

TO BE ENCLOSED.

Annexure - B

INTERGRATED DIGITAL INFO SERVICES LIMITED

12th Annual Report

Board of Directors

Mr. C. Padmanabhan
Mrs. Vijayam Padmanabhan
Mr. S. Gurumurthi

Registered Office

Developed Plot No. 163, Dr. Vikram Sarabai
Industrial Estate, Perungudi,
Chennai – 600 096

Auditors

M/s. K. C. Raj Kumar & Co
Chartered Accountants
175 & 176, Level-I, IOA Complex,
No.69, Royapettah high road,
Royapettah,
Chennai – 600 014.

Registrar & Share Transfer Agents

CAMEO CORPORATE SERVICES LIMITED
Subramaniam Buildings,
No.1, Club House Road,
Chennai – 600 002

Bankers

Punjab & Sind Bank – Adyar, Chennai.

CONTENTS

Sl. No.	Particulars
1.	Cover page
2.	Index
3.	Notice
4.	Directors Report
5.	Information of directors under clause 49
6.	Report of the Directors & Management Discussion and Analysis
7.	Auditor's Report
8.	Balance Sheet
9.	Profit and Loss Account
10.	Schedules
11.	Cash Flow Statements
12.	Notes to the Accounts
13.	Balance Sheet Abstract
14.	Attendance Slip & Proxy Form

(Letter head of the company)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of **Intergrated Digital Info Services Limited** will be held on Friday, 30th December 2012 at Youth Hostel, 2nd Avenue, Indira Nagar, Adayar, Chennai – 600020 at 10.30 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account for the period ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in the place of Mr. Gurumurthy, who retires by rotation and is eligible for reappointment.
3. To appoint Mr.R.Suryanarayanan,Chartered Accountant,Chennai in the place of retiring Auditors,M/s. K.C. Raj Kumar & Co, Chartered Accountants, Chennai, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors in addition to reimbursement of out of pocket expenses.

SPECIAL BUSINESS ;

4. To consider and if thought fit, to pass with or without modifications the following resolution as an **ordinary resolution**:

“RESOLVED THAT Mr.Rajaram Khandige who was co-opted as an Additional Director in the meeting of the Board of Directors held on 01st September 2011 and who holds office as such up to the date of commencement of this Annual General Meeting and in respect of whom the company has received notice in writing from a member proposing him as candidate for the office of Director under the provisions of the section 257 of the Companies Act,1956 along with the deposit of Rs.500/- and who is eligible for appointment to the office of Director ,be and is hereby appointed as Director of the Company”.

"FURTHER RESOLVED that Mr.C.Padmanabhan, Managing Director of the Company be and is hereby authorised to file necessary form with the Registrar of Companies, Chennai and to do necessary acts in this regard."

By Order of the Board
for **Intergrated Digital Info Services Limited**

Place: Chennai
Date: 04.12.2011

sd/-
C. Padmanaabhan
Chairman & Managing Director

NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and a proxy need not be a member of the company.*
2. *The instrument appointing proxy must be sent so as to reach the Registered Office of the company not later than 48 hours before the time fixed for the commencement of the meeting.*
3. *The Register of Members and Share Transfer Books will remain closed from 29.12.2011 to 30.12.2011 (Both days inclusive).*
4. *Members are requested to notify immediately any change in their address to the Registered office of the Company.*
5. *Members/proxies should bring their attendance slips duly filled in for attending the meeting. Members are requested to bring their copy of the Annual Report to the Meeting.*
6. *Corporate members are requested to send a duly certified copy of the Board resolution authorising their representative to attend and vote at the Annual General Meeting.*
7. *Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their queries in writing to any Director at least 10 days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.*
8. *Members are requested to address all their correspondence including share transfer matters and change in their addresses to:*

Intergrated Digital Info Services Limited
Developed Plot No. 163,
Dr. Vikram Sarabai,
Industrial Estate, Perungudi,
Chennai – 600 096
Tel: 43132380/1/2
Fax: 43132388

Cameo Corporate Service Limited
"Subramanian Building"
No.1, Club House Road,
Chennai – 600 002
Tel: 91 44 28460390
Fax: 91 44 28460129
E-mail: cameosys@satyam.net.in
WEB: www.idis.co.in

Explanatory Statement attached as required under Section 173(2) of Companies Act, 1956

Item No.4

Mr.Rajaram Khandige who was co-opted as Additional Director in the Board Meeting held on 01st September 2011, holds the office upto the date of this Meeting as per the provisions of section 260 of the Companies Act, 1956.A notice has been received from a member signifying his intention to propose his appointment as Director along with the Deposit of Rs.500/-as required by the section 257 of the Companies Act, 1956.

Hence this resolution to be passed as ordinary resolution.

None of the Directors are interested in the resolution

DIRECTORS' REPORT

The Board of Directors have pleasure in presenting the Twelfth Annual Report together with the Audited Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS

Particulars	Current Year	Last Year
	2010-11	2009-10
	(Rs.in '000')	(Rs.in '000')
Income from software services	--	--
Sale of traded shares	--	--
Other income	1207	--
Total Expenditure	761	4149
Profit before Depreciation and tax	(446)	(4149)
Less:		
Depreciation on fixed assets	10,275	16,864
Depreciation on investments	--	--
Net profit / (Loss) after tax	(9,829)	(21,013)
Add: Provision for contingencies written back	--	--
Deferred tax	--	--
Amount transferred to Reserves & Surplus	(4,61,305)	(4,51,476)
Paid up Equity share capital	1,49,776	1,49,776

DIVIDEND:

No Dividend has been recommended by the Board for the year under review.

DEPOSITS:

Your Company has not accepted any deposits from the public during the year under review.

DIRECTORS:

During the year, Mr. Gurumurthy is retiring by rotation and have conveyed his willingness to continue as Director of the Company. Mr.Rajaram Khandige was co-opted as Additional

Director on the board meeting held on 01st September 2011 and to be regularize as Ordinary Director in this Annual General Meeting.

AUDITORS:

Mr.R.Suryanarayanan,Chartered Accountant,Chennai is appointed as Statutory Auditor in the place of retiring Auditors M/s. **K. C. Raj Kumar & Co**, Chartered Accountants,at the conclusion of this Annual General Meeting.

STATUTORY INFORMATION:

Particulars of Employees

None of the employees were in receipt of remuneration in excess of the limits specified in Section 217 (2A) of the Companies Act, 1956 read with Companies (particulars of Employees) Rules, 1975 as amended.

Conservation of energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company is conscious of its commitment of constant technology absorption, conservation of energy and environmental impact of the industry.

Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 and Particulars of Foreign Exchange Earnings and Outgo

Particulars of Foreign Exchange and Outgo –

- a) Foreign Exchange Earnings -NIL
- b) Foreign Exchange Outgo - NIL

EXPLANATION TO AUDITORS' QUALIFICATIONS(S) :

Explanation Regarding Overdue to TIIC and Bank of Baroda :

The company has overdue to The Tamilnadu Industrial Investment Corporation Limited (TIIC) and Bank of Baroda. The exact extent of interest up to the date of this Balance Sheet has neither been ascertained nor provided for in the books of the company. This is because the company on the one hand and TIIC and Bank of Baroda on the other have been discussing One Time Settlement and have expressed mutual keenness in bringing about a solution as

per the norms of One Time Settlement laid down by the respective organizations. Your Directors are confident that a settlement will be reached during the current financial year.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217(2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. That the selected accounting policies were applied consistently and the directors 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 as at March 31, 2011 and of the loss of the Company for the year ended on that date.
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

The Company has complied with the mandatory requirements of Corporate Governance as prescribed in the Listing Agreement entered into with the Stock Exchanges to the extent possible, taking into account, the operational requirements, financial position of the Company etc. A separate report on Corporate Governance along with the Auditor's Certificate on its compliance is attached as Annexure to this report.

ACKNOWLEDGEMENT:

The Board acknowledges the co-operation and support extended by the Bankers, employees, consultants and suppliers.

Place: Chennai
Date: 04.12.2011

For and on behalf of the Board

Sd/-
Mr. C. Padmanabhan
Chairman & Managing Director

Additional Information on persons seeking re-appointment at the Twelfth Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

The brief resume, experience and functional expertise and the membership on the various Boards of Directors proposed to be re-appointed at Sl. No. 2 of the Notice as required under Clause 49 of the Listing Agreement are furnished below.

Name of the Director	Age	Date of Birth	Date of Appointment	Qualification	Experience in Specific-Functional area	List of Companies in which directorship held in other companies	Shareholding	Chairman / Members of the committee of the board of Companies in which he is Director
Mr.Gurumurthy	57	18.11.1954	28.06.2006	B.Com	Has wide experience in Accountancy Management and Finance	Nil	Nil	NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Clause 49 of Listing Agreement, the Management Discussion and Analysis Report are as under:

(i) Industrial structure and development or Growth and Market Trends:

Due to recession in the industry, over all marketing condition of the company finds difficult to market its products viz., Massman Genie and DMR+. However, company believes in future growth and prospectus of its products.

(ii) Opportunities and Threats:

Opportunities

In the cargo segment, the corporates have started depending on a total logistics solution rather than mere transportation. As a result, critical and scientific management techniques have to be necessarily adopted by the logistics providers, if they are to offer meaningful service to meet the increasing demands of the industry.

Threats

The market being national, our company has to gear up for national level operation in quick time. Our financial propensity to grow at national level at this time is probably the only restraint that could jeopardize the monopolistic market condition that we enjoy. Otherwise, the management is unable to perceive any other threat for either of the two product ranges.

(iv) Outlook, risks and concerns:

Outlook

The motto of the company namely the **Pioneering Spirit, Technical Superiority and Commitment to Service** have not been changed or compromised.

(v) Internal control systems and their adequacy:

The company is continued to practice of existing internal control system covering financial and operational concerns. The Advisory Board with a financial committee have been functioning efficiently has ensured that the interest of the shareholders is the prime focus.

(vi) Financial performance:

Particulars	Current Year	Last Year
	2010-11 (Rs.in '000')	2009-10 (Rs.in '000')
Income from software services	--	--
Sale of traded shares	--	--
Other income	1,207	--
Total Expenditure	761	4,149
Profit before Depreciation and tax	(446)	(4,149)

Less:		
Depreciation on fixed assets	10,275	16,864
Depreciation on investments	--	--
Net profit / (Loss) after tax	(9,829)	(21,013)
Add: Provision for contingencies written back	--	--
Deferred tax	--	--
Amount transferred to Reserves & Surplus	(4,61,305)	(4,51,476)
Paid up Equity share capital	1,49,776	1,49,776

(vii) Human Assets:

The company has cordial relationship with its employees and has provided good opportunities for training and all round development.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2010-11

(As required under Clause 49 of the Listing Agreement entered into with the stock exchanges)

1. Company's Philosophy:

The Company firmly believes in and has consistently endeavored to practice good corporate governance.

The Company firmly believes in the values of transparency, professionalism and accountability in its dealings with its customers, employees, shareholders and with every individual who comes in contact with the company.

2. Board of Directors:

(1) Composition

The Board of Directors of the Company comprises 8 Directors. The composition of the Board of Directors as on 31st March 2011 and the number of other Directorships/Committee memberships held by them is as under:

S. No	Name of Director	Executive/Non Executive/Independent	Number of Other Directorships	Number of Board Committee Membership held in other Companies
1	Mr. C. Padmanaabhan	P/M. D	NILL	NILL
2	Mrs. Vijayam Padmanaabhan	P/N. E. D	1	NILL
3	Mr. C. P. Shriharish	P/N. E. D	1	NILL
4	Mr. C. P. Shrikrishna	P/ E. D	2	NILL
5	Mr. K. Vasudevan	N. E. D/I. D	NILL	NILL
6	Mr. K. Sriraman	N. E. D/I. D	NILL	NILL
7	Mr. Gurumurthi	N. E. D/I. D	1	NILL
8	Mr. C. G. Ramesh Babu	N. E. D/I. D	NILL	NILL

P: Promoters; NED: Non-Executive Director; ID: Independent Director; M.D: Managing Director; ED: Executive Director

(2) Number of Board of Directors Meetings held and dates on which held

The Board of directors met **5(Five)** times during the financial year 2010-11.i.e., on, **28.04.2010, 30.07.2010,19.08.2010, 29.10.2010, 29.01.2011.**

(3) Attendance of Board of Directors at the Board Meetings and the Annual General Meeting

Board of Directors	No of Board meetings attended	Whether attended the last AGM
Mr. C. Padmanaabhan	5	YES
Mrs. Vijayam Padmanaabhan	5	YES
Mr. C. P. Shriharish	5	YES
Mr. C. P. Shrikrishna	5	YES
Mr. K. Vasudevan	4	YES
Mr. Gurumurthi	3	YES
Mr. K. Sriraman	2	NO
Mr. C. G. Ramesh Babu	2	NO

(4) Remuneration to the Directors for the Financial Year 2010-2011

Remuneration of Managing Director and Whole-time Directors has waived by the Board of Directors during the Financial year.

(5) Code of Conduct for Board of Directors and senior management Personnel:

The company has adopted a Code of Conduct for Board of Directors and senior management (The Code). The Code has been communicated to directors and the members of the senior management. All board members and senior management have confirmed compliance with the code for the year ended 31st March 2011. The annual report contains a declaration to this effect signed by C.Padmanabhan as the compliance officer for the code.

3. Audit Committee:

i) Composition

The Audit Committee comprising of Mr. S. Gurumurthi, Mr. C. P. Shrikrishna & Mr. K. Vasudevan is in accordance with the provisions of Clause 49 of the Listing Agreement entered by the Company with Stock Exchanges.

The committee oversees company's financial reporting process and disclosure of financial information, internal control system, recommending appointment/ reappointment of external and internal auditors, fixation of audit fees, the scope of audit including the observations of the auditors and review the quarterly unaudited / audited, half-yearly review report and the annual financial statements. It is authorized to select and establish accounting policies, review reports of the statutory and internal auditors and meet with them to discuss their findings, suggestions and other related matters.

Mr. S. Gurumurthi is the Chairman of the Committee.

The Committee held 4 meetings during the year 2010-2011. The compliance officer of the company also attended the meetings of the Audit committee. The attendance of the members at the meetings was as under:

MEMBERS	No of meetings attended
Mr. S. Gurumurthy	4
Mr. C. P. Shrikrishna	3
Mr. K.Vasudevan	4

4. Shareholders / Investor Grievance and Share Transfer Committee:

The Committee was constituted by the Board of Directors. The functions and powers of the shareholders / investors grievance committee include review and redressal of complaints received from shareholders relating to transfer etc. The role of the committee includes power to approve transfers and transmission of shares, transposition and issue of new /duplicate share certificates.

The Committee consists of 3 directors. The composition of the Committee is under:

1. Mr. K. Sriraman
2. Mr. Gurumurthi
3. Mr. C.P. Shrikrishna

The Committee met 6 (Six) times during the financial year.

5. Remuneration committee:

The company has set up remuneration committee to determine and approve the remuneration package for executive directors including pension right and any compensation payment. The committee consists of 3 Non-Executive and Independent members.

5. General Body Meetings:

Location and time of last 3 Annual General Meetings are as under:

Year	Venue	Date	Time
2009-10	Youth Hostel, 2 nd Avenue, Indira Nagar, Adyar, Chennai-600 020	28.01.2011	10.30.a.m.
2008-09	Youth Hostel, 2 nd Avenue, Indira nagar, Adyar, Chennai – 600 020.	26.09.2009	10.30.a.m
2007-08	Youth Hostel, 2 nd Avenue, Indira nagar, Adyar, Chennai – 600 020.	28.04.2008	02.30 p.m.

The under mentioned Special Resolutions were passed in the previous three Annual General Meetings

Date of AGM	Special Resolution passed
-------------	---------------------------

28.04.2008	Increase of Remuneration of Mr.C.Padmanabhan, Chairman & Managing Director (ii) Utilizing Revaluation of assts to adjust accumulated losses. (iii) Increase of Remuneration of Mr.C.P. Shriharish, Whole-time Director, (iv) Increase of Remuneration of Mr.C.P.Shrikrishna, Whole-time Director (v) monthly payment of Rs.20,000/- to Mr.K.Vasudevan, Director under section 314(1) of the Act (vi) Monthly payment of Rs.20,000/- to Mr.K.Sriraman, Director under section 314(1) of the Act.
------------	---

Disclosures:

During the year 2010-11, the Company had no material significant related party transaction, which is considered to have potential conflict with the interests of the Company at large.

There has not been major non compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to the capital markets during the last three years.

8. CFO/CEO Certification:

The Chairman and Managing Director and the Chief Financial Officer of the Company give certification on financial reporting and internal controls to the Board in terms of Clause 49.

9. Means of Communication

The Quarterly, Half yearly and Annual Results are generally published by the Company in Makkal-kural and Trinity Mirror.

The Management discussion and analysis report has been attached to Directors' report and forms part of the Annual Report.

10. General Shareholder Information

Registered office: Developed Plot No. 163, Dr. Vikram Sarabhai Industrial Estate, Perungudi Chennai – 600 096

Annual General Meeting

Date and Time	30.12.2011 at 10.30 a.m.
Venue	Youth Hostel, 2 nd Avenue, Indira Nagar ,Adyar, Chennai - 600 020

Financial Year 2010-11

The financial year covers the period from 1st April to 31st March.

The financial reporting for 2011-12 (Tentative):

Results for Quarter ending 30 th June 2011	Last week of July 2011
Results for Quarter ending 30 th September 2011	Last week of October 2011
Results for Quarter ending 31 st December 2011	Last week of January 2012
Results for Quarter ending 31 st March 2012	Last week of April 2012
AGM for the year ending 31 st March 2011	Last Week of December 2011

Date of Book closure:

The period of book closure is fixed from 29.12.2011 to 30.12.2011 (both days inclusive)

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

Not applicable

Listing on Stock Exchanges and Stock Code:

The shares of the Company are listed in the following Stock Exchanges:

- The Stock Exchange, Mumbai, Phiroze Jeejeboy Towers, 25th Floor, Dalal Street, Mumbai -400 001.
- Madras Stock Exchange Ltd. Exchange Building, 11, Second Line Beach, Chennai-600 001.

The Company has paid the annual listing fees to The Stock Exchange, Mumbai for the year 2010-2011.

Stock Code: (Equity Shares – Physical Form): INTERGRATED DIGITAL INFO SERVICES LIMITED
(Demat – ISIN No.) : **INE762G01014**

Market Information

There has been no transaction in the Madras Stock Exchange during the financial year. The Highest and Lowest rates at which the Company's shares in the Mumbai Stock Exchange are as follows.

Month & Year	Highest	Lowest
Apr 2010	3.55	2.74
May 2010	3.63	3.02
Jun 2010	3.67	3.00
July 2010	3.45	2.80
Aug 2010	3.23	2.55
Sep 2010	3.06	2.52
Oct 2010	2.86	2.29
Nov 2010	3.03	2.21

Dec 2010	3.70	2.21
Jan 2011	3.89	2.54
Feb 2011	2.55	1.72
Mar 2011	1.97	1.43

Sensex Information at Mumbai Stock Exchange in the financial year is furnished hereunder.

Distribution of Shareholding as on 31.03.2011

No of Equity shares held	No of shareholders	No of shares
Upto 500	16456	2009123
501 – 1000	1273	1152803
1001 – 2000	320	460938
2001 – 3000	99	254603
3001 – 4000	43	146608
4001 – 5000	69	326109
5001 – 10000	81	589391
10001 and above	89	10038051
Total	18430	14977626

Shareholding Pattern

S. No	Category	No of shares	% of Shares
1.	Indian Promoters	5232233	34.93
2.	Foreign Promoters	--	--
3.	Mutual Funds and UTI	400	0.00
4.	Banks, Financial Institutions	300	0.00
5.	Insurance Companies	--	--
6.	Central/State Govt. Institutions	--	--
7.	Non-Govt. Institutions	--	--
8.	Foreign Institutional Investors	19100	0.13
9.	Private Bodies Corporates	3135602	20.94
10.	Indian Public	6514468	43.49
11.	NRIs / OCBs	75523	0.50
12.	Any Others	--	--

Total	1,49,77,626	100.00
--------------	--------------------	---------------

Auditor's Certificate on compliance of the provisions of the Code of Corporate Governance in the listing agreement.

We have examined the compliance of conditions of Corporate Governance by Intergrated Digital Info Services Limited ("The Company") for the year ended on 31st March 2011, as stipulated in Clause 49 of Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K.C. Raj Kumar & Co,
Chartered Accountants**

Sd/-
K.C. Raj Kumar
Proprietor
Membership No: 207689
Date:04.12.2011

Declaration pursuant to Clause 49 of the listing agreement regarding adherence to the Code of Conduct

To

The Shareholders of Intergrated Digital Info Services Limited.

We hereby declare that all members of the Board and senior management personnel have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the company formulated by the board of directors for the financial year ended 31st March 2011.

Place: Chennai
Date: 04.12.2011

Sd/-

**C. Padmanabhan
Managing Director**

**AUDITOR'S REPORT TO THE MEMBERS OF INTEGRATED
DIGITAL INFO SERVICES LIMITED.**

1. We have audited the attached Balance Sheet of **Integrated Digital Info Services Limited, Developed Plot no:163, Dr.Vikram Sarabhai Industrial Estate, Perungudi, Chennai – 600 096.** as at 31st March 2011 and the Profit and Loss Account and the cash flow statement 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 based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. These 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 includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3.As required by the companies (Auditors Report), 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956,we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.

4.Further to our comments in the Annexure referred to above, We report 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 accounts as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet and Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of accounts.

- d. In our opinion, the Balance Sheet and Profit and Loss account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- e. On the basis of written representations received from the Directors of the Company as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified from being appointed as a Director in terms of clause (g) of sub-section (l) of Section 274 of the Companies Act, 1956 as on the said date.
- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon give the information required by the companies act 1956, in the manner so required and give a 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 affairs of the Company as at 31st March 2011; and
 - (ii) In the case of the Profit & Loss Account, of the profit for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the profit for the year ended on that date.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date : 04.12.2011

FOR K C RAJ KUMAR & CO
CHARTERED ACCOUNTANTS
Sd/-
(K C RAJKUMAR)
CHARTERED ACCOUNTANTS
MEMBERSHIP NO.: 207689

ANNEXURE REFERRED TO IN PARA 3 OF OUR REPORT OF EVEN DATE

- (i)
 - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) These fixed assets have not been physically verified by the management at reasonable intervals.
 - (c) No substantial part of fixed assets have been disposed off during the year.
- (ii)
 - (a) The physical verification of inventory has been conducted at reasonable intervals by the management;
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) There is no addition and deletion of stock during the year and we have relied on the certificate obtained from the management for the value of inventories as on 31.3.2011. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii)
 - (a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act.
 - (b) The company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (iv) The company has an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and service.
- (v)
 - (a) Based on the audit procedure applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered in the register maintained in pursuance of section 301 of the Act have been properly dealt with.
 - (b) According to the information and explanations given to us , there are no transactions to be entered in the register maintained under section 301 of the Act exceeding value of rupees five lakhs during the year
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public.
- (vii) The company has internal audit system which, in our opinion, is commensurate with the size and nature of its business

- (viii) The central government has not prescribed maintenance of cost records under section 209(1)(d) of the company's Act.
- (ix)
- (a) As the Company is in process of revival it has not registered themselves with the PF/ESI and other Statutory Bodies. The Company has started filing of Income Tax Return from the Assessment Year 2007-08.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Wealth Tax, Sales Tax, Customs duty, Excise Duty and Cess were in arrears as at 31st March, 2011 for a period of more than six months from the date they became payable.
- (ix) We were informed by the management that the Company has negotiated a One Time Settlement, the amount due by the company (OTS) to TIIC. Based on this One Time Settlement , the amount due by the company to TICC has been arrived at Rs 2.00 crores. During the Year 2007-2008 the One Time Settlement(OTS) has not taken place. No interest has been provided for the Current Year 2010-2011. The impact of this non provision in the accounts is not ascertainable. Similarly, interest has not been provided in the accounts for amounts due to Bank of Baroda and the impact of the same is not ascertainable.
- (x) The Company is not a Chit Fund/Nidhi/Mutual Benefit Fund/Society and Clause (xiii) of the Order is not applicable.

In our opinion the provision of Rs.2.00 Crores is inadequate and requires upward revision. We are not able to arrive at the exact dues to TIIC and hence we are not able to quantify the same.

- xii) The Company is not dealing or trading in shares, securities, debentures and other investments.
- xiii) According to the information and explanations given to us the Company has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- xiv) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they have been obtained.

- xv) On the basis of our examination of the Balance Sheet of the company and according to the explanations given to us, in our opinion, funds raised on short-term basis have not been used for long-term investment.
- xvi) The Company has not allowed any shares on preferential basis to parties and companies covered in the register maintained under Section 301 of the Act.
- xvii) The Company has not issued any kind of Debentures.
- xviii) During the year, the Company has not raised any money by issue of shares to the Public.
- xix) No fraud on or by the company has been noticed or reported during the year.

Place: Chennai

Date: 04.12.2011

For K.C.RAJ KUMAR & CO.,
Chartered Accountant,

Sd/-

(K.C. RAJ KUMAR)

Proprietor- Membership No: 207689

175 & 176, Level 1,IOA Complex,

#69, Royapettah High Road ,

Royapettah, Chennai-600014.

INTERGRATED DIGITAL INFO SERVICES LIMITED
 Developed Plot No.163,Dr.V.S.I. Estate,Perungudi,Chennai-600 096

BALANCE SHEET AS ON 31.03.2011

Rs. '000

PARTICULARS	Schedule No.	As at	
		31.03.2011	31.03.2010
I. SOURCES OF FUNDS :			
Shareholders' Funds			
a) Capital	I	149,776	149,776
b) Reserves & Surplus	II	(29,242)	(19,413)
Loan Funds			
a) Secured Loans	III	24,765	24,765
b) Unsecured Loans	IV	66,513	68,823
Total		211,812	223,950
II. APPLICATION OF FUNDS			
Fixed Assets			
a) Gross Block	V	285,412	285,412
b) Less Depreciation		109,066	98,791
c) Net Block		176,346	186,621
Investments			
a) Investments	VI	Nil	Nil
Current Assets, Loans & Advances			
a) Inventories	VII	Nil	Nil
c) Cash & Bank Balances	VIII	10	37
d) Loans & Advances	IX	46,654	48,222
		46,664	48,259
(-) Current Liabilities & Provisions:			
a) Current Liabilities	X	11,198	10,930
		11,198	10,930
Net Current Assets		35,465	37,329
Miscellaneous expenditure (To the extent not written off)			
Profit & Loss Account			
Total		211,812	223,950
Notes on Accounts	XV		

As per our report annexed
 K.C.RAJKUMAR & CO
 Chartered Accountants,
 Sd/-
 K.C.RAJKUMAR
 Proprietor
 Membership No.207689
 Place : Chennai
 Date : 04.12.2011

sd/-
 C.PADMANABHAN
 Managing Director

sd/-
 VIJAYAM PADMANABHAN
 Director

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

PARTICULARS	Schedule No	Year ended 31.3.2011	Year ended 31.3.2010
Sales & Subscription	XI	NIL	NIL
Other Income	XII	1207	NIL
Total		1,207	NIL
Raw & Materials	XIII	5	NIL
Raw Materials & Components	XIV	756	4,149
Salaries & Wages and other expenses		10275	16,864
Depreciation			
Total		11,036	21,013
Profit (Loss) after tax			
Profit/(Loss) for the year		(9,829)	(21,013)
Adjusted balance brought forward		(451,476)	(430,463)
Balance Loss transferred to Reserves & Surplus		(461,305)	(451,476)

As per our report annexed

K.C.RAJKUMAR & CO

Chartered Accountants,

Sd/-

K.C.RAJKUMAR

Proprietor

Membership No.207689

Place : Chennai

Date : 04.12.2011

sd/-

C.PADMANABHAN

Chairman & Managing Director

sd/-

VIJAYAM PADMANABHAN

Director

Schedules Forming Part of the Balance sheet As on 31.3.2011

SCHEDULE	PARTICULARS	As at 31.3.2011	As at 31.3.2010
I	CAPITAL		
	Authorised	-	
	1,50,00,000 Equity Shares of Rs. 10/- each (Last year 1,50,00,000 Equity Shares of Rs.10 each)	150000	150000
	Issued	-	
1,49,77,626 Equity Shares of Rs. 10/- each (Last year 1,49,77,626 Equity Shares of Rs.10/- each fully paid up)	149776	149776	
	Subscribed and Paid-up	-	
1,49,77,626 Equity shares of Rs.10 each fully paid-up (Last year 1,49,77,626 Equity Shares of Rs.10/- each fully paid up)	149776	149776	
	149776	149776	
II	RESERVES & SURPLUS		
	General Reserve	739	739
	Capital Subsidy Received	1825	1825
	Profit and loss account	(461305)	(451476)
	Revaluation Reserve	153609	153609
	Share Premium account	275890	275890
	(29242)	(19413)	
III	SECURED LOANS		
	From Banks		
	Bank of Baroda	4765	4765
	TIIC	20000	20000
	24765	24765	
IV	UNSECURED LOANS :		
	Loan from Director	66493	68802
	Punjab & Sind Bank	21	21
	66513	68823	

SCHEDULES FORMING PART OF ACCOUNTS AS ON 31.03.2011
SCHEDULE - V

Rs. '000

	ADJUSTED GROSS BLOCK			DEPRECIATION - BLOCK			NET BLOCK	
	Adjusted Gross Block	Additions/ Deletions	As on 31.03.2011	As on Gross Block	For the year	As on 31.03.2011	As on 31.03.2011	As on 31.03.2010
Computer & Data Processing Equipments	55,225	-	55,225	52,560	1,066	53,626	1,599	2,665
Air Conditioner	417	-	417	148	37	185	232	269
Building	2,601	-	2,601	509	105	614	1,987	2,092
Building - Perungudi	3,459	-	3,459	385	154	539	2,920	3,074
Cell Phone	158	-	158	50	15	65	93	108
Furniture and Fittings	1,359	-	1,359	1,004	64	1,069	290	355
Legal Database & Software	64,910	-	64,910	43,059	8,741	51,799	13,111	21,851
Motor Car	250	-	250	235	4	239	11	15
Office Equipments	935	-	935	435	70	504	431	500
Plant & Machinery	448	-	448	371	11	381	67	77
Telephone - EPABX System	101	-	101	36	9	45	56	65
Land	1,049	-	1,049	-	-	-	1,049	1,049
Land Revaluation	154,500	-	154,500	-	-	-	154,500	154,500
TOTAL	285,412	-	285,412	98,791	10,275	109,066	176,346	186,621

Schedules Forming Part of the Balance sheet As on 31.3.2011

PARTICULARS	SCHEDULE	As at 31.3.2011	As at 31.3.2010
INVESTMENTS (at cost)	VI	Nil	Nil
INVENTORIES	VII	Nil	Nil
CASH AND BANK BALANCES	VIII		
a) Cash on hand		3	29
b) with Scheduled Banks :			
Current Account in bank		6	8
		10	37
LOANS & ADVANCES - UNSECURED, CONSIDERED GOOD	IX		
Deposits		58	58
Advances		967	2,662
Deposits payment to DOT -overdue for more than 6 months		44,652	44,652
Advances paid to Parties (Work in Progress)		850	850
TDS Receivable		120	-
Others		7	-
		46,654	48,222
CURRENT LIABILITIES	X		
Sundry Creditors		998	788
BOB Interest payable Funded		928	928
BOB - Interest payable Principle		1,071	1,071
Marketing Cost Payable		2,186	2,186
Other Outstandings		2,063	1,241
Audit fees payable		100	221
Internal Audit Fees Payable		67	67
TDS Payable		-	174
Fring Benefit Tax payable		-	608
Directors Remuneration Payable		3,785	3,645
		11,198	10,930

Schedules Forming Part of the Balance sheet As on 31.3.2011

PARTICULARS	SCHEDULE	As at 31.3.2011	As at 31.3.2010
SALES	XI		
Software sales		Nil	Nil
OTHER INCOME	XII		
Miscellaneous income		1,207	Nil
		1,207	-
RAW MATERIALS & COMPONENTS	XIII		
Opening Stock		Nil	Nil
Add: Purchases		5	Nil
Less : Closing Stock		Nil	Nil
SALARIES & WAGES AND OTHER EXPENSES:	XIV		
Salaries, Wages, Bonus and Allowances		326	723
Staff & Labour Welfare expenses		-	7
Commision		40	-
E.B.Charges		0	62
Rent,Rates and Taxes & Duties		-	109
Printing and Stationery		0	6
Postage and telephones		0	149
Repairs & Maintenance		1	19
Security charges		22	129
Audit fees		100	100
General office expenses		-	13
Professional legal fees		49	81
Share transfer fees		208	248
Travelling and conveyance		0	21
Interest Others		4	1
Advertisement and sales promotion		-	67
Directors remuneration		-	2,340
Listing fee		-	56
Miscellaneous Expenses		6	17
		756	4,149

SCHEDULE NO.XV

NOTES ON ACCOUNTS

Accounting policies/Compliance of Accounting Standards issued by the Institute of Chartered Accountants of India have been duly complied with.

1.Disclosure on accounting policies

The accounts are maintained on accrual basis as a going concern.

2.Valuation of Inventories

Inventories are valued at lower of cost or net realizable value.

Raw materials are valued at cost of Purchase and includes all expenses incurred bringing the materials to their present location and condition.

3.Cash Flow Statement

Pursuant to the listing agreement with Stock Exchange, Cash Flow Statement has been attached to the Balance sheet and Profit and Loss Account.

4.Depreciation Accounting

Fixed asset were physically verified and there is no material discrepancy. There is no deviation in the valuation of fixed assets during the financial year 2010-2011. Depreciation for the period under review has been provided as per Schedule XIV of the companies Act, 1956. No fixed assets have been revalued during the financial year 2010-2011.

5.Revenue Recognition

The Company is booking its sales electronically which are subscriptions from various parties. Registration of members are made through on line application form filled in during subscription. The Subscription is annual and renewals are also made electronically using on line renewal form. The Company has adopted and complied with the Accounting Standard AS-9 concerned with the timing of recognition in the statement of Profit and Loss Account.

6.The Key Managerial Personnel are :

- a) Mr.C.Padmanabhan
- b) Mr.C.P.Srikrishna
- c) Mr.C.P.Sriharish

Amount paid to Key Managerial Personnel

Sitting Fees Rs.Nil
Remuneration Rs.Nil

7. Discontinuing Operations

The Company has not discontinued any operations during the year

Disclosure required under the Companies Act, 1956

The Subscribed and Paid up Capital include 1,49,77,626 Equity Shares of Rs.10/-each issued and fully paid up.

- I. List of Small Scale Industrial Undertakings to whom the company owes a sum which is outstanding for more than 30 days – Nil
- II. Payments made to /on behalf of chairman & Managing Director /Whole Time Directors

Salary	Rs.Nil
Sitting Fees	Rs.Nil
Commission to Non-Whole Time Director	Rs.Nil
- III. Remuneration to Auditors consists of

Statutory Audit Fee	Rs.1,00,000/-
Other Services	Rs.Nil
- IV. CIF Value of Imports

Raw Materials	Rs.Nil
---------------	--------
- V. Earnings in Foreign Exchange Rs.Nil
- VI. Expenditure in Foreign Currency

Import of Raw materials	Rs.Nil
Foreign Travel	Rs.Nil
- VII. Disclosure in respect of derivative Instruments Nil
- VIII. Last year's figures are regrouped wherever necessary,
- IX. Quantitative and other information relating to turnover production, liceneses capacity, installed capacity, etc-Not Applicable.

As per our report annexed
K.C.RAJKUMAR & CO
Chartered Accountants,
Sd/-
K.C.RAJKUMAR
Proprietor
Membership No.207689
Place : Chennai
Date : 04.12.2011

sd/-
C.PADMANABHAN
Managing Director

sd/-
VIJAYAM PADMANABHAN
Director



INTERGRATED DIGITAL INFO SERVICES LIMITED

Regd office: Developed Plot No. 163, Dr. V.S.I Estate, Perungudi, Chennai – 600 096

ADMISSION SLIP

PLEASE COMPLETE THIS ADMISSION SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name of the Shareholder :

Registered Folio No :

No. of Shares :

I hereby record my presence at the Twelfth Annual General Meeting of the Company to be held on Friday the 30th December, 2011 at 10.30 A.M at Youth Hostel, Indira Nagar, Adyar, Chennai – 600 020.

Member's/Proxy's Signature

-----TERE HERE-----

INTERGRATED DIGITAL INFO SERVICES LIMITED

Regd office: Developed Plot No. 163, Dr. V.S.I Estate, Perungudi, Chennai – 600 096

FOLIO No.:	No. of shares:
------------	----------------

PROXY FORM

I/ We being a member/s of the above named company hereby appoint Mr./ Mrs of or failing him of as my/ our proxy to attend and vote for me/ us on my/ your behalf of the Twelfth Annual General Meeting of the Company to be held on Friday the 30th December, 2011 at 10.30 A.M.

Signed

Re.1/-
Revenue Stamp

Date:

NOTE:

1. PROXY FORMS MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A PROXY NEED NOT BE A MEMBER