 2012
Financial Reporting for the quarter ending 30 <sup>th</sup> September, 2012	2 <sup>nd</sup> Week of November, 2012
Financial Reporting for the quarter ending 31 <sup>st</sup> December, 2012	2 <sup>nd</sup> Week of February, 2013
Financial Reporting for the quarter ending 31 <sup>st</sup> March, 2012	2 <sup>nd</sup> Week of May, 2013

### **(iii) Listing:**

Delhi Stock Exchange Ltd. Already paid listing fee for the year 2012-13.

(iv) **ISIN No.:** - INE256F01019

(v) **Market price information:** As per our information last trading price was Rs. 92.

(vi) **Performance in comparison to BSE Sensex:** As the Company's shares were not traded during the year so it is not comparable with Stock Exchange Index.

### **(vii) Share Transfer System**

Shares lodged for transfer in house are normally processed and approved by Share Transfer-cum-Shareholders Grievance Committee as and when required. The Company has appointed M/s. Skyline Financial Pvt. Ltd as Registrar & Share Transfer Agent.

### **(viii) Distribution of shareholding**

(a) **Distribution of shares according to Size, Class and Categories of Shareholding as on March 31, 2012.**

No. of Shares	No. of Shareholders	Percentage to Total Shareholders	No. of Shares held	Percentage to Total Shares
Upto 5000	183	36.09	1500576	1.42
5001 – 10000	138	27.21	2492336	2.36
10001 – 20000	74	14.60	3647952	3.45
20001 – 30000	53	10.45	3755968	3.55
30001 – 40000	1	.20	96928	.92
40001 - 50000	0	0	0	0
50001 - 100000	35	6.90	8789519	8.31
100001 & above	23	4.55	85316721	80.79

<b>TOTAL</b>	<b>507</b>	<b>100.00</b>	<b>10560000</b>	<b>100.00</b>
<b>Physical Mode</b>		<b>100.00</b>	<b>10560000</b>	<b>100.00</b>
<b>Electronic Mode</b>	NIL	NIL	NIL	NIL

(b) Shareholding pattern as on March 31, 2012

Category of Shareholder	No. of Shareholders	Total No. of Shares held	Percentage of Shareholding
Promoters	5	6593294	62.44
Mutual Funds	NIL	NIL	NIL
Banks/Financial Institutions-IFCI	NIL	NIL	NIL
FIIS	NIL	NIL	NIL
NRIs/ Foreign Nationals	NIL	NIL	NIL
Private Corporate Bodies	1	1320000	12.50
Indian Public	501	2646706	25.06
<b>TOTAL</b>	<b>507</b>	<b>10560000</b>	<b>100.00</b>

(ix) **Dematerialization of shares and liquidity**

The company is in process of admission of securities with NSDL and CDSL. As and when the permission will receive from NSDL & CDSL for dematerialization of shares then the investor will have option to dematerialize their holding in electronic form.

Pursuant to Circulars No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA), MCA has undertaken a “Green Initiative in Corporate Governance”, by allowing paperless compliance including service of notices/documents by companies to their shareholders through electronic mode. In order to enable the Company to send such documents in electronic form, members who hold shares in physical form are requested to register their e-mail addresses with the Company by sending a letter to their addresses given elsewhere in the Report, or an e-mail on their respective e-mail ID [investors@integratelesoftware.com](mailto:investors@integratelesoftware.com) and intimate changes in the e-mail

IDs from time to time.

**Address for correspondence :**

**Director**

Integra Telecommunication & Software Limited  
2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70

Tel: 011-65683010

Fax: 011-

Email ID: [integratele@gmail.com](mailto:integratele@gmail.com)

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

**Note:** Pursuant to Clause 47(f) of the Listing Agreement, the Company has designated an e-mail ID exclusively for registering complaints by investors and investors can reach the Company at [investors@integratelesoftware.com](mailto:investors@integratelesoftware.com)



**CEO/ CFO CERTIFICATION:**

The Director Mr. Nikhil Agrawal have certified to the Board of Directors of the Company that:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the Auditors and the Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which they have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Integra Telecommunication & Software Limited**



*Nikhil Agrawal*  
**Nikhil Agrawal**  
**Director**

Date: 4<sup>th</sup> September, 2012

Place: Delhi

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis ("MD&A") is designed to provide the reader with a greater understanding of the Company's business, the company's business strategy and performance, the Company's expectations of the future, and how the company manages risk and capital resources under ongoing and upcoming economic and industrial conditions. It is intended to enhance the understanding of the audited annual financial statements and accompanying notes, and should therefore be read together with these documents.

The Company does not undertake to make any announcement in case any of these forward looking Statements become materially incorrect in future or any update made thereon.

### **Business Overview:**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein.

### **Industry Structure And Developments:**

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

### **Opportunities and Threats:**

With the continuous technological advancements there shall be enormous opportunities in the software sector; it is poised to grow at much larger rate in the coming years.

### **Risk and Concerns:**

The competition is growing among software developers and manufacturers of computer software. There is competitive pressure on sales and margins are lowering year by year. The performance of the company is further dependent on the performance of the economy as a whole.

### **Future Outlook:**

There are immense opportunities in the IT segment. But due to lower margins in the items of trading the attainment of real growth, in term of profit, can take a longer time.

### **Corporate Secretarial**

The Corporate Secretarial department functions as a facilitator for good Corporate Governance practices in the Company. A dedicated team of well qualified professionals ensure that the Company follows the high governance standards and guidelines laid down by the Board. Corporate Secretarial drives the implementation of robust compliance systems and further assists the Board in ensuring proper and adequate documentation of its meetings and that of its Committees. It plays a pivotal role in managing a large shareholder base in an efficient manner.

**Internal Control systems and their adequacy:**

As part of the internal control systems, a comprehensive and well documented system of internal audit was reviewed by the Audit committee of Directors of your company and 'Risk based Internal Audit' system has been introduced to make it more focused and effective.

The Company's internal control system aims to ensure that:

- Laws and regulations are complied with;
- The instructions and directional guidelines fixed by Executive Management or the Management Board are applied;
- The Company's internal processes are functioning correctly, particularly those implicating the security of its assets;
- Financial information is reliable; and generally, contributes to the control over its activities, to the efficiency of its operations and to the efficient utilization of its resources.

**Risk Management**

Risk Management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor and control the probability and to maximize the realization of opportunities. Risks can come from uncertainties in financial markets, project failures, legal liabilities, credit risk, accidents, natural causes and disasters as well as deliberate attack from an adversary or events of uncertain root-cause. The company has adopted appropriate procedure and policies to safeguard the companies against such type of risks and uncertainty. Results and management plans are updated periodically to evaluate whether the previously selected security controls are still applicable and effective, and to evaluate the possible risk level changes in the business environment.

**Financial Performance:**

Particulars	01.04.2011-31.03.2012	01.04.2010- 31.03.2011 (Rs.)
Total Turnover	440881349.00	941430042
Depreciation	9353998.25	7768039
Total Expenditure	439934827.58	939721155
Profit Before Tax (PBT)	946521.42	1708887
Provision For Tax	190000	321892
Profit After Tax(PAT)	756521.42	1386995
Equity Capital	105600000	48000000
Reserves & Surplus	11582194.42s	68425673

**Material development in Human Resources / Industrial Relation:**

The Company is having a competent team of dedicated employees. The company follows a proper policy to retain its key personnel. Apart from the HR department, the company always tries to hire talented, highly skilled experienced people. The Company follows a recognition and reward scheme that motivates the employees to perform better. There are 8 permanent employees in this company as at 31<sup>st</sup> March, 2012.



**AUDITOR'S REPORT**

TO  
THE MEMBERS OF  
INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED  
NEW DELHI

1. We have audited the attached Balance Sheet of **INTEGRA TELECOMMUNICATION & SOFTWARE LIMITED** as at **31st March 2012** & also the Profit & Loss Account for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us we give in the annexure a statement on the matters specified in the paragraph 4 & 5 of the said order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we state that :

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.

Contd...2..



*[Handwritten Signature]*

**Head Office**

211, City Centre, Begum Bridge Road, Meerut-250001, Ph :0121-2423212 Mob : 9910472202

**Branch**

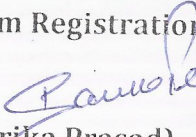
D-6, 6155/1, Vasant Kunj, New Delhi-110070, Mob · 9910472202.

E-Mail : sarikaca@gmail.com

- c. The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of account.
- d. In our opinion the Profit & Loss Account & the Balance Sheet dealt with the report comply with the Accounting standards referred to in Sub-Sec.(3C) of Sec. 211 of the Companies Act, 1956.
- e. On the basis of the written representation received from the Directors as on **31st March 2012**, & taken on record by the Board of Directors, we report that none of the Directors is disqualified as on **31st March 2012** from being appointed as a Director in terms of clause (g) of sub-section (1) of the Section 274 of the Companies Act, 1956.
- f. In our Opinion to the best of our information and according to the explanations given to us, the said accounts subject to Notes to accounts give the information requireds by the Companies Act. 1956, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India :
- i. In the case of the Balance Sheet of the state of the affairs of Company as at **31st March 2012** ; and
  - ii. In the Case of the Profit & Loss Account of the **PROFIT** of the Company for the year ended on that date.

DATED: 4<sup>th</sup> September, 2012  
PLACE: New Delhi.

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

  
(Sarika Prasad)  
Proprietor

Membership No : 405313



**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE REPORT OF EVEN DATE OF THE AUDITORS TO THE MEMBERS OF INTEGRA TELECOMMUNICATIONS & SOFTWARE LIMITED, NEW DELHI FOR THE YEAR ENDED ON 31<sup>st</sup> MARCH, 2012.**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.  
  
(b) As explained to us, the fixed assets have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.  
  
(c) The Company has not disposed of Substantial part of Fixed Assets during the year and the going concern status of the Company is not changed.
- 2) (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business  
  
(c) The Company has maintained proper Book records of inventories.
- 3) The Company has neither granted nor taken any Loans, Secured or Unsecured to/ from Companies, firms or other parties covered in the Register maintained under sec. 301 of the Companies Act. In the cases of unsecured loans taken from the directors and their relatives covered in the register maintained under section 301 of the Act, the rate of interest and other terms & conditions are not prima facie prejudicial to the interest of the Company. Accordingly the paragraph 4 (iii) (b) to 4(iii)(d) and 4(iii)(f) to 4(iii) (g) of the order, are not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control Systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and service. During the course of our audit, we have not observed any major weakness in internal controls.
- 5) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements, that need to be entered into the register maintained under Section 301 of the Companies Act, 1956.



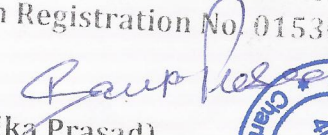
- 6) The Company has not accepted any deposits from the Public within the meaning of Section 58A and 58AA or any other relevant provisions and the rules framed there under.
- 7) In our opinion the Company has an internal Audit system is Commensurate with the size & nature of its business.
- 8) The Central Government has not prescribed maintenance of Cost Records under Section 209 (1) (d) of the Companies Act, 1956 in respect of this Company.
- 9) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at **31st March, 2012**, for a period of more than six months from the date of becoming payable except fringe Benefit Tax.
- 10) The Company does not have accumulated losses at **31st March'2012** and has not incurred any Cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- 11) According to the records of the Company examined by us and the information and explanations given to us, the Company, has not defaulted in repayment of its dues to any financial institution or bank as at the Balance Sheet date.
- 12) The Company has not granted any loans & advances on the basis of Security by way of pledge of shares, debentures and other securities.
- 13) The Company is not a Chit Fund nor a Nidhi Mutual Benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors Report) order, 2003 are not applicable to the Company.
- 14) The Company is not dealing or trading in shares, debentures, securities, or other investments.
- 15) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16) The Company has not taken any term loan from any financial institution.



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

DATED: 4<sup>th</sup> September, 2012  
PLACE: New Delhi.

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

  
(Sarika Prasad)  
Proprietor  
Membership No : 405313





**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**BALANCE SHEET AS AT 31/03/2012**

In Rs.

Balance Sheet as at	Note	31/03/2012	31/03/2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2.1	105600000.00	48000000.00
Reserves and surplus	2.2	11582194.42	68425673.00
		117182194.42	116425673.00
<b>Current liabilities</b>			
Short-term borrowings	2.3	0.00	415980.00
Trade payables	2.4	124317081.90	218807580.00
Other current liabilities	2.5	19998.00	640749.00
Short-term provisions	2.6	200000.00	320000.00
		124537079.90	220184309.00
<b>TOTAL</b>		<b>241719274.32</b>	<b>336609982.00</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	2.7	29286136.15	28140133.50
		29286136.15	28140133.50
Non-current investments	2.8	3300000.00	0.00
Other non-current assets	2.9	312000.00	0.00
		32898136.15	28140133.50
<b>Current assets</b>			
Inventories	3.0	47463000.00	34885000.00
Trade receivables	3.1	160807782.00	272870020.00
Cash and Bank Balances	3.2	179108.17	356816.50
Short-term loans and advances	3.3	371248.00	358012.00
Other current assets	3.4	0.00	0.00
		208821138.17	308469848.50
<b>TOTAL</b>		<b>241719274.32</b>	<b>336609982.00</b>
Significant Accounting Policy & notes on Account	<b>1</b>		

In terms of our attached report of even date  
 For SARIKA & COMPANY

For INTEGRA TELECOMMUNICATION AND  
 SOFTWARE LIMITED

SARIKA PRASAD  
 (PROPRIETOR)  
 M.NO-405313



*Ramesh Agrawal*

Director



*N. H. Mittal*  
 Director

Place: New Delhi  
 Date: 04/09/2012

**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2012**

		In Rs.	
Statement of Profit and Loss for the	Note	31/03/2012	31/03/2011
Revenue from operations	3.5	440101349.00	938520000.00
Other income	3.6	780000.00	2910042.00
<b>Total Revenue</b>		<b>440881349.00</b>	<b>941430042.00</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade	3.7	439569953.33	937888000.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	3.8	-12578000.00	-13495000.00
Employee benefits expense	3.9	3066375.00	6577760.00
Depreciation and amortization expense	4.0	9431998.25	7768039.00
Other expenses	4.1	444501.00	982356.00
<b>Total expenses</b>		<b>439934827.58</b>	<b>939721155.00</b>
Profit before tax		946521.42	1708887.00
Tax expense:	4.2		
Current tax		190000.00	320000.00
Earlier Year Income tax		0.00	1892.00
Profit (Loss) for the period from continuing operations		756521.42	1386995.00
Tax expense of discontinuing operations		0.00	0.00
Profit/(loss) from Discontinuing operations (after tax)		0.00	0.00
Profit (Loss) for the period		756521.42	1386995.00
Earning Per Share			
Basic		0.07	0.35
No. of Equity Shares		10560000	4800000
Significant Accounting Policy & notes on Account	<b>1</b>		

In terms of our attached report of even date  
 For SARIKA & COMPANY

For INTEGRA TELECOMMUNICATION AND  
 SOFTWARE LIMITED

SARIKA PRASAD  
 (PROPRIETOR)  
 M.NO-405313



Ravindra Agarwal N. Hanu

Director

Director

Place: New Delhi  
 Date: 04/09/2012

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

### 1. Significant Accounting Policies

#### (i) **Going concern**

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

#### (ii) **Basis of accounting**

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

#### (iii) **Presentation and disclosure of financial statement.**

During the year ended 31 march, 2012, the revised schedule VI notified under the Companies act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

#### (iv) **Fixed Assets**

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

#### (v) **Depreciation**

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

#### (vi) **Investments**

Investments are stated at cost.

#### (vii) **Inventories**

Inventories are valued at cost.



*Ramesh Agrawal*

A faint circular blue stamp, similar to the one above, is visible in the background.

(viii) **Deferred Taxation**

The accounting treatment followed for taxes on income is not provided for deferred tax since there is reasonable certainty that the assets will be realised in future.

(ix) **Contingent Liabilities**

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

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

(xi) **Earnings Per Share**

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



A faint circular blue ink stamp for Sarika Chartered Accountants. A handwritten signature in blue ink is written across the stamp.

**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2012**

**2.1 Share Capital**

Particular	In Rs.	
	31/03/2012	31/03/2011
<b>Authorised</b>		
11000000 (5000000) Equity Shares with voting rights of Rs. 10/- Par Value	110000000.00	50000000.00
<b>Issued</b>	<b>110000000.00</b>	<b>50000000.00</b>
10560000(4800000) Equity Shares with voting rights of Rs. 10/- Par Value	105600000.00	48000000.00
<b>Subscribed</b>	<b>105600000.00</b>	<b>48000000.00</b>
10560000(4800000) Equity Shares with voting rights of Rs. 10/- Par Value	105600000.00	48000000.00
<b>Paidup</b>	<b>105600000.00</b>	<b>48000000.00</b>
10560000 (4800000) Equity Shares with voting rights of Rs. 10/- Par Value Fully Paidup	105600000.00	48000000.00
	<b>105600000.00</b>	<b>48000000.00</b>

**Holding More Than 5%**

Particular	31/03/2012	% Held	31/03/2011	% Held
C. L. AGRAWAL	1656670	15.69	753032	15.69
RASHMEE AGRAWAL	1742048	16.50	791840	16.50
SHANTI DEVI AGRAWAL	2578488	24.42	1172040	24.42
GLOBAL INFOSYSTEMS LIMITED	616000	5.83	280000	5.83
CRA INFOTECH PVT. LTD.	1320000	12.50	600000	12.50

**Details Of Shares For Preceding Five Year**

Particular	31/03/2012	31/03/2011	31/03/2010	31/03/2009	31/03/2008
Number Of Equity Shares Bought Back	0	0	0	0	0
Number Of Preference Shares Redeemed	0	0	0	0	0
Number of Equity Share Issue as Bonus Share	5760000	1200000	0	800000	0
Number of Preference Share Issue as Bonus Share	0	0	0	0	0
Number of Equity Shares Allotted For Contracts With Payment Received In Cash	0	600000	0	200000	0
Number of Preference Shares Allotted For Contracts Without Payment Received In Cash	0	0	0	0	0



*Ramesh Agrawal*

(A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particular	31/03/2012		31/03/2011	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	4800000	48000000	3000000	30000000
Add : Issue	5760000	57600000	1800000	18000000
Less : Bought Back	0	0	0	0
Add : Other	0	0	0	0
Number of shares at the end	10560000	105600000	4800000	48000000

B. Rights, preferences and restrictions attached to shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

2.2 Reserve and Surplus

Particular	In Rs.	
	31/03/2012	31/03/2011
Securities Premium Opening	61600000.00	19600000.00
Additions	0.00	54000000.00
Adjusted Bonus Shares	57600000.00	12000000.00
Securities Premium Closing	4000000.00	61600000.00
Profit and Loss Opening	6825673.00	5438678.00
Amount Transferred From Statement of P&L	756521.42	1386995.00
	7582194.42	6825673.00
	11582194.42	68425673.00

2.3 Short Term Borrowings

Particular	In Rs.	
	31/03/2012	31/03/2011
Loans and advances from related parties		
Unsecured		
UNSECURED LAON	0.00	415980.00
	0.00	415980.00

2.4 Trade Payables

Particular	In Rs.	
	31/03/2012	31/03/2011
Creditors Due others		
Sundry Creditors	124317081.90	218807580.00
	124317081.90	218807580.00



*Quito Paredes*  
*Ramiro Aguirre*

## 2.5 Other Current Liabilities

Particular	In Rs.	
	31/03/2012	31/03/2011
Other payables		
Other Current Liabilities		
AUDIT FEES	19998.00	20000.00
EXPENSES PAYABLE	0.00	328500.00
OTHERS	0.00	292249.00
	<b>19998.00</b>	<b>640749.00</b>

## 2.6 Short Term Provisions

Particular	In Rs.	
	31/03/2012	31/03/2011
Tax Provision		
Current Tax	190000.00	320000.00
Earlier Year Income tax	10000.00	0.00
	<b>200000.00</b>	<b>320000.00</b>

## 2.8 Non-current investments

Particular	In Rs.	
	31/03/2012	31/03/2011
Investments in Equity Instruments		
NonTrade Unquoted		
3000 (31/03/2011 : 0) GENESIS INFOSOLUTIONS PVT LTD of Rs. 100 Each Fully Paidup in INVESTMENT IN EQUITY	300000.00	0.00
7000 (31/03/2011 : 0) NIJHAWAN GARMENTS PVT LTD of Rs. 100 Each Fully Paidup in INVESTMENT IN EQUITY	700000.00	0.00
10000 (31/03/2011 : 0) SM INNOVATIONS AND MANAGEMENT CONSULTING PVT LTD of Rs. 100 Each Fully Paidup in INVESTMENT IN EQUITY	1000000.00	0.00
13000 (31/03/2011 : 0) YT INFOTECH PVT LTD of Rs. 100 Each Fully Paidup in INVESTMENT IN EQUITY	1300000.00	0.00
	<b>3300000.00</b>	<b>0.00</b>

## 2.9 Other non-current assets

Particular	In Rs.	
	31/03/2012	31/03/2011
Others		
PRELIMINARY EXPENSES( TO THE EXTENT NOT W/OFF)	312000.00	0.00
	<b>312000.00</b>	<b>0.00</b>

## 3.0 Inventories

Particular	In Rs.	
	31/03/2012	31/03/2011
Others		
Other	47463000.00	34885000.00
	<b>47463000.00</b>	<b>34885000.00</b>



2. Tangible assets

Particular	Gross			Deductio n	Depreciation				Impairment		Net		
	Opening	Addition	Closing		Opening	During Period	Ded uctio n Adj.	Closing	Opening	During Period	Revs ers al	Opening	Closing
Equipments													
Office													
Equipments													
AIRC-CONDITIONER	325000.00		325000.00		169013.00	15437.50	184450.50				155987.00	140549.50	
ELECTRICAL													
FITTINGS													
<b>Total</b>	<b>325000.00</b>		<b>325000.00</b>		<b>169013.00</b>	<b>15437.50</b>	<b>184450.50</b>				<b>155987.00</b>	<b>140549.50</b>	
Computer													
Equipments													
COMPUTER AND	49078000.00	10500000.00	59578000.00		26357020.00	8853072.85	35210092.85				22720980.00	24367907.55	
SOFTWARE													
<b>Total</b>	<b>49078000.00</b>	<b>10500000.00</b>	<b>59578000.00</b>		<b>26357020.00</b>	<b>8853072.85</b>	<b>35210092.85</b>				<b>22720980.00</b>	<b>24367907.55</b>	
Other													
Equipments													
OFFICE AND	462000.00		462000.00		240579.00	21945.00	262524.00				221421.00	199476.00	
ELECTRICAL													
EQUIPMENTS													
<b>Total</b>	<b>462000.00</b>		<b>462000.00</b>		<b>240579.00</b>	<b>21945.00</b>	<b>262524.00</b>				<b>221421.00</b>	<b>199476.00</b>	
Furniture and													
Fixtures													
FURNITURE AND	288000.00		288000.00		200059.00	18230.40	218289.40				87941.00	69710.60	
FURNISHING													
<b>Total</b>	<b>288000.00</b>		<b>288000.00</b>		<b>200059.00</b>	<b>18230.40</b>	<b>218289.40</b>				<b>87941.00</b>	<b>69710.60</b>	
Books													
Periodicals													
BOOKS & COURSE	9375000.00		9375000.00		4421195.00	445312.50	4866507.50				4953805.00	4508492.50	
CREATION													
<b>Total</b>	<b>9375000.00</b>		<b>9375000.00</b>		<b>4421195.00</b>	<b>445312.50</b>	<b>4866507.50</b>				<b>4953805.00</b>	<b>4508492.50</b>	
<b>Grand Total</b>	<b>59528000.00</b>	<b>10500000.00</b>	<b>70028000.00</b>	<b>0.00</b>	<b>31387866.00</b>	<b>9353998.25</b>	<b>40741863.85</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>28140134.00</b>	<b>29286136.15</b>	
Previous	50301000.00	9227000.00	59528000.00	0.00	23619827.00	7768039.50	31387866.50	0.00	0.00	0.00	26681173.00	28140134.00	



*Signature*

*Permitted Approved*





### 3.1 Trade receivables

Particular	In Rs.	
	31/03/2012	31/03/2011
Trade Receivable		
Sundry Debtors	160807782.00	272870020.00
	<b>160807782.00</b>	<b>272870020.00</b>

### 3.2 Cash and Bank Balances

Particular	In Rs.	
	31/03/2012	31/03/2011
Cash in Hand	78427.11	183135.79
Balances With Banks in Current Account		
Axis Bank,saket	35891.91	4710.27
HDFC Bank	14517.33	14499.89
ICICI Bank,Saket	16860.82	72470.55
ICICI Bank,Vasant Kunj	20247.00	0.00
SBI Bank	13164.00	82000.00
	<b>179108.17</b>	<b>356816.50</b>

### 3.3 Short-term loans and advances

Particular	In Rs.	
	31/03/2012	31/03/2011
Loans and advances to others		
Unsecured considered good		
VAT RECEIVABLE	2936.00	5300.00
INCOME TAX REFUNDABLE A.Y 2009-10	294612.00	294612.00
INCOME TAX REFUNDABLE A.Y 2010-11	58100.00	58100.00
INCOME TAX REFUNDABLE A.Y 2012-13	15600.00	0.00
	<b>371248.00</b>	<b>358012.00</b>

### 3.4 Other current assets

Particular	In Rs.	
	31/03/2012	31/03/2011
	0.00	0.00

### 3.5 Revenue from operations

Particular	In Rs.	
	31/03/2012	31/03/2011
Sale of Products		
Other Goods		
SALE OF SOFTWARE	440101349.00	938520000.00
	<b>440101349.00</b>	<b>938520000.00</b>

### 3.6 Other income

Particular	In Rs.	
	31/03/2012	31/03/2011
Miscellaneous	780000.00	2910042.00
OTHER INCOME	780000.00	2910042.00



### 3.7 Purchases of Stock-in-Trade

Particular	In Rs.	
	31/03/2012	31/03/2011
Stock in Trade		
PURCHASE OF SOFTWARE	439569953.33	937888000.00
	<b>439569953.33</b>	<b>937888000.00</b>

### 3.8 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Particular	In Rs.	
	31/03/2012	31/03/2011
Opening		
Stock in Trade	34885000.00	21390000.00
	<b>34885000.00</b>	<b>21390000.00</b>
Closing		
Stock in Trade	47463000.00	34885000.00
	<b>47463000.00</b>	<b>34885000.00</b>
Increase/Decrease		
Stock in Trade	-12578000.00	-13495000.00
	<b>-12578000.00</b>	<b>-13495000.00</b>

### Details of Inventory

Particular	In Rs.	
	31/03/2012	31/03/2011
Stock in Trade		
SALE OF SOFTWARE	-12578000.00	-13495000.00
	<b>-12578000.00</b>	<b>-13495000.00</b>

### 3.9 Employee benefits expense

Particular	In Rs.	
	31/03/2012	31/03/2011
Salary, Wages & Bonus		
SALARY	3058700.00	6559680.00
STAFF WELFARE	7675.00	18080.00
	<b>3066375.00</b>	<b>6577760.00</b>

### 4.0 Depreciation and amortisation expense

Particular	In Rs.	
	31/03/2012	31/03/2011
Depreciation & Amortisation		
Depreciation Tangible Assets	9353998.25	7768039.50
Amortisation Intangible Assets		
w/OFF	78000.00	0.00
	<b>9431998.25</b>	<b>7768039.50</b>


#### 4.1 Other expenses

Particular	In Rs.	
	31/03/2012	31/03/2011
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	21330.00	16094.00
Printing Stationery		
Stationary	8110.00	20710.00
POSTAGE AND COURIER	6030.00	4700.00
Rent Rates And taxes		
Rent	120000.00	0.00
Rates and Taxes	0.00	364050.00
Auditors Remuneration	20000.00	20000.00
Audit Fees	9400.00	0.00
Repairs Maintenance Expenses		
OFFICE MAINTENANCE	9400.00	0.00
Electricity Expenses	39460.00	73800.00
ELECTRICITY EXPENSES		
Travelling Conveyance	23325.00	37530.00
TRAVELLING		
Legal Professional Charges	56423.00	0.00
LISING FEE	3500.00	0.00
ROC FEE	0.00	130258.00
LEGAL AND PROFESSIONAL CHARGES		
Entertainment Expenses	9800.00	20900.00
BUSINESS PROMOTION		
Information Technology Expenses	75273.00	0.00
ADVERTISEMENT CHARGES		
Other Administrative General Expenses		
BANK CHARGES	36500.00	4838.00
INTEREST	15350.00	244476.00
PENAL CHARGES	0.00	45000.00
	<b>444501.00</b>	<b>982356.00</b>

#### 4.2 Tax expense

Particular	In Rs.	
	31/03/2012	31/03/2011
Current tax		
INCOME TAX	190000.00	320000.00
Earlier Year Income tax	0.00	1892.00
	<b>190000.00</b>	<b>321892.00</b>

In terms of our attached report of even date  
For SARIKA & COMPANY

For INTEGRA TELECOMMUNICATION AND  
SOFTWARE LIMITED

CHARTERED ACCOUNTANTS  
FRN : 015306C

SARIKA PRASAD  
(PROPRIETOR)  
M.NO-405313



*Rashmi Agarwal*

Director

Director

Place: New Delhi  
Date: 04/09/2012

**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD)**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2012**

PARTICULARS	Year ended 31 <sup>st</sup> March 2012
<b><u>Cash flows from used in operating activities</u></b>	
Profit before extraordinary items and tax	9,46,521
Adjustments for finance costs (Interest Paid)	15,350
Adjustments for depreciation and amortisation expense	93,53,998
Other adjustments to reconcile profit (loss)	--
<b>Total adjustments to profit (loss)</b>	<b>93,69,348</b>
Operating Profit before Working Capital Changes	1,03,15,869
<b>Adjustments for working capital</b>	
Increase in inventories	-1,25,78,000
Decrease in trade receivables	11,20,62,238
Increase in Short Term Loan and Advances (assets)	-13,236
Decrease in trade payables	-9,44,90,498
Decrease in other current and non-current liabilities	-6,20,751
<b>Total adjustments for working capital</b>	<b>43,59,753</b>
Net cash flows from (used in) operations	1,46,75,622
Income taxes (paid) refund	-3,10,000
Net cash flows from (used in) operating activities before extraordinary items	<b>1,43,65,622</b>
<b>Net cash flows from (used in) operating activities (A)</b>	<b>1,43,65,622</b>
<b><u>Cash flows from used in investing activities</u></b>	
Purchase of tangible assets	-1,05,00,000
Purchase of Non-Current Investment	-36,12,000
Income taxes (paid) refund	--
Net cash flows from (used in) investing activities before extraordinary items	<b>-1,41,12,000</b>
<b>Net cash flows from (used in) investing activities (B)</b>	<b>-1,41,12,000</b>



<u>Cash flows from used in financing activities</u>	
Proceeds from issuing shares	--
Repayments of borrowings	-4,15,980
Interest paid	-15,350
Net cash flows from (used in) financing activities before Extraordinary items	<b>-4,31,330</b>
<b>Net cash flows from (used in) financing activities (C)</b>	<b>-4,31,330</b>
<b>Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)</b>	<b>-1,77,708</b>
Cash and cash equivalents as on 1 <sup>st</sup> April 2011	3,56,816
Cash and cash equivalents as on 31 <sup>st</sup> March 2012	1,79,108



INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED  
Registered Office : 2281, Sector – D, Pocket – 2, Vasant Kunj, Nre Delhi - 110070

**ATTENDANCE SLIP**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

-----  
-----  
-----

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on \_\_\_\_\_, the \_\_\_\_\_ at the Registered Office of the Company at \_\_\_\_\_.

Member's / Proxy's  
Signature

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

INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED  
Registered Office : 2281, Sector – D, Pocket – 2, Vasant Kunj, Nre Delhi - 110070

**PROXY FORM**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I / We \_\_\_\_\_  
of \_\_\_\_\_  
\_\_\_\_\_

Being a Member / Members of INTEGRA TELECOMMUNICATION AND SOFTWARE Limited hereby appoint Mr. / Ms. \_\_\_\_\_

as my / our Proxy to attend and vote for me / us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on \_\_\_\_\_, the \_\_\_\_\_ and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Affix  
Re. 1/-  
Revenue  
Stamp

Signature(s)

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

FOR OFFICE USE ONLY

DATE OF RECEIPT