

REPORT ON CORPORATE GOVERNANCE**I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

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

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

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

II. BOARD OF DIRECTORS

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

Composition and Category Of The Board:

The Composition of the Board of Directors is in compliance with Regulation 17 of SEBI LODR. The Board of Directors have an optimum combination of executive and non-executive. As on date of this report, the Board of Directors consists of 5 (Five) Directors out of which 2 (Two) is Executive Director, 1 (One) is Non-Executive Director and Two (2) are Non-Executive and Independent Directors.

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

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

The composition of Board during the year as follows:

VALUE RESEARCH PREMIUM

Name of the Director	Category	Total Number of Directorship, Committee Chairpersonship, membership of Public Companies including this listed entity* as on 31.03.2020			Name of Listed Entity including this listed entity
		Directorship	Committee #Chairpersons	Committee #Membershi p	
Mrs. Rashmee Agrawal (ceased to hold office w.e.f 19.06.2019)	Promoter & Managing Director, Chairperson,	1	0	0	Integra Telecommunication & Software Limited
Mr. Nikhil Agarwal (ceased to hold office w.e.f.19.06.2019)	Promter&Non-Executive Non-Independent	1	0	2	Integra Telecommunication & Software Limited
Mr. Biswanath Patnaik (ceased to hold office w.e.f 15.07.2019)	Non- Executive Independent Director	1	2	2	Integra Telecommunication & Software Limited
Mrs. Rajrani Aggarwal (ceased to hold office w.e.f. 15.07.2019)	Non- Executive Independent Director	1	0	2	Integra Telecommunication & Software Limited
Mr. Ramaswamy Narayan Iyer (appointed as Add. Director w.e.f 19.06.19 and MD w.e.f.1507.2020)	Managing Director, Executive	2	0	0	Integra Telecommunication & Software Limited
Mr. Jeet Rajen Shah (appointed as on 19.06.2019)	Executive Director, Promoter	2	1	0	Integra Telecommunication & Software Limited
Mrs. Anagha Mahesh Bhoir (appointed as on 19.06.2019)	Non-Executive Director	1	0	2	Integra Telecommunication & Software Limited
Mr. Shardul Sudhakar Ranade (appointed on 15.7.19)	Non- Executive Independent Director	1	2	0	Integra Telecommunication & Software Limited
Mr. Jitendra Balkrishna Bhoir (appointed on 15.07.2019)	Non- Executive Independent Director	2	0	3	Integra Telecommunication & Software Limited

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

Committees considered are Audit Committee and Stakeholders Relationship Committee

Number of Board Meetings and Attendance

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

During the financial year under review, Nine Board Meetings were held on 15.05.2019, 19.06.2019, 15.07.2019, 13.08.2019, 29.08.2019, 30.09.2019, 14.11.2019, 09.01.2020, 13.02.2020. The 34th Annual General Meeting of the Company was held on 30th September, 2019.

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

Name of the Director	No. of Board Meeting entitled to attend in F.Y. 19-20	No. of Board Meetings Attended	Last AGM attended
Mrs. Rashmee Agrawal	2	2	NA
Mr. Nikhil Agarwal	2	1	NA
Mr. Biswanath Patnaik	3	2	NA
Mrs. Rajrani Aggarwal	3	3	NA
Mr. Ramaswamy Narayan Iyer	7	6	Yes
Mr. Jeet Rajen Shah	8	8	Yes
Mrs. Anagha Mahesh Bhoir	7	6	No
Mr. Shardul Sudhakar Ranade	6	6	Yes
Mr. Jitendra Balkrishna Bhoir	6	6	Yes

On 19th June, 2019 Mrs. Rashmee Agrawal & Nikhil Agarwal resigned from directorship whereas Mr. Ramaswamy Narayan Iyer, Mrs. Anagha Mahesh Bhoir and Mr. Jeet Rajen Shah were appointed as Directors of the Company.

On 15th July, 2019 Mr. Biswanath Patnaik and Rajrani Aggarwal resigned from the post Independent Directorship whereas Mr. Shardul Sudhakar Ranade and Mr. Jitendra Balkrishna Bhoir were appointed as Independent Director of the Company.

Directors Inter-Se Relationship

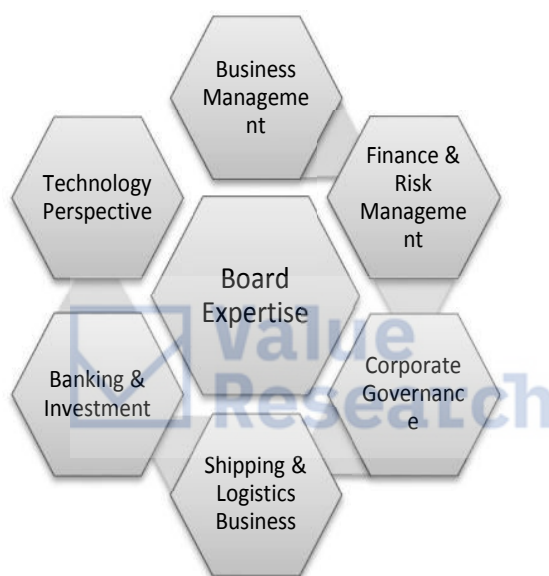
None of the Directors are relatives of other Directors of the Company. The term relative is considered as defined under Section 2(77) of the Companies Act, 2013.

Details of equity shares of the Company held by the Directors as on March 31, 2020 are given below:

None of the Directors hold any direct shareholding in the Company as on financial year ended 31st March, 2020. However, Mr. Jeet Rajen Shah, Executive Director is considered as Significant Beneficial Owner of Micro Logistics (India) Private Limited (holding 5693299 equity shares constituting 53.91% of the Equity Shares of your Company).

Skills/Expertise/ Competence of the Board of Directors

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



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

Name of Directors	Business Management	Finance & Risk Management	Corporate Governance	Shipping & Logistics	Banking & Investment	Technology Perspective
Mr. Ramaswamy Narayan Iyer	✓	✓	✓	✓	✓	✓
Mr. Jeet Rajen Shah	✓	✓	✓	✓	✓	✓
Mrs. Anagha Mahesh Bhoir		✓	✓		✓	✓
Mr. Jitendra Balkrishna Bhoir	✓		✓	✓		
Mr. Shardul Sudhakar Ranade	✓	✓	✓		✓	✓

Familiarization Programme to Independent Directors

Your Company endeavors to organize sessions at its various meetings held during the Financial Year 2019-20 to familiarize Independent Directors about their role and responsibilities, the new business strategy, the future outlook of the business to be initiated. Directors are also briefed about the statutory changes in the various laws, acts, rules and regulations and their possible impact on the Company.

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

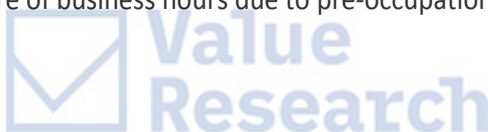
Confirmation as regards to Independence of Independent Directors

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

Detailed reason for resignation of Independent Directors

Mr. Biswanath Patnaik and Mrs. Rajrani Aggarwal, resigned from the post of Independent Directors w.e.f 15th July, 2019 after the closure of business hours due to pre-occupation in other activities.

III. COMMITTEE OF BOARD:



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

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

➤ AUDIT COMMITTEE

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

Broad Terms of Reference

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

- Oversight of the Company's financial reporting process and the disclosure of its financial

information to ensure that the financial statement is correct, sufficient and credible;

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing
- approval of appointment of chief financial officer after assessing the qualifications, experience and

background, etc. of the candidate;

- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Mandatory reviews the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief internal auditor
 - vi. Statement of deviations if any.

Meetings, Attendance, Composition of the Audit Committee:

During the year under review, the Committee met Six times on 15.05.2019, 15.07.2019, 13.08.2019, 29.08.2019, 14.11.2019 and 13.02.2020 The gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2019 -20	
		Entitled to attend	Attended
Mr. Biswanath Patnaik (Chairman)	Non – Executive & Independent Director	2	2
Mr. Nikhil Agarwal	Non – Executive & Non Independent Director	1	1
Ms. Rajrani Aggarwal	Non- Executive & Independent Director	2	2
Mr. Shardul Sudhakar Ranade (Chairman)	Non – Executive & Independent Director	4	4
Mr. Jitendra Balkrishna Bhoir	Non – Executive & Independent Director	4	4
Mrs. Anagha Mahesh Bhoir	Non – Executive & Non-Independent Director	4	4

The Chairman of the Committee was Mr. Biswanath Patnaik , a Non-Executive and Independent Director nominated by the Board. After his resignation on 15th July, 2019 Mr. Shardul Sudhakar Ranade was appointed as Chairman of the Committee with immediate effect, with Mr. Jitendra Bhoir Balkrishna and Mrs. Anagha Mahesh Bhoir appointed as member of the Company.

Mr. Nikhil Agarwal and Mrs. Rajrani Aggarwal former member of the Committee resigned on 19th June, 2019 and 15th July, 2019 respectively.

➤ **NOMINATION AND REMUNERATION COMMITTEE**

The Board constituted a Nomination and Remuneration Committee on pursuant to Regulation 19 of SEBI Listing Regulations. The role, term of reference, authority and powers of the Nomination and Remuneration Committee as stated in Companies Act, 2013 and SEBI LODR, 2015.

The broad terms of reference of the nomination and remuneration committee are as under:

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

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

During the year under review, the Committee met Five times on 19.06.2019, 15.07.2019, 29.08.2019, 30.09.2019 and 09.01.2020.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2019-20	
		Entitled to Attend	Attended
Mr. Biswanath Patnaik (Chairman)	Non – Executive & Independent Director	2	2
Mr. Nikhil Agarwal	Non – Executive & Non Independent Director	1	0
Ms. Rajrani Aggarwal	Non- Executive & Independent Director	2	2
Mr. Jitendra Balkrishna Bhoir (Chairman)	Non – Executive & Independent Director	3	3
Mr. Shardul Sudhakar Ranade	Non – Executive & Independent Director	3	3
Mrs. Anagha Mahesh Bhoir	Non – Executive & Non-Independent Director	3	2

The Chairman of the Committee was Mr. Biswanath Patnaik , a Non-Executive and Independent Director nominated by the Board. After his resignation on 15th July, 2019, Mr. Jitendra Bhoir Balkrishna was appointed as Chairman of the Committee, with Mr. Shardul Sudhakar Ranade and Mrs. Anagha Mahesh

Bhoir appointed as member of the Company.

Mr. Nikhil Agarwal and Mrs. Rajrani Aggarwal former member of the Committee resigned on 19th June, 2019 and 15th July, 2019 respectively.

Details on Performance Evaluation and Remuneration

Performance Evaluation

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

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

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

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

Remuneration of Directors

Remuneration to Executive Director

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

Name	Salary (Per Month)*	Perquisites, Benefits, etc., (fixed Components)	Performance Linked Incentive	Term
Mr. Ramaswamy Narayan Iyer (Managing Director)	30,000/-	Nil	Nil	3 years

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

Remuneration to Non-Executive Directors

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

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

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

➔ STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

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

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

Meetings, Attendance, Composition of the Stakeholders Relationship Committee:

During the year under review, the Committee met four times on 15.05.2019, 13.08.2019, 14.11.2019 and 13.02.2020. All the directors were present in the meeting

The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2019-20	
		Entitled to Attend	Attended
Mr. Biswanath Patnaik (Chairman)	Non – Executive & Independent Director	1	1
Mr. Nikhil Agarwal	Non – Executive & Non Independent Director	1	1
Ms. Rajrani Aggarwal	Non- Executive & Independent Director	1	1
Mr. Shardul Sudhakar Ranade (Chairman)	Non – Executive & Independent Director	3	3
Mr. Jitendra Balkrishna Bhoir	Non – Executive & Independent Director	3	3
Mrs. Anagha Mahesh Bhoir	Non – Executive & Non-Independent Director	3	3

Name and designation of Compliance Officer:

Mr. Chimman Lal Agrawal had resigned from the post of Company Secretary and Compliance Officer w.e.f 19.06.2019. After which, Mr. Jeet Rajen Shah, Director was appointed as Compliance Officer. Mrs. Arpita Chowdhury was further appointed as Company Secretary and Compliance Officer w.e.f 29th August, 2019.

Shareholders' Complaints received, solved and pending

No complaints were received by the Company or the RTA during the financial year 2019-20.

(IV) GENERAL BODY MEETING

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

Particulars	FY 2016-2017	FY 2017-2018	FY 2018-2019
Date and time	28 th September, 2017 at 10:30 A.M.	29 th September, 2018 at 10:30 AM	30 th September, 2019 at 3:00 P.M
Venue	Room No 101, 145A/9, Kishan Garh Opp. Community Hall Vasant Kunj, New Delhi-110070	Room No: 101, 145A/9, Kishan Garh, Vasant Kunj, New Delhi-110070	FabHotel Imperial Villa, Main Ring Road, Block-O, Lajpat Nagar -III, New Delhi-110024
Special Resolution	No	No	No

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.

Postal Ballot were not conducted during the last year. However, in the year 19-20, Postal Ballot was conducted for taking approval of shareholders for three resolutions of which two were special resolutions. The Postal Ballot Notice was sent to all members whose name appeared in the Register of Members on 29th November, 2019. The Shareholder were given the option to vote either through physical ballot or remote e-voting. As per the provision of Section 110 of the Companies Act, 2013, the shareholders were given 30 days time to vote from dispatch of Notice. The details on date of dispatch, voting tenure etc, were also published in the Newspaper. Intimations were also given to the Stock Exchange. Following are the Resolution passed through Postal Ballot in compliance with the provisions of Companies Act, 2013, SEBI LODR and Secretarial Standards:

Resolutions	Resolution Type
To Borrow in excess of the limit prescribed under section 180 (1)(c)	Special Resolution
To make Investments, Loans Guarantees or Securities in excess of the limit prescribed under section 186	Special Resolution
To Approve the Related Party Transactions	Ordinary Resolution

The Directors of the Company and Company Secretary conducted the postal ballot exercise. Mr. Rushabh Narendra Doshi, Practicing Company Secretary was appointed as scrutinizer or conducting the postal ballot process in a fair and transparent manner and issue report on votes cast on the proposed resolutions.

Result of Postal Ballot as declared on 14th January, 2020 was deemed to be passed on 10th January, 2020 Le. the last date of receipt of duly completed Postal ballot forms and e—voting.

(V) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company for the financial year 19-20 were generally published in Financial Express (English Newspaper) and Jansatta (In Regional Language). The results are also displayed on the Company’s website at “www.integratelesoftware.com”.

(VI) GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting (AGM) for FY 2019-20

Day, Date & Time	Wednesday, 30 th September, 2020
Mode of Conducting AGM	The Company is conducting AGM through VC/OAVM
Book Closure Date	23 rd September, 2020 to 29 th September,2020
Dividend Payment Date	N.A.

b. Details of Stock Exchange, Scrip & Listing Fees Confirmation

The Equity Shares of the Company are listed on:

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

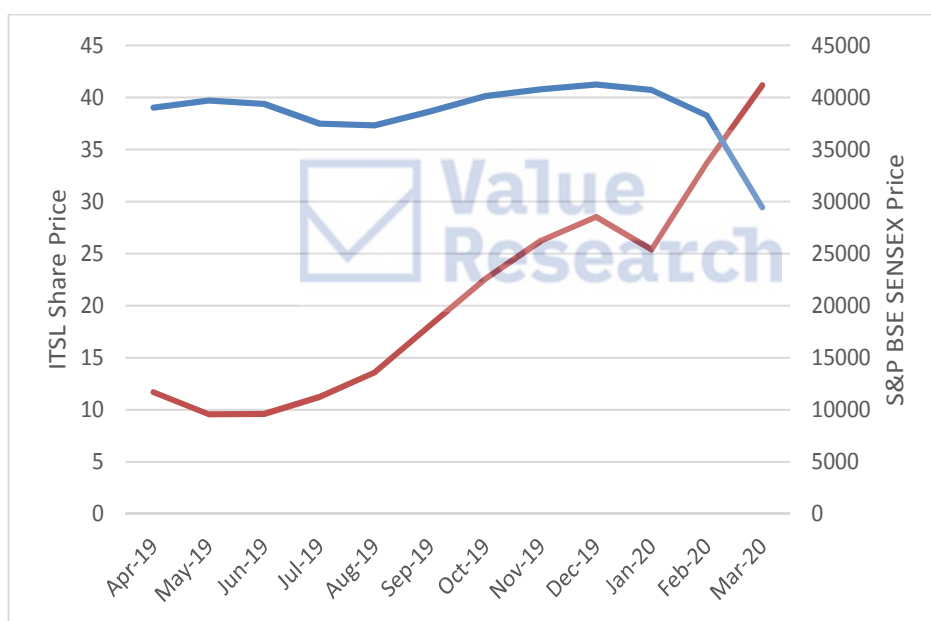
Listing Fees as applicable have been paid for F.Y. 2019-20. However annual listing fees for the financial year 2020-21 has not been paid till date.

c. Market Price data during each month in the Financial Year 19-20

The market price date-high, low during each month in the financial year 19-20 are as follows:

Month	High (Rs.)	Low (Rs.)
Apr-19	11.70	11.70
May-19	11.70	9.60
Jun-19	9.63	9.45
Jul-19	11.47	9.82
Aug-19	13.60	11.30
Sep-19	18.11	13.87
Oct-19	22.60	18.45
Nov-19	26.80	23.05
Dec-19	30.85	25.50
Jan-20	28.00	22.70
Feb-20	33.80	25.40
Mar-20	41.20	33.80

d. Performance in Comparison to S&P BSE SENSEX



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

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

M/s Abhipra Capital Limited
 A-387, Dilkhush Industrial Area, GT Kamal Road
 Azadpur, Delhi-110033
 Contact No.: 011-42390909, E-mail: rta@abhipra.com;
 Website: <https://www.abhipra.com>

f. Share Transfer System:

In order to expedite the process of shares transfers, the Board has delegate the power to Abhipra Capital

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

g. Distribution of Shareholding as on 31st March, 2020

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Upto 2,500	156	37.956	44920	0.043
2,501-5000	4	0.973	14810	0.014
5,001 To 10,000	112	27.251	958290	0.907
10,001 To 20,000	11	2.676	191100	0.181
20,001 To 30,000	2	0.487	54110	0.051
3,0001 To 40,000	6	1.460	202420	0.192
40,001 To 50,000	6	1.460	258610	0.245
50,001 To 1,00,000	4	0.973	300450	0.285
1,00,001 and Above	110	26.764	103575290	98.083
Total	411	100	105600000	100

Categories of equity shareholders as on March 31, 2020:

Category	Total No. of Shares	Percentage
Promoter & Promoter Group		
a) Individual	90000	8.52
b) Body Corporate	5693299	53.91
Public		
a) Institutional Shareholding	-	-
b) General Public	2190127	20.74
c) Body Corporate	1776549	16.82
d) Others	25	0.0002

h. Dematerialization of Shares And Liquidity

The Company shares are traded in dematerialized form. As on 31st March, 2020 87.58% of the Company's shares are held in dematerialized form. The Company's International Securities Identification Number (ISIN) is INE256F01019.

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

i. Address for Correspondence

REGISTERED OFFICE	CORPORATE OFFICE
Flat 901B, Devia Tower 6, Nehru Place, New Delhi, South Delhi – 110019 Contact: 011-4100 8327 E-mail: info@integratesoftware.com/cs@sjagroup.co.in	610/611, Nirmal Galaxy Avior L.B.S Road, Near Johnson & Johnson, Mulund (West), Mumbai-400080 Contact: 022-6198 2800 E-mail: info@integratesoftware.com/cs@sjagroup.co.in

(VII) OTHER DISCLOSURES

a. Related party transactions

The required disclosure with respect to the related party transactions, if any were duly made to Audit Committee on a quarterly basis in terms of Regulation 23 and other applicable laws. As per Regulation 23(9) of SEBI LODR, 2015 details of related party transaction were disclosed to the Stock Exchange. Approval for material related party transactions were also taken from shareholders via postal ballot. Transactions with related parties are disclosed in the Notes to Accounts as part of Financial Statements. The policy on dealing with related party transaction is also hosted on the website of the company at <http://www.integratesoftware.com/>

b. Material Subsidiary Companies:

The Company does not have any material subsidiary companies. However, policy for determining material subsidiary is not required.

c. Whistle Blower Policy

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

d. Details of Non-Compliance

During the year under review 19-20, Non-compliance were reported under Regulation 27(2), 31 and 17(1) of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 due to late submission or Composition of Board. Accordingly, the Company took immediate action and replied/paid for the respective non-compliances to the earliest and complied with the same. As on financial

year ended, 31st March, 2020 was in Compliance with the applicable regulation of SEBI LODR,2015 for the financial year 19-20.

e. Details of Compliance with Mandatory and Non- Mandatory requirements

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

The Company has complied with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 as on 31st March, 2020. A certificate from Practicing Company Secretary in Compliance with conditions of corporate governance is annexed to the report.

f. Details of utilization of funds raised

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

g. Certificate from Practicing Company Secretary

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

h. Disclosure in terms of Sexual Harassment of Women at Workplace

No Complaints were received during the year 2019-20 under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act,2013.

i. Payment of fees to Statutory Auditor

During the Financial year 19-20, fees paid to M/s S. Agrawal and Co., Chartered Accountants for conducting statutory audit of Our Company is stated in Notes annexed to the financial statement of the Company.

j. Code of Conduct:

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

By order of the Board
For Integra Telecommunication and Software
Limited

Place: Mumbai
Date:07/09/2020

Jeet Rajen Shah
Director and CFO
DIN: 06948326

Ramaswamy Narayan Iyer
Managing Director
DIN: 03045662