

28<sup>th</sup>

## ANNUAL REPORT

2012-13

### 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. BISWANATH PATNAIK

COMPANY SECRETARY:-

Ms. ANKITA SRIVASHTAVA

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  
AXIS BANK

REGISTRAR & TRANSFER AGENT:-

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

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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that **28<sup>th</sup> Annual General Meeting** of the members of the **Integra Telecommunication & Software Ltd.** will be held on Thursday, 5<sup>th</sup> September, 2013 at 11am 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 2013 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 Mr. Ashok Juneja who retire by rotation and being eligible offer himself for reappointment.
3. To appoint statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary resolution-

**"RESOLVED THAT** 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."



**Special Business:**

**4. Appointment of Director:**

To consider and if thought fit to pass with or without modification the following the following resolution as an Ordinary resolution:

"RESOLVED that in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Biswanath Patnaik, who was appointed as Additional Director on the Board Meeting held on 26/02/2013 and who ceases to hold office as per the provisions of Section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposed his candidature for the office of Director as per the provisions of Section 257 of the Companies Act, 1956 be and hereby is appointed a Director ( Independent Director) of the company, who is liable to retire by rotation."

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

Date: 7<sup>th</sup> August, 2013  
Place: New Delhi



*Ankita Srivastava*  
Ankita Srivastava  
Company Secretary

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. The explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 relating to Special Business transacted at the meeting is annexed hereto.
7. Brief details ( as stipulated by clause 49 of Listing Agreement) of Mr. Ashok Kumar Juneja being proposed to be re-appointed as Director (item no.2) is given as under:--

He is FCS, LLB and ICWAI by profession and has vast experience in different industries. Presently , he is working as Practising CS & Advocate with reputed groups .

8. All relevant documents referred to in the notice are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 2:00pm except Sundays and holidays up to the date of the Annual General Meeting.
9. The register of Member and Share Transfer Book will remain closed from September, 25<sup>th</sup> August 2013 to 5<sup>th</sup> September 2013 (Both days inclusive).
10. Members attending the meeting are requested to bring their copy of Annual Report.
11. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Annual Report and other communication from the company electronically.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.



## EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT 1956

### Item No. 4 of Special Business:

The Board of Directors of the company in its meeting held on 26/02/2013 appointed Mr. Biswanath Patnaik as an Additional Director( Independent Director) of the Company.

In terms of Section 260 of Companies Act ,1956 Mr. Biswanath Patnaik will hold office of Additional Director upto the ensuing Annual General Meeting . The company has received a notice from shareholder u/s 257 of the Companies Act 1956 along with Rs.500/- proposing candidature of Mr. Biswanath Patnaik for appointment as Director of the company liable to retirement by rotation.

Mr. Biswanath Patnaik is MBA and LLB by profession and holds vast experience in the areas of Finance & Commerce . Presently, he is holding various managerial positions/Directorships with different reputed groups.

Your Director consider it desirable that the company should continue to avail his services and recommend the resolution set out at item no.4 for your approval.

**Memorandum Of Interest:** Except Mr. Biswanath Patnaik , appointee himself, none of the Director of the Company is in anyway concerned or interested in the resolution.

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



*Ankita Srivastava*  
Ankita Srivastava  
Company Secretary

Date: 7<sup>th</sup> August, 2013  
Place: New Delhi



## Integra Telecommunication & Software Limited

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

### DIRECTORS' REPORT

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

Your Directors are pleased to present the 28th Annual Report of the Company and the Audited Accounts for the financial year ended 31<sup>st</sup> March 2013.

#### Financial Results

Particulars	2012-2013 (Rs.)	2011-2012 (Rs.)
Sales & other Income	145195637.99	440881349.00
Profit before Depreciation & Tax	6427117.99	10378519.67
Depreciation	5850932.00	9431998.25
Profit/ (Loss) Before Taxation	576185.99	946521.42
Taxation (net)	120000.00	190000.00
Profit after Taxation	456185.99	756521.42
Add: Profit Brought Forward from Pr. Yr	7582194. 72	6825673.00
Disposable Profit	8038380.71	7582194.42

#### **Working Results**

During the year under review, total income of the Company was Rs.145195637.99 as Against Rs. 440881349.00 in previous year ended 31<sup>st</sup> March, 2012. Profit before tax was Rs. 576185.99as against Rs. 946521.42 in the preceding year. Profit after tax for the year under review was Rs. 456185.99 as against Rs. 756521.42 during the preceding year. Your Directors are putting in their best efforts to improve the performance of the Company.

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



## 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.

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

### Business 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 reasonable 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 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, the attainment of more growth, in term of profit, can take a longer time.

### Corporate Social Responsibility

The company is socially responsible corporate citizen committed to deliver a positive impact across social, economic and environmental parameters. The company seeks to achieve its corporate and social objectives by focusing on the following strategic areas:--

1. Environmental Responsibilities.
2. Employee Engagement.
3. Community Initiatives.





**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	01.04.2012-31.03.2013	01.04.2011-31.03.2012
Total Turnover	145195637.99	440881349.00
Depreciation	5850932.00	9431998.25
Total Expenditure	144619452.00	439934827.58
Profit Before Tax (PBT)	576185.99	946521.42
Provision For Tax	120000.00	190000.00
Profit After Tax(PAT)	456185.99	756521.42
Equity Capital	105600000.00	105600000.00
Reserves & Surplus	12038380.71	11582194.42

**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 9 permanent employees in the company as on 31<sup>st</sup> March 2013.



## 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 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 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 Promoter 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
Mr. Nikhil Agrawal	Promoter & Executive Director
Mrs. Rashmee Agrawal	Chairman & Executive Director
Mr. Biswanath Patnaik	Independent & Non-Executive Director
Mr. Ashok Kumar Juneja	Independent & Non-Executive Director

\* Mr. Biswanath Patnaik was appointed as Additional director w.e.f 18/02/2013.

**(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 Director.

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

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

The meetings of the Board of Directors are normally held at the Company's registered office in New Delhi 8( Eight) Board Meetings were held during the financial year 2012-2013. The dates on which the meetings were held are 14.05.2012, 10.08.2012, 04.09.2012 19.10.2012, 06.11.2012 29.01.2013, 26.02.2013, 11.03.2013.



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 2012-2013 are tabulated below:

Name	Category	Board Meetings Attended during year	Attendance at the Last AGM	No. of other Directorships and Committee Memberships/Chairmanships in public company including the company			Remarks
				Directorships	Member	Chairman	
Mr. Nikhil Agrawal	Executive Director	8	Yes	1	1	-	-
Mrs. Rashmee Agrawal	Executive Director	8	Yes	2	2	-	-
Mr. Biswanath Patnaik	Independent Director	1	No	2	2	1	Appointed on 18/02/2013
Mr. Ashok Kumar Juneja	Independent Director	2	Yes	5	2	4	-
Mrs. Rajrani Agrawal	Independent Director	2	No	-	-	-	Appointed on 18/10/12 and ceased on 11/03/2013.
Mr. Kiran Ragunath More	Independent Director	1	Yes	1	1	-	Appointed on 11/04/11 and ceased on 19/10/2012

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) Overseeing 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 5<sup>th</sup> September, 2013.
- 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 14.05.2012, 10.08.2012, 06.11.2012 & 29.01.2013. The composition of the Audit Committee and number of meetings attended by the members are given below:

Name of Member	Category	Number of meetings attended	Remarks
Mr. Ashok Kumar Juneja	Chairman, Independent Director	4	-
Mr. Biswanath Patnaik	Independent and Non Executive Director	1	Appointed on 18/02/2013
Mr. Kiran Raghunath More	Non Executive & Independent Director	3	Appointed on 11/04/11 and ceased on 19/10/2012
Mrs .Rajrani Agrawal	Non Executive & Independent Director	2	Appointed on 18/10/12 and ceased on 11/03/2013
Mr. Nikhil Agrawal	Executive Director	4	-

**III. SHARE TRANSFER-CUM-SHAREHOLDERS GRIEVANCE COMMITTEE :**

- i) The Share Transfer-cum-Shareholders Grievance Committee is constituted under the Chairmanship of a non-executive director to consider and approve various requests for transfer, subdivision,



consolidation, renewal, exchange, issue of new Certificates in replacement of old ones and redress the grievances of the Shareholders as may received from time to time.

The present composition of the Share Transfer-cum-Shareholders Grievance Committee is as under:

Name of Member	Category	Remarks
Mr. Ashok Juneja	Chairman, Independent Director	-
Mr. Kiran Raghunath More	Non Executive & Independent Director	Appointed on 11/04/11 and ceased on 19/10/2012
Mr. Biswanath Patnaik	Non Executive & Independent Director	Appointed on 18/02/2013
Mrs Rajrani Agrawal	Non Executive & Independent Director	Appointed on 18/10/12 and ceased on 11/03/2013
Mrs Rashmee Agrawal	Executive Director	-----

- i) The committee meets as and when required. No investors' complaint was received during the year under review. All queries received during the year under review were replied to the satisfaction of the shareholders/ investors.
- ii) The Board of Directors of the Company has delegated the power of share transfer to the Share Transfer-cum-Shareholders Grievance Committee.

#### IV. GENERAL BODY MEETINGS

Location and time where the last three Annual General Meetings were held and the Special Resolutions passed thereat:

Date	Location	Time	Special Resolutions Passed
29/09/2012	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	No Special Resolution Passed.
29/09/2011	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	Special Resolution Passed for issue of Bonus Shares.
27/09/2010	2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-110070	11:00 AM	No Special Resolution Passed.

Whether any Special Resolutions were passed through Postal Ballot Last Year: N.A.

#### V. SUBSIDIARY COMPANIES

The company has no Subsidiary Company.



## VI. DISCLOSURES

### (A) Basis of related party transactions

Transactions with related parties, if any are disclosed in the Notes to the Accounts as part of Balance Sheet.

### (B) Disclosure of Accounting Treatment

During the year there has been no change in Accounting Policies of the company. The same are disclosed in the Notes to the Accounts as part of Balance Sheet.

### (C) Risk Management

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. Biswanath Patnaik was appointed as additional Director and after forthcoming AGM, his designation will be changed from additional director to Independent Director.
- iv) There has been no pecuniary relationship or transactions of the non-executive directors vis-a-vis the company.

### (E) CEO/CFO Certifications

Mr. Nikhil Agrawal, Director and Mr. Jibachh Jha Head ( Finance & Accounts ), who are carrying responsibility of CEO and CFO respectively have given CEO/CFO certificate as per format prescribed under clause No. 49(v) of the Listing Agreement to the Board at its meeting held on 23<sup>rd</sup> May, 2013.

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

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

### (G) SEBI Complaints Redress System (SCORES)

The Company processes the investors complaints received by it through a computerized complaints redress system. The salient features of this system are Computerized database of all inwards receipts and action taken on them , online submission of Action Taken Reports (ATRs) alongwith supporting documents electronically in SCORES .The investors can view online the current status of their complaints submitted through SEBI Complaints Redress System (SCORES).





**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, 2013. The annual report of the Company contains certificate duly signed by the Director of the company.

**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 CERTIFICATE**

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

**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 | : 5 <sup>th</sup> September, 2013 at 11.00 AM<br>At 2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70 |
| Financial Year             | : April 01, 2012 to March 31, 2013  |
| Book closure period        | : August 25 <sup>th</sup> , 2013 to September 5 <sup>th</sup> , 2013<br>(Both days inclusive)           |
| Dividend payment           | : No dividend is recommended to be declared.  |



(ii) **Financial Calendar**

Events	Actual date/Tentative time frame
Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2013	7 <sup>th</sup> August, 2013
Financial Reporting for the quarter ending 30 <sup>th</sup> September, 2013	2 <sup>nd</sup> Week of November, 2013
Financial Reporting for the quarter ending 31 <sup>st</sup> December, 2013	2 <sup>nd</sup> Week of February, 2014
Financial Reporting for the quarter ending 31 <sup>st</sup> March, 2014	2 <sup>nd</sup> Week of May, 2014

(iii) **Listing:**

Delhi Stock Exchange Ltd. Already paid listing fee for the year 2013-14.

(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 Registrar & Share Transfer Agent of the company is "LINK INTIME INDIA PVT. LTD."

(viii) **Distribution of shareholding**

(a) **Distribution of shares according to Size, Class and Categories of Shareholding as on March 31, 2013.**

No. of Shares	No. of Shareholders	Percentage to Total Shareholders	No. of Shares held	Percentage to Total Shares
Upto 5000	15	2.95	8280	0.01
5001 – 10000	181	35.63	1560220	1.48
10001 – 20000	121	23.82	2087250	1.98
20001 – 30000	14	2.75	362180	0.34
30001 – 40000	1	0.20	38800	0.04
40001 - 50000	32	6.30	1392770	1.32
50001 - 100000	106	20.87	7471050	7.07
100001 & above	38	7.48	92679450	87.76
<b>TOTAL</b>	<b>508</b>	<b>100.00</b>	<b>10560000</b>	<b>100.00</b>



(b) Shareholding pattern as on March 31, 2013

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	2	2028224	19.20
Indian Public	501	1938482	18.36
<b>TOTAL</b>	<b>508</b>	<b>10560000</b>	<b>100.00</b>

(ix) Dematerialization of shares and liquidity

The shareholders of the company have been admitted with both NSDL and CDSL for dematerialization. This helps the investor to dematerialize their holding in electronic form and resultant fast transfer of shares.

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

**Address for correspondence :**

**Company Secretary**

Integra Telecommunication & Software Limited

2281, Sector-D, Pocket-2, Vasant Kunj, New Delhi-70

Tel: 011-65683010

Email ID: [cs@integratelesoftware.com](mailto:cs@integratelesoftware.com)

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

**Our Registrar:-**

Link Intime India (P) Ltd

3, Community centre, Naraina Industrial Area  
Phase-1, New Delhi-110028.

Phone No- 011-41410592 & 94

E-mail:-delhi@linkintime.co.in

The above report has been placed before the Board at its meeting held on 23<sup>rd</sup> May, 2013 and the same was approved.



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

**We , to the best of our knowledge and belief , do hereby certify that:**

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

**For Integra Telecommunication & Software Limited**

Date: 23<sup>rd</sup> May, 2013  
Place: Delhi

  
**Jibachh Jha**  
Head (Finance & Accounts)



  
**Nikhil Agrawal**  
Director

**DECLARATION ON COMPLIANCE OF COMPANY'S CODE OF CONDUCT**

It is hereby confirmed that the Company has, in respect of the financial year ended 31<sup>st</sup> March, 2013, received from the members of the Board and Senior Management Personal of the Company a declaration of compliance with the code of conduct of the Company.

**FOR INTEGRA TELECOMMUNICATION & SOFTWARE LTD.**



  
( Nikhil Agrawal )  
Director

Place: New Delhi

Date: 23<sup>rd</sup> May, 2013

**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 2013 & also the Profit & Loss Account for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements.

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

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

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

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

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



**Head Office**

211, Citi 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 31<sup>st</sup> March 2013, & taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March 2013 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 31<sup>st</sup> March 2013 ; and

ii. In the Case of the Profit & Loss Account of the PROFIT of the Company for the year ended on that date.

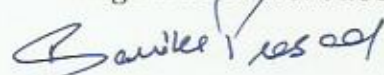
DATED: 23<sup>rd</sup> May, 2013

PLACE: New Delhi.

FOR SARIKA & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 015306C



(Sarika Prasad)

Proprietor

FCA

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, 2013.

- 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.

*Savitri*



SARIKA & CO  
405313  
Chartered Accountants



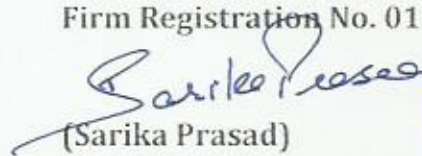
- 6) The Company has not accepted any deposits from the Public within the meaning of Section 58A and 58AA or any other relevant provisions and the rules framed there under.
- 7) In our opinion the Company has an internal Audit system is Commensurate with the size & nature of its business.
- 8) The Central 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, 2013, 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'2013 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) 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: 23<sup>rd</sup> May, 2013  
PLACE: New Delhi.

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

  
(Sarika Prasad)  
Proprietor  
FCA  
Membership No : 405313



**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**BALANCE SHEET AS AT 31 MARCH, 2013**

Particulars	Note	Amount (Rs)	
		31/03/2013	31/03/2012
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2.1	105600000.00	105600000.00
Reserves and surplus	2.2	12038380.71	11582194.42
		117638380.71	117182194.42
<b>Current liabilities</b>			
Trade payables	2.3	139445694.45	124317081.90
Other current liabilities	2.4	20000.00	19998.00
Short-term provisions	2.5	120000.00	200000.00
		139585694.45	124537079.90
<b>TOTAL</b>		<b>257224075.16</b>	<b>241719274.32</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	2.6	26997204.00	29286136.15
Non-current investments	2.7	0.00	3300000.00
Other non-current assets	2.8	234000.00	312000.00
		27231204.00	32898136.15
<b>Current assets</b>			
Inventories	2.9	47285486.00	47463000.00
Trade receivables	3.0	181268791.74	160807782.00
Cash and Bank Balances	3.1	1412110.16	179108.17
Short-term loans and advances	3.2	26483.26	371248.00
		229992871.16	208821138.17
<b>TOTAL</b>		<b>257224075.16</b>	<b>241719274.32</b>
Significant Accounting Policy & notes on financial statements	1 to 4.0		

In terms of our attached report of even date

For INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

For SARIKA & CO.  
CHARTERED ACCOUNTANTS

SARIKA PRASAD  
(PROPRIETOR)  
FCA  
M.NO-405313  
Place: New Delhi  
Date: 23/05/2013



*Rasmi Agarwal*

Director



*N. Kelly*

Director

**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2013**

Particulars	Note	Amount (Rs.)	
		31/03/2013	31/03/2012
<b>REVENUE FROM OPERATIONS:-</b>	3.3	141155579.99	440101349.00
Other income	3.4	4040058.00	780000.00
<b>Total Revenue</b>		<b>145195637.99</b>	<b>440881349.00</b>
<b>EXPENDITURE:-</b>			
Purchases of Stock-in-Trade	3.5	136892430.03	439569953.33
Changes in inventories of goods	3.6	177514.00	-12578000.00
Employee benefits expense	3.7	1253892.00	3066375.00
Depreciation and amortization expense	3.8	5850932.00	9431998.25
Other expenses	3.9	444683.97	444501.00
<b>Total expenses</b>		<b>144619452.00</b>	<b>439934827.58</b>
Profit before tax		576185.99	946521.42
Tax expense:			
- Current tax	4.0	120000.00	190000.00
Profit for the year		456185.99	756521.42
Earning Per Share			
Basic & Diluted		0.04	- 0.07
Significant Accounting Policy & notes on Financial statements	<b>1 to 4.0</b>		

In terms of our attached report of even date

For INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED

For SARIKA & CO.  
CHARTERED ACCOUNTANTS

SARIKA PRASAD  
(PROPRIETOR)  
FCA  
M.NO-405313  
Place: New Delhi  
Date : 23/05/2013



*Rashmi Agrawal*

Director



*N. M. M.*

Director

## 1. Significant Accounting Policies

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

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

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

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

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

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

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

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

### (v) **Depreciation**

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

### (vi) **Investments**

Investments are stated at cost.

### (vii) **Inventories**

Inventories are valued at cost.



*anika kashid*



**(viii) Deferred Taxation**

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

**(ix) Contingent Liabilities**

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

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

**(xi) Earnings Per Share**

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



*autho closed*



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013**

**2.1 Share Capital**

In Rs.

Particular	31/03/2013	31/03/2012
<b>Authorised Share capital</b> 11000000 (11000000) Equity Shares (with voting rights) of Rs. 10/- each.	110000000.00	110000000.00
<b>Issued, Subscribed &amp; paid up</b> 10560000(105600000) Equity Shares (with voting rights) of Rs. 10/- each. ( Fully Paid up)	110000000.00	110000000.00
<b>TOTAL</b>	105600000.00	105600000.00

**Details of Shareholder Holding More than 5% .**

Particular	As on 31/03/2013		As on 31/03/2012	
	No of Shares	% Held	No. of Shares	% Held
C. L. AGRAWAL	1656670	15.69	1656670	15.69
RASHMEE AGRAWAL	1742048	16.50	1742048	16.50
SHANTI DEVI AGRAWAL	2578488	24.42	2578488	24.42
GLOBAL INFOSYSTEMS LIMITED	616000	5.83	616000	5.83
CRA INFOTECH PVT. LTD.	1520704	14.40	1320000	12.50

**Details of Equity Shares Issued in Preceding years**

Particular	As on 31/03/2013	As on 31/03/2012
	Total Share	Total Share
1) Number of Equity Share Issued as Bonus Share ( Fully Paid up) In the last 5 Year.	7760000	7760000
2) Number of Equity Shares Allotted For Contracts without Payment Received In Cash ( Fully Paid up) In the last 5 Year.	800000	800000

**A)Reconciliation of the number of Equity shares at the beginning and at the end of the year:-**

Particular	31/03/2013	31/03/2012
	Number of Share	Number of Share
Number of shares at the beginning	10560000	4800000
Add : Issue as Bonus Shares	0	5760000
Number of shares at the end	10560000	10560000



## 2.2 Reserve and Surplus

Particular	In Rs.	
	31/03/2013	31/03/2012
<b>Securities Premium Reserve:-</b>		
As per Last Balance sheet	4000000.00	61600000.00
Less:-Adjusted for Bonus Shares	0.00	57600000.00
<b>Securities Premium Reserve Closing Balance</b>	<b>4000000.00</b>	<b>4000000.00</b>
<b>Profit and Loss:-</b>		
As per Last Balance Sheet	7582194.72	6825673.00
Add:-Amount Transferred From P&L Account	456185.99	756521.42
<b>Closing Balance:-</b>	<b>8038380.71</b>	<b>7582194.42</b>
<b>Total</b>	<b>12038380.71</b>	<b>11582194.42</b>

## 2.3 Trade Payables

Particular	In Rs.	
	31/03/2013	31/03/2012
Sundry Creditors - Others	139445694.45	124317081.90
	<b>139445694.45</b>	<b>124317081.90</b>

## 2.4 Other Current Liabilities

Particular	In Rs.	
	31/03/2013	31/03/2012
AUDIT FEES	20000.00	19998.00
<b>Total</b>	<b>20000.00</b>	<b>19998.00</b>

## 2.5 Short Term Provisions

Particular	In Rs.	
	31/03/2013	31/03/2012
Provision For Income tax	120000.00	200000.00
<b>Total</b>	<b>120000.00</b>	<b>200000.00</b>

## 2.7 Non-current investments

Particular	In Rs.	
	31/03/2013	31/03/2012
Investments in Equity Shares:-		
Non Trade, Unquoted:-		
NIL (31/03/2012 :3000) GENESIS INFOSOLUTIONS PVT LTD @ Rs. 100 Each (Fully Paid up)	0.00	300000.00
NIL (31/03/2012 :7000) NIJHAWAN GARMENTS PVT LTD @ Rs. 100 Each (Fully Paid up)	0.00	700000.00
NIL (31/03/2012 :10000) SM INNOVATIONS AND MANAGEMENT CONSULTING PVT LTD @ Rs. 100 Each (Fully Paid up)	0.00	1000000.00
NIL(31/03/2012 :13000) YT INFOTECH PVT LTD @ Rs. 100 Each (Fully Paid up)	0.00	1300000.00
<b>Total</b>	<b>0.00</b>	<b>3300000.00</b>





### 2.8 Other Non-Current Assets

Particular	In Rs.	
	31/03/2013	31/03/2012
Others		
PRELIMINARY EXPENSES( TO THE EXTENT NOT W/OFF)	234000.00	312000.00
<b>Total</b>	<b>234000.00</b>	<b>312000.00</b>

### 2.9 Inventories

Particular	In Rs.	
	31/03/2013	31/03/2012
Stock - In - Trade	47285486.00	47463000.00
<b>Total</b>	<b>47285486.00</b>	<b>47463000.00</b>

### 3.0 Trade receivables

Particular	In Rs.	
	31/03/2013	31/03/2012
Sundry Debtors ( Unsecured & considered Good) Over 6 Month	181268791.74	160807782.00
<b>Total</b>	<b>181268791.74</b>	<b>160807782.00</b>

### 3.1 Cash and Bank Balances

Particular	In Rs.	
	31/03/2013	31/03/2012
Cash in Hand	141230.07	78427.11
Balances With Banks (In Current Account)	1270880.09	100681.06
<b>Total</b>	<b>1412110.16</b>	<b>179108.17</b>

### 3.2 Short-Term Loans and advances

Particular	In Rs.	
	31/03/2013	31/03/2012
Loans and advances to others :- (Unsecured & considered good)		
VAT RECEIVABLE	4343.26	2936.00
INCOME TAX REFUNDABLE	22140.00	368312.00
<b>Total</b>	<b>26483.26</b>	<b>371248.00</b>

### 3.3 Revenue from operations

Particular	In Rs.	
	31/03/2013	31/03/2012
SALE OF PRODUCTS	137494065.99	440101349.00
Other Receipts	3661514.00	00.00
<b>Total</b>	<b>141155579.99</b>	<b>440101349.00</b>



### 3.4 Other income

Particular	In Rs.	
	31/03/2013	31/03/2012
OTHER INCOME	4040058.00	780000.00
	<b>4040058.00</b>	<b>780000.00</b>

### 3.5 Purchases of Stock-in-Trade

Particular	In Rs.	
	31/03/2013	31/03/2012
PURCHASE OF PRODUCTS	136892430.03	439569953.33
	<b>136892430.03</b>	<b>439569953.33</b>

### 3.6 Changes in inventories of Stock-in-Trade

Particular	In Rs.	
	31/03/2013	31/03/2012
Opening Amount	47463000.00	34885000.00
Closing Amount	47285486.00	47463000.00
Increase/Decrease in Amount	177514.00	-12578000.00

### Details of Inventory

Particular	In Rs.	
	31/03/2013	31/03/2012
Stock in Trade (Closing Amount)	47285486.00	47463000.00

### 3.7 Employee benefits expense

Particular	In Rs.	
	31/03/2013	31/03/2012
Salary Wages & Bonus	1239650.00	3058700.00
STAFF WELFARE	14242.00	7675.00
<b>Total</b>	<b>1253892.00</b>	<b>3066375.00</b>

### 3.8 Depreciation and amortisation expense

Particular	In Rs.	
	31/03/2013	31/03/2012
Depreciation & Amortisation		
Depreciation on Tangible Assets	5772932.00	9353998.25
Amortisation of Intangible Assets W/off	78000.00	78000.00
<b>Total</b>	<b>5850932.00</b>	<b>9431998.25</b>



### 3.9 Other expenses

In Rs.

Particular	31/03/2013	31/03/2012
<b>Administrative and General Expenses</b>		
Telephone Expenses	36849.00	21330.00
Printing Stationary	6415.00	8110.00
POSTAGE AND COURIER	5045.00	6030.00
Rent	156000.00	120000.00
Auditors Remuneration	20000.00	20000.00
OFFICE MAINTENANCE	14445.00	9400.00
ELECTRICITY EXPENSES	28390.00	39460.00
TRAVELLING & Conveyance	15815.00	23325.00
LISING FEE	0.00	56423.00
ROC FEE	2500.00	3500.00
LEGAL AND PROFESSIONAL CHARGES	31244.00	0.00
BUSINESS PROMOTION	5070.00	9800.00
ADVERTISEMENT CHARGES	61278.00	75273.00
BANK CHARGES	25072.97	36500.00
INTEREST	36560.00	15350.00
<b>Total</b>	<b>444683.97</b>	<b>444501.00</b>

### 4.0 Tax expense

In Rs.

Particular	31/03/2013	31/03/2012
INCOME TAX	120000.00	190000.00
	<b>120000.00</b>	<b>190000.00</b>

In terms of our attached report of even date

For SARIKA & CO.  
CHARTERED ACCOUNTANTS  
FRN : 015306C

For INTEGRA TELECOMMUNICATION AND  
SOFTWARE LIMITED

SARIKA PRASAD  
(PROPRIETOR)  
FCA  
M.NO-405313



Rashmi Agrawal



Director

M. K. K.

Director

Place: New Delhi  
Date: 23/05/2013

## 2.6 FIXED ASSETS (Tangible)

(Amount in Rs.)

Particular	Gross Block				Depreciation				Net Block	
	As at 31/03/2012	Addition	Deduction / Adjustment	As at 31/03/2013	As At 01/04/2012	For the Year	Deduction/ Adjustment	Upto 31/03/2013	As at 31/03/2013	As at 31/03/2012
AIRCONDITIONERS AND ELECTRICAL FITTINGS	325000.00			325000.00	184450.50	15438.00		199888.50	125111.50	140549.50
COMPUTER AND SOFTWARE	59578000.00	3484000.00	20077000.00	42985000.00	35210093.00	5272007.00	20077000.00	20405100.00	22579900.00	24370111.00
OFFICE AND ELECTRICAL EQUIPMENTS	462000.00			462000.00	267524.00	21945.00		234469.00	177531.00	199476.00
FURNITURE AND FURNISHING	288000.00			288000.00	218233.40	18230.40		236519.80	51480.20	69710.60
BOOKS & COURSE CREATION	9375000.00			9375000.00	4866507.50	445313.00		5311820.50	4063179.50	4508492.50
Total	70028000.00	34840000.00	20077000.00	53435000.00	40741863.00	5772932.00	20077000.00	26437798.00	26997204.00	29286136.00
Previous Year	59528000.00	10500000.00	0.00	70028000.00	31387866.00	9353998.00	0.00	40741864.00	29286136.00	28140134.00



**INTEGRA TELECOMMUNICATION AND SOFTWARE LIMITED**  
**CASH FLOW STATEMENT AS PER A.S.-3, (INDIRECT METHOD)**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2013**

PARTICULARS	Year ended 31 <sup>st</sup> March 2013
<b><u>Cash flows from used in operating activities</u></b>	
Profit before extraordinary items and tax	5,76,186
Adjustments for finance costs (Interest Paid)	36,560
Adjustments for depreciation and amortisation expense	57,72,932
Other adjustments to reconcile profit (loss)	--
<b>Total adjustments to profit (loss)</b>	<b>58,09,492</b>
Operating Profit before Working Capital Changes	63,85,678
<b>Adjustments for working capital</b>	
Decrease in inventories	1,77,514
Increase in trade receivables	-2,04,61,009
Decrease in Short Term Loan and Advances (assets)	3,44,765
Decrease in trade payables	1,51,28,613
Decrease in other current and non-current liabilities	2
<b>Total adjustments for working capital</b>	<b>-4810116</b>
Net cash flows from (used in) operations	15,75,562
Income taxes (paid) refund	-200000
Net cash flows from (used in) operating activities before extraordinary items	<b>13,75,562</b>
<b>Net cash flows from (used in) operating activities (A)</b>	<b>13,75,562</b>
<b><u>Cash flows from used in investing activities</u></b>	
Purchase of tangible assets	-34,84,000
Purchase of Non-Current Investment	3378000
Income taxes (paid) refund	
Net cash flows from (used in) investing activities before extraordinary items	<b>-1,06,000</b>
<b>Net cash flows from (used in) investing activities (B)</b>	<b>-1,06,000</b>
<b><u>Cash flows from used in financing activities</u></b>	



*Handwritten signature and initials*

Proceeds from issuing shares	
Repayments of borrowings	
Interest paid	-36,560
Net cash flows from (used in) financing activities before Extraordinary items	<u>-36560</u>
Net cash flows from (used in) financing activities (C)	-36560
Net increase (decrease) in cash and cash equivalents (A)+(B)+(C)	1233002
Cash and cash equivalents as on 1 <sup>st</sup> April 2012	179108
Cash and cash equivalents as on 31 <sup>st</sup> March 2013	14,12110

In terms of our attached report of even date

For SARIKA & CO.  
CHARTERED ACCOUNTANTS

For Integra Telecommunication & software Ltd

*Sarika Prasad*  
SARIKA PRASAD  
(PROPRIETOR)  
FCA  
M.NO-405313  
Place: New Delhi  
Date: 23/05/2013



*Ravi Prasad*  
Director



*Ravi Prasad*  
Director

**ATTENDANCE SLIP**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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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)

**PROXY FORM**

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

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

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

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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 \_\_\_\_\_ 2013

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