

DIRECTOR'S REPORT**Dear Members,**

The Board of Directors present before you the 35th Annual Report of Integra Telecommunication and Software Limited (ITSL or the Company) your Company along with the Annual Audited Financial Statements and Auditor's Report for the financial year ended 31st March, 2020.

FINANCIAL SUMMARY OF THE COMPANY

The performance of the Company for the financial year ended on 31st March, 2020 is summarized below:

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Income (Gross)	8,95,068	4,10,000
Expenditure	27,10,713	11,85,094
Profit/(Loss) before Exceptional and extraordinary Items and tax	(18,15,645)	(7,75,094)
Less:- Tax Expense		
- Current Tax/Mat	-	-
- Deferred Tax Adjustment-Cr/Dr)	-	-
- Tax Adjustments for Earlier Year	-	-
Profit after Tax	(18,15,645)	(7,75,094)

The Standalone Financial Statements of the Company for the Financial Year 2019-20 has been in accordance with the Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company adopted Ind AS effective from April, 2017 (transition date being 1st April, 2016).

STATE OF THE COMPANY'S AFFAIRS

Your Company has achieved a gross revenue of Rs. 8,95,068/- in the Financial Year 2019-20 compared to Rs. 4,10,000/- in the previous Financial Year 2018-19. The Management is planning to enter new lines of business in order to consolidate on the expertise of holding company.

DIVIDEND & RESERVES

The Board of Directors of the Company have not recommended any dividend as the Company has incurred losses for the FY 2019-20. Also the Directors intend to plough back available resources for the financial requirements and betterment of the Company.

The Company has not transferred any amount from the statement of profit and loss to general reserve during the year under review as company has suffered loss during the year.

DETAILS OF SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

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

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE REPORT

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

PUBLIC DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to completion of Takeover under Open Offer Process made by Micro Logistics (India) Private Limited in terms of Securities and Exchange Board of India (SAST) Regulations, 2011 on 29th May, 2019 and pursuant to Share purchase Agreement entered on 23rd January, 2019, the following changes took place in the management of the Company:

Appointment & Cessation of Directors

During the year under review, Mr. Ramaswamy Narayan Iyer, Mr. Jeet Rajen Shah and Mrs. Anagha Mahesh Bhoir were appointed as Additional Director on 19th June, 2019, whereas Mrs. Rashmee Agrawal and Mr. Nikhil Agarwal ceased to hold office w.e.f 19th June, 2019. Further, in the Board Meeting held on 15th July, 2019 Mr. Shardul Sudhakar Ranade and Mr. Jitendra Balkrishna Bhoir were appointed as Additional Independent Director and Mr. Ramaswamy Narayan was further appointed as Managing Director of the Company. Mrs. Rajrani Aggarwal and Mr. Biswanath Patnaik, existing Independent Directors of the Company, ceased to hold office w.e.f 15th July, 2019.

In the 34th Annual General Meeting held on 30th September, 2019, all the appointment of the Directors mentioned above were approved and regularized as per the provisions of the Companies Act, 2013.

Appointment and Cessation of KMPs

Mr. Jibachh Jha, Chief Financial Officer and Mr. Chimman Lal Agrawal, Company Secretary resigned from their respective positions on 19th June, 2019. The Board of Directors on recommendation of Nomination and Remuneration had appointed Mr. Jeet Rajen Shah as Chief Financial Officer of the Company w.e.f 15th July, 2019 and Mrs. Arpita Chowdhury was appointed as Company Secretary of the Company w.e.f 29th August, 2019.

MEETINGS

Meeting of Board of Directors

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

Details of the meetings and attendance of the Board of Directors held during the Financial Year 2019-20 are disclosed in Corporate Governance Report which form part of Annual Report.

Independent Directors Meeting

As per the requirement of Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI LODR, 2015 Independent Director should meet at least once without the presence of Non-Independent Directors of the Company. A meeting was scheduled on 12.02.2020 for the Independent Directors review the performance of non-independent directors and the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Committees of the Board

Currently, the Company consists of three committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The Details of the Committees along with their composition, including number of meetings held and attendance in the meetings during the financial year 2019-20, have been disclosed separately in the Corporate Governance Report section of this Annual Report.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

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

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

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

DECLARATION BY INDEPENDENT DIRECTORS

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

PERFORMANCE EVALUATION

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

RELATED PARTY TRANSACTIONS

All the contracts / arrangements / transactions entered by the new management of the Company with the related parties during FY 2019-20 were in the ordinary course of business and on an arm's length basis and whenever required the Company has obtained necessary approval as per the related transaction policy of the Company. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such a contract or arrangement in Form AOC-2 does not form a part of the Report. Approval for material related party transactions as required under Regulation 23 of SEBI LODR, 2015 has been taken during the Financial Year 2019-20.

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

CORPORATE SOCIAL RESPONSIBILITY

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption are not applicable to the Company. There were no foreign exchange earnings and outgo during the Financial Year 2019-20.

EXTRACT OF ANNUAL RETURN

The Extract of annual return in Form MGT-9 as per the provisions of Section 134(3)(a) and 92(3) of the Companies Act, 2013, is annexed to this report as Annexure and also is available on the website of the Company at www.integratelesoftware.com.

AUDITORS & AUDITOR'S REPORT**Statutory Auditors**

In terms of Section M/s. S. Agarwal & Co., Chartered Accountants, were appointed due to casual vacancy as Statutory Auditors to hold office from the conclusion of 34th Annual General Meeting until the conclusion of 35th AGM to be held for the Financial Year 2019-20. The Auditors shall be further appointed as Statutory Auditor for a term of One Year.

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

Internal Auditor

Pursuant to Section 138 of the Companies Act, 2013, your Company has appointed Mr. Rushabh Doshi, Company Secretary as Internal Auditor of the Company, to conduct internal audit of the functions and activities of the Company to audit for the period 2019-20.

Secretarial Auditor

As per the provisions of Section 204 of the Companies Act, 2013 MS. Nisha Uchil, Practising Company Secretary was appointed as Secretarial Auditor of the Company for the Financial Year 2019-20 after resignation of M/s V Kumar and Associates, Company Secretaries (COP No.:10438, FCS: 8976), as the Secretarial Auditors. The Secretarial Audit Report for the Financial Year 2019-20 is annexed herewith as of the Directors Report.

Explanation to Auditor's Comments

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

The current management is taking necessary steps for recovery of loan outstanding as on 31st March 2020; there is already recovery done in FY 2019-20 as explained in qualification itself. However, as there is no loan agreement and further considering that management who had extended loan is no more associated with Company, the current management cannot comment on whether interest free unsecured loan given in previous years were in contravention or conformity with the relevant provisions of the Companies Act, 2013.

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

Reporting of Frauds by The Auditors

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

RISK MANAGEMENT POLICY

The Company has put in place an enterprise wide Risk Management Framework with an object of timely identification of risks, assessment and evaluation of the same in line with overall business objectives and define adequate mitigation strategy. The Risk Management Framework is reviewed by

the Board and Audit Committee on a periodical basis to oversee that all the critical risk areas that the organization faces have been identified and assessed and there is an adequate risk management mechanism in place capable of addressing those risks.

INTERNAL FINANCIAL CONTROL

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

WHISTLE BLOWER POLICY

The Company has implemented whistle blower policy/vigil mechanism as envisaged in Companies Act, 2013 and SEBI LODR to enable directors and employees to report genuine concerns related to any alleged wrongful conduct, unethical and improper events or malpractices which may have taken place/ suspected to take place. The policy also provides adequate safeguards against victimization of employees and directors who avail of the vigil mechanism.

Whistle Blower Policy of your Company is available on the Company's website and can be accessed at - www.integratelesoftware.com

DIRECTOR'S RESPONSIBILITY STATEMENT

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

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

PARTICULARS OF EMPLOYEES

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

PREVENTION OF SEXUAL HARRASEMENT AT WORK PLACE

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

CHANGE IN THE NATURE OF BUSINESS

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

SIGNIFICANT & MATERIAL ORDERS

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

MATERIAL CHANGES AND COMMITMENTS

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

OTHER DISCLOSURES

Pursuant to completion of Takeover Open Offer Process made by Micro Logistics (India) Private Limited in terms of Securities and Exchange Board of India (SAST) Regulations, 2011 on 29th May, 2019 and pursuant to Share purchase Agreement entered on 23rd January, 2019. The shares had got transferred on 4th November, 2019 details of which are given in MGT-9, annexed to the Directors report.

ACKNOWLEDGEMENT

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

By order of the Board
For Integra Telecommunication and Software
Limited

Date: 07/09/2020
Place: Mumbai

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Ramaswamy Narayan Iyer
Managing Director
DIN: 03045662