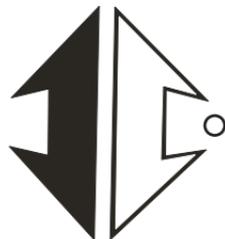


# 26th Annual Report 2011 - 2012



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**INTEGRATED TECHNOLOGIES LIMITED**

**Board of Directors**

Rajeev Bali	Managing Director
K.R.Shivakumar	Director
Devendra Manchanda	Director
Virendra Kashyap	Director

**Company Secretary**

Kanika Bhutani

**Bankers**

State Bank of India  
HDFC Bank

**Auditors**

S. K. Mittal & Co.  
Chartered Accountants  
Mittal House  
E-29, N.D.S.E., Part-II  
New Delhi - 110049

**Regd. Office & Works**

Narsingpur, Sector-35  
Gurgaon-122 001, Haryana (India)

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## NOTICE

**NOTICE** is hereby given that **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Friday, 28th September, 2012 at 9.00 a.m. at Narsingpur, Sector 35, Gurgaon - 122 001, Haryana, India to transact the following businesses: -

### **I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. Rajeev Bali, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors for the financial year 2012-2013 till the conclusion of next Annual General Meeting and to fix their remuneration, M/s S.K. Mittal & Co., the retiring Auditors, being eligible offer themselves for reappointment.

**By Order of the Board of Directors**

**Place : New Delhi**  
**Dated : 13.08.2012**

**Kanika Bhutani**  
**Company Secretary**

### **NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.**
2. Proxies in order to be valid and effective should be duly stamped, completed and signed and must be lodged with the Company at its Registered / Corporate Office not less than 48 hours before the commencement of this Annual General Meeting.
3. The Register of Members & the Transfer Books of the Company shall remain closed from 18th September 2012 to 28th September 2012.
4. Members are requested to notify change in their registered address/status, if any, to the Company immediately.
5. Members are requested to bring their copies of Annual Report and Accounts at the Meeting.
6. Members/ proxies are requested to produce the attached attendance/admission slip in original duly completed and signed, for admission to the meeting hall. No photocopies will be accepted.
7. Members may inspect any documents referred to in the proposed resolutions at the Registered Office of the Company between 12.00 Noon and 2.00 p.m. on any day except holiday (s) and the day of AGM.
8. Members desiring any information as regards the accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the management, to keep as far as possible, the information ready at the meeting.



9. The Ministry of Corporate Affairs ("MCA") has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by Companies vide its Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 stating that the service of official documents by the Companies to its members can be made through electronic mode. Considering the move taken by the MCA as a welcome step for the society at large, the Company henceforth proposes to send various notices/ documents like Notices of General Meetings, Audited Financial Statements, Auditors' Report, Directors' Report, Financial Results, etc. in electronic form to the e-mail IDs available with company. If you still wish to receive the above documents in physical form, the same shall be made available upon receipt of a request from you.

All the official documents including Annual Report of the company, circulated to the Members of the Company through electronic mode will be made available on the Company's website i.e. **www.integratedtech.in**. The members holding shares in demat mode may update their e-mail IDs with their respective depository participants to ensure that the Annual Reports and other documents reach them at their preferred e-mail IDs and where the shares are held in physical form, please get your e-mail IDs registered or updated in the records of the Company.

**Place : New Delhi**  
**Dated : 13.08.2012**

**Kanika Bhutani**  
**Company Secretary**



## DIRECTORS' REPORT

Your Directors have pleasure in presenting the **Twenty Sixth Annual Report** together with Audited Accounts of the Company for the year ended 31st March 2012.

### FINANCIAL RESULTS

(Rs. In Lacs)

	2011-12	2010-11
<b>Profit before tax</b>	<b>(35.90)</b>	<b>(124.17)</b>
Less : Provision for Deferred Tax Assets	<b>126.93</b>	<b>0</b>
<b>Profit After tax</b>	<b>91.03</b>	<b>(124.17)</b>
Balance profit from last year	<b>(417.20)</b>	<b>(293.03)</b>
<b>Balance profit carried to balance sheet</b>	<b>(326.17)</b>	<b>(417.20)</b>
Earning per share (face value Rs. 10/-)		
- Basic and Diluted (in Rs.)	<b>1.90</b>	<b>(2.60)</b>

\*Previous year figures have been regrouped / rearranged wherever considered necessary.

### DIVIDEND

In view of the foregoing, the Directors do not recommend any dividend for the year.

### DIRECTORS

During the year under review, Mrs. Krishna Bali and Mr. Aditya Prasad have resigned w.e.f 27.10.2011 and it is proposed to re-appoint Mr. Rajeev Bali who is retiring by rotation on the Board of Directors, the appointment forms part of the business of the ensuing Annual General Meeting of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) as inserted by the Companies (Amendment) Act, 2000 with respect to Directors' Responsibilities Statement, it is hereby confirmed:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review;
- that the directors had taken proper and sufficient care 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;
- that the directors had prepared the accounts for the financial year ended 31st March, 2012 on a 'going concern' basis.

### CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Agreement. The report on Corporate Governance along with the Auditor's Certificate as stipulated under Clause 49 of the Listing Agreement along with Management Discussion and Analysis Statement forms part of the Annual Report. The details of the Code of Conduct and CEO/CFO Certification are furnished in Corporate Governance Report.

### AUDIT COMMITTEES

As required under section 292A of the Companies Act, the Company has appointed an Audit Committee comprising of Mr. Devendra Manchanda, Mr. Rajeev Bali and Mr. Virendra Kashyap. For the time being post the resignation of Mr. Aditya Prasad and pending appointment of an Independent Director Mr. Devendra Manchanda continues as the Chairman of the Committee. The primary functions of the Committee comprises of reporting on accounting policies and procedures, periodical review of financial results and pointing out major discrepancies, if any, in the results, examining the internal control systems and adequacy thereof. The Committee shall meet as and when required and at least twice in a year.



## AUDITORS & THEIR REPORT

M/s S. K. Mittal and Co., Chartered Accountants retire at the close of this Annual General Meeting and is eligible for re-appointment. The Company has received confirmation from them that their appointment will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. The Audit Committee of the Board has recommended their re-appointment for the year 2012-13. The necessary resolution is being placed before the shareholders for approval.'

**Notes to the accounts annexed to the Auditors' Report are self-explanatory and need no explanation, as there is no qualifying remark of the Auditors.**

### FIXED DEPOSITS

The Company did not invite / accept any fixed deposits during the year under review.

### FUTURE OUTLOOK

The year 2011 has been one of cautious optimism for some and pessimism for others in the PCB industry. The electronic supply chain growth had recently stalled in many regions. Europe's tighter fiscal policies had squeezed consumer purchasing power and there were ongoing sovereign-debt tensions. In the U.S., high unemployment and politics as elections come nearer raises its own issues. China has seen rising costs, labour shortages and a real-estate bubble looms large. For Japan the strong Yen and ongoing repercussions from the earthquake and nuclear disaster has had severe implications.

All told, despite a resilient German market, the recent return to recessionary scenario clouds the international market in general. While the industry as a whole is still expected to grow to approx US\$ 76 Billion by 2015, the European crisis and shaky and uncertain growth in the US warrant a relook at such projections. While Asian growth continues, India and China look increasingly inward due to their strong and growing domestic markets.

The Indian PCB market is still growing at a healthy pace, with large investments in the mobile communications, telecom, industrial, consumer electronics, EMS, and automotive industries already made. The growth is expected to still touch 30% per annum. The total market is approx. US\$ 2 Billion. Domestic production is a little over US\$ 300 Million, with the rest being imported, thereby presenting a large opportunity to domestic PCB producers.

The Company has thus refocused its business towards a much higher presence in the domestic market, and relegation of exports to the future when growth resumes to levels sustaining healthy pricing and returns, the falling Rupee notwithstanding. The Company expects to be receive permission to exit from the 100% EOU Scheme for which it had applied well over a year ago very soon, and has in the interim again suspended production till receipt of the de-bonding permission from the Commerce Ministry (NSEZ). In any event, with import duties for most raw materials and machinery for PCB manufacture being zero, the Company foresees a better product, market and hence financial positioning as a major domestic player.

## STATUTORY STATEMENTS UNDER SECTIONS 217 (1)(E) AND 217 (2A) OF THE COMPANIES ACT, 1956

### (a) Foreign Exchange Earnings and Outgo:

The information under this head is as follows:

**For and on behalf of the Board of Directors**

(Rs. In Lacs)

Foreign Currency Earnings	-
Foreign Currency Outgo	
(1) Travelling (foreign)	-
(2) Import of Machinery and Spares Parts	1.01
(3) Import of raw materials	-
(4) Consumption of raw materials	0.25
(5) Fees and subscription	-



**(b) Conservation of Energy and Technology Absorption:**

The Company has been pursuing an active policy of identifying and using eco-friendly materials and processes in its production processes, as also in every other sphere of activity. The Company estimated 28% savings in its power/energy consumption due to this policy emphasis in its operations while in production. The Company shall continue in its endeavors to identify new means of for such energy conservation and savings on an ongoing basis as a matter of policy.

**(c) Employees:**

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 (as amended), the names and other particulars of the employees drawing remuneration more than Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum are required to be given forming part of the Directors' Report. None of the employees of the company are in receipt of remuneration in excess of the prescribed limit.

**Acknowledgments**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from our valued shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of Executives, Staff and Workers of the Company towards the growth and development of the Company.

**For and on behalf of the Board of Directors**

**Place : New Delhi**  
**Dated : 13.08.2012**

**(Devendra Manchanda)**  
**Director**

**(Rajeev Bali)**  
**Managing Director**



## REPORT ON CORPORATE GOVERNANCE

### I. Company's philosophy on code of governance:

The basis and foundation of the Company's endeavor towards good Corporate Governance is transparency at all levels in its functioning, whether at the Board level, with shareholders, employees, and all business associates with whom the Company interacts towards achievement of its corporate and business objectives and goals. Accordingly, the Company is continually instituting and reviewing systems and procedures to ensure the same. The Company endeavors to make the Directors of the company accountable to the shareholders for their actions, to ensure that they are conscious of their duties, obligations and responsibilities, and act in the best interest of the Company. The employees of the Company are guided by code of conduct aiming at achieving the Company's goals and objectives.

### II. Composition of Board Of Directors:

#### Composition and category of directors

Name of the Director	Category of Director	Attendance at Last AGM	No. of outside Directorships held	No. of Mtgs. attended	Other Board Committee Member	
					Chairman	
Mr. Rajeev Bali	MD/PG	Yes	-	9	-	-
Mr. K. R. Shivakumar	NED/PG	No	-	-	-	-
Mr. D. Manchanda	NED/ID	Yes	1	5	3	2
Mrs. Krishna Bal†	NED/PG	Yes	1	5	-	-
Mr. Virendra Kashyap	NED/ID	No	-	5	2	1
Mr. Aditya Prasad**	NED/ID	No	3	-	3	-

\* resigned on 27.10.2011

\*\* resigned on 27.10.2011

Meetings of the Board of Directors were held on

- |                       |                        |
|-----------------------|------------------------|
| 1. 4th May 2011       | 5. 30th September 2011 |
| 2. 13th May 2011      | 6. 27th October 2011   |
| 3. 12th August 2011   | 7. 14th November 2011  |
| 4. 1st September 2011 | 8. 9th December 2011   |
|                       | 9. 30th January 2012   |

The following directors were present at the Twenty Fifth Annual General Meeting held on 30th September 2011:

1. Mr. Rajeev Bali
2. Mr. Devendra Manchanda
3. Mrs. Krishna Bali

None of the Directors on the Board is a member in more than ten committees and/or acts as Chairman of more than five committees across all the companies in which he is a Director.

Brief information on Directors proposed for re-appointment

The brief resume, experience and other details pertaining to the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting, to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is furnished below:

Directors liable to retire by rotation seeking re-appointment and / or whose re-appointment as Managing / Joint Managing / Wholtime Directors/ Director is placed for approval:

Mr. Rajeev Bali

Age: 54 Years

Qualification : Master in Business Administration (MBA), B.A (Hons) Economics

Professional Expertise: Mr. Rajeev Bali has a B.A. (Hons) degree in economics from Delhi University, and Master of Business Administration from Pace University, New York, USA with specialization in finance. He has multifunctional experience of more than 25 years in India and abroad, which includes marketing and



consulting in the IT space, finance, costing, management information systems, technical matters and general administration. He now has over 15 years experience in manufacturing of high technology electronic components, mainly printed circuit boards for automotive, telecom, medical, industrial, power electronics etc.

Committee Membership/ Chairmanship: He is not chairman of any of the Committee of the Company

Shareholding in the Company: He holds 7,88,650 Equity Shares of Re.10 each, comprising 16.49% shareholding of the Company.

### III. Committees of Board of Directors

#### 1. Audit Committee :

Terms of reference of the Audit Committee include the following-

1. To report on any oversight in company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To recommend the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
3. To review with management the annual financial statements before submission to the Board, focusing primarily on changes in accounting policies and practices, qualifications in draft audit report, compliance with accounting standards, stock exchange and legal requirements concerning financial statements, significant adjustments arising out of audit, reporting on related party transactions, etc.
4. To review the Company's financial and risk management policies.
5. To look into the reasons for substantial defaults in the payments to creditors.
6. To discuss with external auditors before the audit commences nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
7. To perform such other functions as it shall have as contained in the Listing agreement and as may be assigned to it from time to time.

The constitution of the Committee and the attendance of each member of the Committee is given below

Name	Designation	Category	Meetings Attended	Profession
Mr. D. Manchanda	Chairman	Independent Director	4	Chartered Accountant
Mr. Virendra Kashyap	Member	Independent Director	4	Business
Mr. Aditya Prasad	Member	Independent Director	-	Service
Mr. Rajeev Bali	Member	Executive Director	3	Business

\* Resigned w. e. f 27.10.2011 and committee reconstituted

### IV. Remuneration Committee

#### Terms of reference

The remuneration committee has been constituted on 10<sup>th</sup> February 2011 to recommend/ review the remuneration package of Managing/ Whole Time Directors.

The constitution of the Committee and the attendance of each member of the Committee is given below

Name	Designation	Category	Meetings Attended	Profession
Mr. D. Manchanda	Chairman	Independent Director	--	Chartered Accountant
Mr. Virendra Kashyap	Member	Independent Director	--	Business
Mr. Aditya Prasad *	Member	Independent Director	--	Service
Mr. Rajeev Bali %	Member	Executive Director	--	Business

\*resigned w.e.f. 27.10.2011 & committee reconstituted

% inducted w.e.f. 27.10.2011



## V. Investors Grievance Committee

### a Terms of reference

The Committee has been formed to review the functioning relating to redressal of investors services/grievances and make suggestions for further improving system, follow up on the implementation of suggestions for improvement, periodically report to the Board about serious concerns, if any, and deal/review other related matters.

### b Composition

The Committee comprises 3 Directors and all are Non- Executive Directors the Committee met 4 times during the year and the attendance of the members at the meeting was as follow:

Name	Designation	Category	Meetings Attended	Profession
Mr. D. Manchanda	Chairman	Independent Director	4	Chartered Accountant
Mr.Virendra Kashyap	Member	Independent Director	4	Business
Mr. Aditya Prasad*	Member	Independent Director	0	Service

\*resigned w.e.f. 27.10.2011 & committee reconstituted

The Company had 6107 shareholders. During the year under review very few requests/ complaints were received and they were attended/ resolved. Further, no securities were pending for transfer for more than 15 days as on 31-03-2011

## VI. General Body Meetings :

### Location and time, where last 3 Annual General Meetings held

Year.	Date	Time	Venue	Agenda
Twenty Fifth	30 <sup>th</sup> Sept 2011	9.00 A.M.	Narsingpur, Sector- 35, Gurgaon, Haryana.	No Special Resolution formed part of the business of the Meeting
Twenty Fourth	30 <sup>th</sup> Sept 2010	9.00 A.M.	Narsingpur, Sector- 35, Gurgaon, Haryana.	No Special Resolution formed part of the business of the Meeting
Twenty Third	30 <sup>th</sup> Sept 2009	9.00 A.M.	Narsingpur, Sector- 35, Gurgaon, Haryana.	No Special Resolution formed part of the business of the Meeting

Location and time, where Extraordinary General Meetings held, if any

No Extra- Ordinary General Meeting was held during the year.

Postal Ballot- A Special Resolution was passed on 22nd February 2012 through postal ballot, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, to conduct the following Business

Special Resolution: Change of place of the registered office from one State to another State.

And Ordinary Resolution: Increase in the borrowing powers of the Company as per section 293(1)(d) of the Companies Act.

### (a) Scrutinizer

The Board appointed Mr. Anil Kumar Chaddha, Practising Company Secretary, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. Mr. Anil Kumar Chaddha conducted the process and submitted his report to the Chairman.

### (b) Procedure followed

- (i) The Postal Ballot notice and other related documents were dispatched to the Members through Book Post.
- (ii) A calendar of events along with Board Resolution was submitted with the registrar of Companies, Delhi and Haryana.
- (iii) The result of the postal ballot was announced by the Chairman at the registered office of the Company.



**(c) Details of voting pattern**

After scrutinizing all the postal ballot forms received, the scrutinizer reported that the Members representing 83.18% of the total voting strength voted in favour of the resolution, based on which the result was declared by the Chairman of the Company on 22nd February 2012 and the resolution was carried out with overwhelming majority.

**VII. Disclosures :**

- i. No materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of company at large have been entered into.
- ii. The Company has never been penalized for any non-compliance nor is any prosecution pending against the Company in relation to any matter related to the capital markets.

**VII. Means of Communication :**

- i. **Half-yearly report/ Quarterly Results sent to each household of shareholders-** Half Yearly Unaudited Financial Results subject to Limited Audit Review by the Auditors of the Company are published in two newspapers one in English and one in Hindi and also sent to Stock Exchanges where shares of the Company are listed. Shareholders are not sent any report individually as, information available with the Stock Exchanges being public in nature is available to all.
- ii. **Which newspaper normally published in-** The Pioneer daily newspaper published in English and Veer Arjun published in Hindi.
- iii. **Any website, where displayed-** The details about the Company, its product, management, performance / capabilities, customer related information, etc are displayed on the website of the Company i.e., [www.integratedtech.in](http://www.integratedtech.in).
- iv. **Whether it also displays official news releases-** The Company is in the process of facilitating the same.
- v. **Management discussion and Analysis** forms part of annual report.

**VIII. General Shareholder Information :**

- i. **AGM :** Date, time and venue- The Annual General Meeting of the Company is scheduled to be held on Friday 28th September 2012 at 9.00 A.M. at Narisingpur, Sector-35, Gurgaon-122 001, Haryana.
- ii. **Financial Calendar** - The financial year of the Company commences from 1st April every year and ends on 31st March of subsequent year.
- iii. **Date of Book Closure-** The Register of Members and the Share Transfer Books of the company shall remain closed from 18th September 2012 – 28th September 2012 pursuant to Section 154 of the Companies Act, 1956.
- iv. **Dividend payment date-**The Company has not declared any dividend.
- v. **Listing on Stock Exchanges-** The shares of the Company are listed on the following Stock Exchanges.

- 1. **Delhi Stock Exchange** 2. **The Stock Exchange, Mumbai** 3. **Jaipur Stock Exchange,**  
3/1, Asaf Ali Road, 1st Floor, New Trading Ring, Indira Palace, JLN Marg,  
Near Turkman Gate, Rotunda Building, P J Towers, Malviya Nagar, Jaipur-302017  
New Delhi – 110 002 Dalal Street, Fort, Mumbai – 400 001

- vi. **Stock Code** - The Stock Codes of the Company are as follows:

Stock Exchange	Stock Code
Delhi Stock Exchange	7700
The Stock Exchange, Mumbai	531889
Jaipur Stock Exchange	657



**vii. Market Price Data:** High, low during each month in last financial year-

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)
April-11*	-	-	-	-	-	-	-
May-11*	-	-	-	-	-	-	-
Jun-11	40	49	19.34	19.34	3137	65	65003
Jul-11	18.4	18.4	11.25	13.05	10900	121	140317
Aug-11	12.5	13.77	11	12.7	4243	88	52966
Sep-11	12.15	12.15	10.98	11	185	8	2154
Nov-11	10.46	11.5	10.39	10.39	345	5	3663
Jan-12	10.39	10.39	10.39	10.39	90	1	935
Feb-12	10	10.9	9.86	9.86	510	5	5268

\* Scrip Suspended

- ix. Registrar and Transfer agents- The Company has appointed M/s Skyline Financial Services Private Limited, D-153, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020 as its Registrar and Share Transfer Agents.
- x. Share Transfer System- All the work relating to share registry in terms of both physical and electronic have been shifted at a single point, the shares in physical form should be lodged at the office of the Company's Registrar and Share Transfer Agents, Skyline Financial Services Pvt. Ltd., or at the registered office of the Company.
- xi. Details/Distribution of Shareholdings as on 31st March 2011

S.No.	Category	No. of Shares held	% of Shareholding
1.	Promoters		
	Indian	3951760	82.65
	Foreign	150000	3.14
2.	NRIs/ OCBs	9790	0.20
3.	Indian Public (Including Indian Cos)	669960	14.01
	<b>Total</b>	<b>4781510</b>	<b>100.00</b>

- xii. **Dematerialization of shares and liquidity**-The shares of the Company are under compulsory dematerialization and the shares are dealt in dematerialized form only. The new International Securities Identification Number (ISIN) allotted to the Company is INE882B01029. The Registrar & Share Transfer Agents are handling all work related to the shares registry in terms of both physical and electronic.
- xiii. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion dates and likely impact on equity- The Company has not issued GDRs/ADRs.
- xiv. **Plant Locations** - The plant of the Company is located at Narsingpur, Sector-35, Gurgaon-122001, Haryana, India.
- xv. **Address for correspondence**  
**For all stakeholders :**  
**Integrated Technologies Limited**  
 C-24, Defence Colony, New Delhi-110024  
 For Physical Transfer of shares/Dematerialisation request:  
 M/s Skyline Financial Services Private Limited  
 D-153, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
- xvi. **Code of Conduct and Ethics**  
 The Board of Directors of the Company has laid down Code of Conduct and Ethics (the Code) for Company's Directors and Senior Employees. All the Directors and the Senior Employees covered by the Code have affirmed compliance with the Code on an annual basis and the same is also posted on the web-site of the Company viz. [www.integratedtech.in](http://www.integratedtech.in)
- xvii. **CEO/CFO Certification**  
 Since there is no CEO/CFO in the Company, the Managing Director and Manager-Accounts have affirmed/certified the Annual Financial Statements conforming to the terms of Clause 49 of the Listing Agreement on Corporate Governance Code.

Place : New Delhi  
 Date : 13.08.2012

**By the order of the Board of Directors**  
**Rajeev Bali**  
 Managing Director



## MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

In view of the vast potential in the domestic market of PCBs, and the difficult and potentially recessionary outlook in the developed economies who are the largest importers of PCBs, the Company had requested the relevant Government of India Departments and Ministry for De-bonding of its' PCB unit as of July 2010, to enable the Company to allow unlimited access to the domestic market, specifically due to the lack of suppliers of quality PCBs at large volumes, especially in North India. The NCR region itself constitutes over 33% of the total Indian market of US \$ 2 Billion.

The process of de-bonding is yet to be completed, and is expected before October 2012 as per current status. Apart from unlimited market access, the Company shall also be able to import most plant and machinery, raw materials and consumables at zero import duties under the current Government of India policies in force. This furthermore undermines the relevance of remaining a 100% EOU.

The Company has therefore suspended production in FY 2011 – 12, as it awaits permission to exit from the 100% EOU Scheme by NSEZ (Ministry of Commerce), thus minimizing losses to the extent possible in the intervening period. It is expected that upon such exit from the EOU scheme, the company shall achieve break-even within a year of recommencement of production early in 2013, and healthy profitability thereafter.

### Opportunities and threats

**We are presenting below a SWOT analysis of the Company.**

#### Strengths

1. The Company has re-established itself as a reliable producer of high quality and technology Printed Circuit Boards (PCBs), including fine-line, high conductor track width & spacing and hole density Surface Mount Device (SMD) Single-sided, Double-sided and multi-layer PCBs.
2. The Company has adequate orders and is receiving considerable business enquiries. Existing large domestic customers are constantly following the Company re-start plans to resume purchases, which bodes well for the company's future outlook.
3. The Company has completely retired its' secured debt, thereby increasing its financial viability.

#### Weaknesses:

1. The Company thus far, being a 100 % Export Oriented Unit, is subject to market variations resulting from events and circumstances that impact the international, political, economic, etc. scenarios, e.g. post Sept 11 business downturn, rising oil prices slowing business growth, fluctuating currencies, and now the global slow down in 2008 onwards with the end not yet in sight. Furthermore, being a 100% EOU has hindered domestic market access, which has been firm and stable. This is now expected to change post de-bonding of the Unit.
2. The Company needs to further upgrade its technology in certain areas as also increase production capacity even further than that effected in FY 2009-10, as also bring down material costs.

#### Opportunities:

1. The international vs. domestic market: While the current international market scenario is not encouraging, the domestic market presents a very bright opportunity and future well up to 2015 and even beyond.
2. The Local Market: Currently estimated at US\$ 2 Billion, and local production of US\$ 300 million leaving a huge gap of US\$ 1.7 Billion. (source : IPCA estimates)
3. The Indian advantage: Low cost skilled labour and low cost indigenous pollution control is a compelling factor for manufacturing PCBs in India.
4. Indian quality and mid-volume capability is being well received internationally and also by domestic importers, especially in comparison to Chinese producers.
5. Entry of many MNC electronics, EMS, and global auto companies into India as a production hub for domestic production and exports seeking local component / PCB supplies is proving to be a very large market opportunity.



### **Threats:**

1. The demand for PCBs in the international market is subject to cyclical fluctuations to which the global electronic industry is normally characterized by.
2. The profitability of the Company could be affected by adverse movements in foreign currencies.
3. Competition with Chinese imports who are continually reducing pricing to gain market share despite delivering questionable quality standards. However, discerning buyers have indicated a marked preference for domestic suppliers with high technology capabilities and capacities.

The foregoing SWOT analysis suggests in conclusion that the Company's prospects, its future strategy are fundamentally sound., and a substantial opportunity exists for domestic sales from here on for many years to come.

### **Segment –wise or Product-wise performance**

The Company has only single line of manufacturing of Printed Circuit Boards. Therefore, segment-wise analysis is not required. However, there are different categories of professional grade Printed Circuit Boards viz. Single sided (SS), Double sided plated-thru. -Holes (DSPTH) and Multi-layer (ML) PCBs. The total capacity of the Plant is 54,000 sq. mtrs. per annum. The plant has resumed commercial production and operation after 6 years. Having recommenced commercial operation in 2008 – 09, the Company failed to export its products to the extent envisaged, and with limited domestic market access and consequent to its' application pending to exit from the 100% EOU Scheme, the Company was forced to suspend production for over a year till date.

### **Outlook**

Indian electronics hardware production is estimated to exceed US\$ 200 Billion by 2020, and is engaged in manufacturing of goods as diverse as white goods, consumer electronics, test and measuring instruments, medical electronics equipment, analytical and special application instruments, process control equipment, power electronics equipment, office equipment, and other components

India's electronic hardware industry is concentrated in a few main geographical areas - of which the most prominent is in the northern region around the national capital region Delhi NCR, accounting for 37% of the output. The western region around Mumbai and Pune accounts for 25% and the Southern region, which is mainly around Bangalore, account for 32% of the output. Of late, Chennai is receiving considerable investment in the mobile communications, EMS, automotive manufacturing, notably Nokia, BMW, Hyundai, GM and many others.

The PCB market is projected to grow by over 30% per annum well past the turn of the century from its present size of approx. US\$ 300 million.

The domestic PCB market is growing rapidly, with large investments in the mobile communications, telecom, industrial, and consumer electronics, and automotive industries. With the entry of a number of international companies in these industries, especially EMS, the growth is expected to exceed 30% per annum. As for EMS operations of the Top Ten global majors who have set up shop in India recently that include Solectron, Flextronics, Jabil Circuit etc., one of critical success operational and logistical success factors will be local availability of quality PCBs in large volumes.

IPCA estimates that the total requirement for PCBs in India stands at US\$ 2 Billion, with local production of approx. US\$ 300 million, implying a huge demand-supply gap that would suggest large investments in the industry ought to forthcoming.

### **Internal Control Systems and their adequacy**

The internal control system of the Company is designed in a manner to provide timely information on deviations from projected standards in both technical and commercial areas and flow of information through various steps of the hierarchy of management to enable implementation of corrective measures to avoid further delay and deviations. Since the Company's start of commercial operations, management systems and control mechanisms have been instituted towards this end, and towards the eventual goal of optimizing the Company's resources, financial, technical, human resource base, and materials.



## **Discussion on Financial Performance with respect to Operational performance**

Till the close of the financial year on 31.03.2009, the Company commenced test-marketing of its products, and market entry with small batch sales to domestic customers under special "Advance Domestic Sale Permission" applied for and granted by the Ministry of Commerce (NOIDA Special Economic Zone – the administrating authority), and closed at sales of only Rs. 6.46 Lacs towards such test marketing. In the FY 2009-10, the Company continued to sell and consolidate its position in the domestic market in view of persistently weak international markets.

Furthermore, in line with the Ministry of Commerce stipulation of a maximum Rs 200 lacs Advance DTA Sale permission, the Company per force had to maintain a minimal average monthly production culminating in sales of Rs 175.74 lacs as of 31.03 2010, with losses of Rs. 80.35 Lacs. As the Company has not been in production for most of FY 2010 – 11 and all of 2011 – 12 due to non-receipt of NOC from NSEZ / Min of Commerce / Customs & Excise Departments, the financial results accordingly do not reflect the Company's potential and projected sales.

As the position in this regard remains unchanged and the domestic sales permission completely depleted, the Company has been forced to suspend production till receipt of approval for exit from the 100% EOU Scheme. The Company has taken all possible steps to reduce overheads and hence costs till that time to minimize losses, which in FY 2011 -12 stand at Rs. 35.89 lacs on sales of Rs 0.55 lacs.

## **Material developments in human resources / industrial relations front including number of people employed**

The Company is headed by Mr. Rajeev Bali, Managing Director. He is an MBA (Finance), USA.

The Company has a policy for (i) initiating new personnel into the Company's designated systems for any particular functional area, (ii) monitoring of personnel and HRD programmes, and (iii) ensuring leadership in it's industry through effective HR management.

Due to suspension of production till receipt of necessary permission to exit from EOU Scheme, in the interim period most production employees have chosen to leave the Company for other opportunities due to perceived uncertainty of the Company's future plans and prospects.



## **AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE FOR THE YEAR ENDED- 31ST MARCH 2012**

To,

The Members of Integrated Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Integrated technologies Limited (the Company), for the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreements of the said Company with the stock exchanges in India.

**The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of 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 except there were no CFO/CEO in the Company during the year 2010- 11.

As informed to us and records produced before us, there were no investor grievance are pending for period exceeding 21 days against the Company.

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 S.K.Mittal & Co.  
Chartered Accountants  
[FRN. 001135 N]**

**S.K. Mittal  
Partner  
(M. No. 08506)**

Place : New Delhi  
Dated : 13.08.2012



## AUDITORS' REPORT

To the Members of INTEGRATED TECHNOLOGIES LIMITED.

We have audited the attached Balance Sheet of INTEGRATED TECHNOLOGIES LIMITED as at 31<sup>st</sup> March 2012 and also 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.

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

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- i) 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;
- ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
- iii) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account;
- iv) In our opinion, the Balance Sheet and Profit & 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.
- v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2012 from being appointed as a director in terms of clause (g) of sub-section(1) of section 274 of the Companies Act, 1956;
- vi) In our opinion and to the best of our information and according to the explanation given to us, the said accounts read with other note no. 4 regarding show cause notice of Excise for deposit of Rs 665.33 lacs considered as contingent liability, other note no. 6 regarding Arbitral award by arbitrator directing the company to deposit Rs 84.23 lacs along with interest @ 9% p.a. from 1<sup>st</sup> November 2000 till the date of payment to Haryana State Electronic Development Corporation which is considered as contingent liability, and other note no. 7 regarding receipt of Rs. 450 lacs towards sale of land and building considered an advance pending execution of sale deed and handing over the possession and other notes appearing in Schedule of other notes no. 17(II) 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:
  - a) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2012, and
  - b) In the case of the Profit & loss Account, of the loss for the year ended on that date.
  - c) In the case of cash flow statement, of the cash flows of the company for the year ended on that date.

For **S. K. Mittal & Co**  
Chartered Accountants  
FRN No. 001135N

**Krishan Sarup**  
Partner  
M.No. 010633

Place : New Delhi  
Dated : 29-06-2012



## ANNEXURE TO THE AUDITORS' REPORT

(Referred to our report of even date on the accounts for the year ended 31st March 2012)

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets of the company have been physically verified by the management at the end of the year and no material discrepancies were noticed on such verification.  
(c) In our opinion and according to explanations given to us, during the year, the company has not disposed of any fixed assets.
- ii) (a) Inventories have been physically verified by the management during the year  
(b) In our opinion and according to explanation given to us the procedures followed for physical verification is reasonable considering the size and nature of the business.  
(c) In our opinion and according to information and explanations given to us, the company has maintained proper records of its inventories. The discrepancies noticed on physical verification between physical stock and book records were not material and dealt in accounts.
- iii) (a) According to information and explanations given to us, the company has not granted secured or unsecured Loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore clause (a) to (d) of para 4(iii) will not be applicable to the Company.  
(b) The company has taken unsecured loans covered in the register maintained under section 301 for the Companies Act, 1956. The year end balance was Rs 3,56,69,646.53 and maximum amount due at any time during the year was Rs3,60,21,396.53.  
(c) These loans are interest free and no repayment period is stipulated as informed to us. In our opinion other terms and conditions are not prejudicial to the interest of the company.  
(d) Secured loan of Rs 3,25,00,000 outstanding at beginning of the year has been paid in full during 2011-12.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of business with regard to purchase of inventory and fixed assets and for the sale of goods and services.
- v) In respect of transaction covered under section 301 of the Companies Act, 1956:  
(a) According to the information and explanations given to us, we are of the opinion that transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
(b) In our opinion and according to the information and explanations given to us, each of these transactions made in pursuance of contracts or arrangement entered in the register maintained u/s 301 of Companies Act, 1956, and aggregating during the year to ` 5,00,000/- or more, have been made at prices which are reasonable having regard to the prevailing market prices for such goods, material or services.
- vi) According to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act, 1956.
- vii) In our opinion, the company has its own internal audit system commensurate with the size and nature of its business and needs improvement.
- viii) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the company.
- ix) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employee's state insurance, income tax, wealth tax, service tax, sales tax, customs duty, excise duty, cess and other material statutory dues and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable except income tax dues of Rs 20,00,000 for assessment years 1995-96 to 1997-98.



(b) The disputed outstanding statutory dues are as under as per information and explanations given to us and records provided for our examination:

Name of Statute	Nature of dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise & custom duty foregone on the imported/indigenous raw materials & capital goods	6,65,33,319	1995-96 to 2010-11	Commissioner of Central Excise, Gurgaon
Income Tax Act, 1961	U/s 143(3)	17,62,756	AY 1998-99	ITAT
Income Tax Act, 1961	Interest	19,32,005	AY 1995-96 to 1997-98	CBDT

- ii) The accumulated losses of the company are more than fifty percent of its net worth as at the end of the financial year. Further, the company has incurred cash losses during the year ended 31<sup>st</sup> March 2012 and in the immediately preceding financial year.
- iii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- iv) According to information and explanations given to us, and based on the documents and records produced before us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- v) In our opinion and according to information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
- vi) According to information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments.
- vii) According to information and explanations given to us, the company has not given any guarantee for loan taken by others from bank or financial institution.
- viii) According to information and explanations given to us, no term loans have been raised by the company during the year.
- ix) According to information and explanations given to us, and on overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment by the company and vice-versa.
- x) According to the information and explanations given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xi) The company did not have any outstanding debentures during the year.
- xii) The company has not raised any money through a public issue during the year.
- xiii) According to the best of our information and knowledge and belief and according to the information and explanation given to us, no material fraud on or by the company has been noticed or reported during the period covered by our audit.

For **S. K. Mittal & Co**  
Chartered Accountants  
FRN No. 001135N

**Krishan Sarup**  
Partner  
M.No. 010633

Place : New Delhi  
Dated : 29-06-2012



## BALANCE SHEET AS AT 31ST MARCH 2012

	Note	AS AT March 31, 2012 (Rs.)	AS AT March 31, 2011 (Rs.)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	48,265,550.00	48,265,550.00
Reserves and Surplus	2	<u>(32,616,772.62)</u>	<u>(41,719,777.34)</u>
		15,648,777.38	6,545,772.66
<b>Non- Current liabilities</b>			
Long- Term Borrowings	3	<u>35,569,646.53</u>	<u>63,183,023.50</u>
		35,569,646.53	63,183,023.50
<b>Current Liabilities</b>			
Trade Payables	4	31,138,721.02	22,180,840.28
Other Current Liabilities	5	<u>47,544,879.56</u>	<u>8,539,347.50</u>
		78,683,600.58	30,720,187.78
<b>TOTAL</b>		<b><u>129,902,024.49</u></b>	<b><u>100,448,983.94</u></b>
<b>ASSETS</b>			
<b>Non- Current Assets</b>			
Fixed Assets(Tangible Assets)	6	35,694,484.46	27,434,935.46
Deffered Tax Assets (net)		<u>60,188,997.00</u>	<u>47,496,315.49</u>
		95,883,481.46	74,931,250.95
<b>Current Assets</b>			
Inventories	7	30,863,125.65	22,800,536.83
Trade Recievables	8	317,604.00	348,821.00
Cash and Cash Equivalentts	9	465,512.83	933,569.82
Other Current Assets	10	<u>2,372,300.55</u>	<u>1,434,805.34</u>
		34,018,543.03	25,517,732.99
<b>TOTAL</b>		<b><u>129,902,024.49</u></b>	<b><u>100,448,983.94</u></b>

SIGNIFICANT ACCOUNTING  
POLICIES AND OTHER NOTES 17

The notes referred to above form an integral part of the Balance Sheet.

As per our report of even date attached  
**For S. K. MITTAL & CO.**  
Chartered Accountants  
[FRN No. 001135N]

For and on behalf of the Board of Directors

**Devendra Manchanda**  
Director

**Rajeev Bali**  
Director

**Kanika Bhutani**  
Company Secretary

**Krishan Sarup**  
Partner  
(M.No.010633)

Place : New Delhi  
Dated : 29.06.2012



## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012

	Note	YEAR ENDED March 31, 2012 (Rs.)	YEAR ENDED March 31, 2011 (Rs.)
<b>INCOME</b>			
Revenue from Operations	11	55,693.00	6,417,208.00
Other Income	12	4,467,209.30	765,677.70
<b>Total Revenue</b>		<b>4,522,902.30</b>	<b>7,182,885.70</b>
<b>EXPENSES</b>			
Cost of materials consumed	13	8,168,903.41	21,703,882.30
Changes in inventories of finished goods and Work- in- Progress	14	(8,219,594.75)	(17,379,974.61)
Employee Benefit expenses	15	3,709,528.50	5,885,889.50
Depreciation and Amortization expense	6	3,306,302.00	3,910,949.51
Other expenses	16	1,147,439.93	5,478,947.82
<b>Total Expenses</b>		<b>8,112,579.09</b>	<b>19,599,694.52</b>
Loss before Taxation		(3,589,676.79)	(12,416,808.82)
Provision for Deferred Tax Assests		12,692,681.51	-
<b>Surplus for the year</b>		<b>9,103,004.72</b>	<b>(12,416,808.82)</b>
Earnings per equity share :			
Basic		1.90	(2.60)
Dilluted		1.90	(2.60)
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES			
	17		

The notes referred to above form an integral part of the Balance Sheet.

As per our report of even date attached  
**For S. K. MITTAL & CO.**  
Chartered Accountants  
[FRN No. 001135N]

For and on behalf of the Board of Directors

**Devendra Manchanda**  
Director

**Rajeev Bali**  
Director

**Kanika Bhutani**  
Company Secretary

**Krishan Sarup**  
Partner  
(M.No.010633)

Place : New Delhi  
Dated : 29.06.2012



## SCHEDULE FORMING PART OF BALANCE SHEET

	AS ON March 31, 2012 (Rs.)	AS ON March 31, 2011 (Rs.)
<b>SCHEDULE "1"</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
18,000,000 (18,000,000) Equity Shares of Rs. 10/- each	180,000,000.00	180,000,000.00
	180,000,000.00	180,000,000.00
<b>ISSUED</b>		
11,110,000 (P.Y. 11,110,000) shares of Rs. 10/- each	111,100,000.00	111,100,000.00
	111,100,000.00	111,100,000.00
<b>SUBSCRIBED AND PAID-UP</b>		
4,781,510 (P.Y. 4,781,510) shares of Rs. 10 each fully paid up	47,815,100.00	47,815,100.00
Forfeited Shares	450,450.00	450,450.00
	48,265,550.00	48,265,550.00
	48,265,550.00	48,265,550.00

### Reconciliation of Shares Outstanding

	As at 31.03.2012		As at 31.03.2011	
	No's.	(Rs.)	No's.	(Rs.)
Shares Outstanding at the beginning of the year	4,781,510	47,815,100	4,781,510	47,815,100
Add: Shares issued during the year	-	-	-	-
Less: Shares redeemed during the year	-	-	-	-
Shares Outstanding at the end the year	4,781,510	47,815,100	4,781,510	47,815,100

### Details Of Shareholders holding more than 5 percent shares

Equity Shares of Rs.100/- each fully paid up	As at 31.03.2012		As at 31.03.2011	
Name of Shareholder	No. of Shares held	Percentage of Shareholding	No. of Shares held	Percentage of Shareholding
BUBBLE SOFTSOLUTIONS PVT. LTD.	3,111,600	65.08%	3,111,600	65.08%
RAJEEV BALI	788,650	16.49%	788,650	16.49%
<b>TOTAL</b>	<b>3,900,250</b>	<b>81.57%</b>	<b>3,900,250</b>	<b>81.57%</b>



	<b>AS ON</b> <b>March 31, 2012</b> <b>(Rs.)</b>	<b>AS ON</b> <b>March 31, 2011</b> <b>(Rs.)</b>
<b>2. Reserves and Surplus</b>		
Surplus - Opening Balance	(41,719,777.34)	(29,302,968.52)
Add: Surplus for the year as per Statement of Profit and Loss	9,103,004.72	(12,416,808.82)
	<b><u>(32,616,772.62)</u></b>	<b><u>(41,719,777.34)</u></b>
<b>3. Long- Term Borrowings</b>		
Secured		
Loan from a related party as per BIFR order*	-	32,500,000.00
Unsecured		
Loans and advances from related parties	35,569,646.53	30,683,023.50
<b>Total</b>	<b><u>35,569,646.53</u></b>	<b><u>63,183,023.50</u></b>
*Secured against mortgage of Land and Building and Hypothecation of Plant & Machinery (Present & Future)		
<b>4. Trade Paybles</b>		
Due to Small scale Industrial undertakings	-	-
Due to others	31,138,721.02	22,180,840.28
	<b><u>31,138,721.02</u></b>	<b><u>22,180,840.28</u></b>
<b>5. Other Current Liabilities</b>		
Advance from customers	18,000.00	-
Advance towards sale of Land & Building	45,000,000.00	1,500,000.00
Expeses paybles	422,790.00	4,958,396.50
Duties and Taxes paybles	2,015,050.39	2,080,951.00
Current a/c with HDFC Bank ov erdrawn	89,039.17	-
	<b><u>47,544,879.56</u></b>	<b><u>8,539,347.50</u></b>

## 6. FIXED ASSETS

S.No.	GROSS BLOCK			DEPRECIATION			NET BLOCK					
	PARTICULARS	Rate	As at 01.04.2011	Addition during the Year	Deletion during the year	Total as at 31.03.2012	Up To 01.04.2011	For the Period	Deduction	Total up to 31.03.2012	As at 31.03.2012	As at 31.03.2011
1	Land (freehold)		1,235,047.00	11,565,851.00	-	12,800,898.00	-	-	-	-	12,800,898.00	1,235,047.00
2	Buildings	10.00%	43,216,761.37	-	-	43,216,761.37	29,871,686.24	1,334,508.00	-	31,206,194.24	12,010,567.13	13,345,075.13
3	Plant & Machinery	15.33%	157,292,598.85	-	-	157,292,598.85	146,135,466.18	1,710,388.00	-	147,845,854.18	9,446,744.67	11,157,132.67
4	Plant Airconditioning	15.33%	8,718,504.68	-	-	8,718,504.68	7,373,214.32	206,233.00	-	7,579,447.32	1,139,057.36	1,345,290.36
5	Computers	40.00%	1,931,245.30	-	-	1,931,245.30	1,923,295.90	3,180.00	-	1,926,475.90	4,769.40	7,949.40
6	Furniture & Fixtures	18.10%	942,163.21	-	-	942,163.21	844,746.47	17,632.00	-	862,378.47	79,784.74	97,416.74
7	Office Equipments	13.91%	1,485,792.78	-	-	1,485,792.78	1,238,768.62	34,361.00	-	1,273,129.62	212,663.16	247,024.16
	<b>TOTAL</b>		<b>214,822,113.19</b>	<b>11,565,851.00</b>	<b>-</b>	<b>226,387,964.19</b>	<b>187,387,177.73</b>	<b>3,306,302.00</b>	<b>-</b>	<b>190,693,479.73</b>	<b>35,694,484.46</b>	<b>27,434,935.46</b>
	PREVIOUS YEAR		213,547,625.21	2,424,028.00	1,375,000.00	214,822,113.21	183,946,310.50	3,910,949.51	372,082.28	187,387,177.73	27,434,935.48	-



	YEAR ENDED March 31, 2012 (Rs.)	YEAR ENDED March 31, 2011 (Rs.)
<b>7. Inventories</b>		
(As taken, valued and certified by the management)		
Raw materials	1,533,961.29	1,690,967.22
Work- in - progress	29,258,989.36	21,039,394.61
Finished goods	70,175.00	70,175.00
	<b><u>30,863,125.65</u></b>	<b><u>22,800,536.83</u></b>
<b>8. Trade Receivables</b>		
(Unsecured, considered good)		
Exceeding six months from due date	309,226.00	329,226.00
Others	8,378.00	19,595.00
	<b><u>317,604.00</u></b>	<b><u>348,821.00</u></b>
<b>9. Cash and Cash Equivalents</b>		
Balances with scheduled banks:		
Current Accounts	11,507.83	385,842.82
Term Deposit Account*	450,000.00	450,000.00
Cash on hand	4,005.00	97,727.00
	<b><u>465,512.83</u></b>	<b><u>933,569.82</u></b>
*under lien with bank for a Bank Guarantee for like amount given to Excise Dept.		
<b>10. Other current assets</b>		
(Unsecured, considered good)		
Value to be received in cash or kind	1,908,175.55	1,233,324.34
Advances to suppliers	464,125.00	201,481.00
	<b><u>2,372,300.55</u></b>	<b><u>1,434,805.34</u></b>
<b>11. Revenue from Operations</b>		
Sale of Printed Circuit Boards	55,693.00	6,417,208.00
	<b><u>55,693.00</u></b>	<b><u>6,417,208.00</u></b>
<b>12. Other income</b>		
Profit on sale of assets	-	372,082.28
Interest from Bank on Fixed deposit	42,879.00	34,867.00
Interest on income tax refund	458.00	-
Misc. Income	21,440.00	-
Liabilities written back	4,397,175.00	64,159.00
Rebates and Discount	2,485.52	-
Forwarding Received	-	2,331.00
Foreign Exchange rate fluctuation	2,771.78	292,238.42
	<b><u>4,467,209.30</u></b>	<b><u>765,677.70</u></b>



	YEAR ENDED March 31, 2012 (RS.)	YEAR ENDED March 31, 2011 (RS.)
<b>13. Cost of Materials consumed</b>		
Raw Materials:		
Opening Stock	1,690,967.22	2,570,905.00
Add: Purchases during the year	8,011,897.48	20,823,944.52
Less: Closing Stock	<u>1,533,961.29</u>	<u>1,690,967.22</u>
	<b><u>8,168,903.41</u></b>	<b><u>21,703,882.30</u></b>
<b>14. Changes in inventories of finished goods and Work-in-Progress</b>		
Opening Stock:		
Finished goods	70,175.00	179,857.00
Work-in- progress	<u>21,039,394.61</u>	<u>3,549,738.00</u>
	21,109,569.61	3,729,595.00
Closing Stock :		
Finished goods	70,175.00	70,175.00
Work-in- progress	<u>29,258,989.36</u>	<u>21,039,394.61</u>
	29,329,164.36	21,109,569.61
<b>(Increase)/ Decrease</b>	<b><u>(8,219,594.75)</u></b>	<b><u>(17,379,974.61)</u></b>
<b>15. Employee Benefit expenses</b>		
Salaries and wages including allowances and	3,546,235.00	5,562,152.00
Contribution to Provident and other funds	136,541.00	268,543.00
Other welfare expenses	<u>26,752.50</u>	<u>55,194.50</u>
	<b><u>3,709,528.50</u></b>	<b><u>5,885,889.50</u></b>



	YEAR ENDED March 31, 2012 (RS.)	YEAR ENDED March 31, 2011 (RS.)
<b>16 Other expenses</b>		
Audit fee	25,281.00	24,818.00
Power and Fuel Charges	80,897.00	3,016,494.00
Excise, custom and service tax	36,162.50	142,839.58
Custom clearance and freight forwarding	1,687.00	467,792.55
Frieght inward	48,672.93	-
Consumables	9,684.00	-
Packing & freight	4,716.78	21,935.53
<b>Repairs and Maintenance:</b>		
Machinery	46,250.00	352,854.00
Vehicles	19,203.03	11,110.00
Others	-	14,121.00
ROC Filing fee	5,500.00	-
Postage and courier Expenses	22,268.00	22,047.00
Conveyance	-	5,040.00
Telephone Expenses	78,654.78	86,276.22
Legal and Professional Charges	294,292.00	689,835.06
Printing and stationery	9,320.00	25,484.00
Rebate and discount	-	9,472.40
Bad debts	-	26,276.88
Security charges	35,727.00	108,209.00
Advertisement expenses	28,804.00	68,902.00
Short and excess recovery	168.60	1,993.96
Water and Electricity	38,750.00	36,926.00
Testing fee	-	5,297.30
<b>Insurance:</b>		
Purchase	6,394.91	16,233.24
Plant and machinery	-	62,244.00
Others	-	19,279.00
Listing fee	15,600.00	10,000.00
Misc. Expenses	23,099.00	-
Scrip suspension revocation fee to BSE	280,000.00	-
<b>Interest :</b>		
On outstanding PF	-	205,274.00
On outstanding Service Tax	-	10,621.00
On outstanding Tax deducted at source	8,354.00	656.00
Bank charges	27,953.40	16,916.10
	<b>1,147,439.93</b>	<b>5,478,947.82</b>



## SCHEDULE “17”

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

#### (I) Significant Accounting Policies

##### 1. Accounting Convention

The financial statements are prepared by following the Going Concern Concept under the historical convention, on accrual basis, in accordance with the Generally Accepted Accounting Principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956.

##### 2. Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets.

Gross block of fixed assets includes assets purchased under Hire-purchase agreements for which the company does not have full ownership.

##### 3. Depreciation:

Depreciation on fixed assets has been provided on Written Down Value method in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956, as amended from time to time.

##### 4. Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the profit and loss account.

##### 5. Inventories:

Inventories are valued at lower of cost or net realizable value. Cost is determined on the weighted average method. Finished goods and Work in Progress include cost of conversion and other costs incurred in bringing the inventories to their present locations and condition.

##### 6. Revenue Recognition:

As a consistent practice, the company recognizes revenue on accrual basis. Sales are recognized when goods are dispatched to customers and are recorded net of returns.

##### 7. Expenditure

Expenses are accounted for on accrual basis.

##### 8. Foreign Currency Transactions:

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date. Gain or loss arising out of fluctuations on realization/payment or re-statement is charged/credited to the profit and loss account.

##### 9. Taxes on Income:

Current income tax expense comprises taxes on income payable as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.



Deferred Tax Assets or Deferred Tax Liability is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

## 10. Borrowing Cost:

Borrowing costs are expensed in the year in which it is incurred and charged to revenue account.

## 11. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

## (II) Other Notes to Accounts

1. Contingent Liability	31.03.2012 Rs /Lacs	31.03.2011 Rs /Lacs
In respect of demand from various government authorities regarding following dues:		
(a) Disputed custom & central excise duty (refer other note no. 4)	665.33	620.00
(b) Income Tax interest demand for AY 1995-96 to 1997-98 (refer other note no.5a)	19.32	
(c) Income Tax Demand AY 1998-99 (refer other note no.5b)	17.63	17.63
(d) Amount payable to HARTRON (Haryana State Electronic Development Corp.) for buyback of equity shares in terms of Arbitral award (refer other note no.6)	84.23	84.23
(e) Bank Guarantee	4.50	

## 2. Changes in Capital during the year 2008-09

As per rehabilitation scheme (SS-08) for revival of the company sanctioned by Board For Industrial Financial Reconstruction (BIFR), the company restructured its share capital in the year 2008-2009 as under:

- a) Reduction in paid up equity share capital by 90% as result of which paid up value of one equity share was reduced from Rs 10 to Re. 1.  
Further to above , 10 equity shares of Re 1 each were consolidated to one equity share of Rs 10 each, resulting in reduction of 1,03,18,100 equity shares to 10,31,810 equity shares.
  - b) Preferential issue to strategic investor and promoters of 31,11,600 equity shares and 6,38,100 equity shares respectively.
3. The accumulated losses are more than 50 % of the Net Worth of the company. Further, the company has incurred cash loss during the year ended 31st March 2012 of Rs 2.83 lacs. The company has incurred cash loss of Rs 85.02 lacs in the immediately preceding financial year. in the view of the management reference to the same is presently not required as per provisions of Sick Industrial Companies Act(SICA).



4. The company has applied for permission to exit from EOU scheme vide its letter dated 01 July 2010 in response of which it was directed by Development Commissioner, Noida Special Economic Zone vide letter no. 1-7/92/100%EOU/5261 dated 15th July 2010 to obtain no dues certificate from Central Excise and Custom Department in respect of benefits taken for 100% EOU since inception of the company.

In response to above, Central Excise department has served a show cause notice no VIII (B) Cus/R/VIIIA/GGN/11/02/Pt. ii/15777 dated 11th February 2011 directing the company to deposit Rs 665.33 lacs towards custom & central excise duty foregone on raw materials and capital goods. The said payment is disputed by the company and has been shown a contingent liability.

5. (a) Income Tax dues for assessment year 1995-96 to 1997-98 are of Rs 39,32,005 as per the orders of ITAT/Honourable Delhi High Court: against which liability for Rs 20,00,000 has been accounted for as per BIFR rehabilitation sanction scheme dated 27th March 2008 and for the remaining sum of Rs 19,32,005, which is on account of interest, waiver has been sought from CBDT.
- (b) Income tax demand of Rs 17,62,756 for assessment year 1998-99 is under appeal before ITAT and has been shown a contingent liability as the company is hopeful for a favourable decision.
6. Haryana State Electronic Development Corporation (HARTRON) has invested Rs 44 lacs as per Assisted Sector Agreement dated 5th June 1991 by way of equity of Integrated Technologies Limited with the condition that the company will buy back this equity after expiry of 5 years from the date of commercial production or at the expiry of 7 years from the date of incorporation of the Company, whichever is earlier.

The Arbitrator had passed the Arbitral Award dated 25th April 2003 in favour of HARTRON and determined payable amount Rs 84,23,135 with interest @12% p.a. w.e.f 1.11.2000. Award was challenge by the company in district courts which was dismissed. In the company's further appeal (FAO 1197 of 2009) to Honorable High Court, Chandigarh, the payment to HARTRON was upheld but at a reduced interest rate of 9% p.a. w.e.f 1.11.2000.

The company's special leave petition to Honorable Supreme Court against the above judgment dated 18.05.2011 of Honorable High Court, Chandigarh has been dismissed on 25.11.2011.

The company is hopeful of a favourable settlement of the issue of which the amount presently is not ascertainable and accordingly, it has been shown a contingent liability.

7. The company has entered during the year an agreement to sell its land and building and received an advance of Rs 4,50,00,000 from the prospective buyer. Pending execution of the conveyance deed and handing over the possession, the said advance is shown in note no. 5 of "other current liabilities".
8. No amount is payable to small scale industrial undertakings under MSMED Act, as per information available with the company.
9. In the opinion of management the Gratuity Act, 1972 is not applicable to the company, since no employee has completed 5 years of uninterrupted service and therefore no provision for gratuity is made.
10. Addition to land of Rs 115,65,851 ( previous year Rs Nil) is on account of 50% internal & external development charges paid by the company to HSIDC . Remaining 50% are payable in four yearly installments with 15% p.a. simple interest and have been agreed to be borne by the buyer of land.
11. Certain debit/credit balances are subject to confirmation/reconciliation and consequential adjustment, if any required.
12. In the opinion of the management, current assets shall have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.
13. **Deferred Tax Assets (DTA)**

DTA as per AS-22 issued by the Institute of Chartered Accountants of India has been recognized as under :

Depreciation	Rs. 4,650,689
Carried forward losses	<u>Rs. 55,538,308</u>
Total DTA	<u>Rs. 60,188,997</u>



#### 14. Related Party Disclosure

In compliance of Accounting Standard –18 on “Related Party Disclosure” issued by the ICAI, the details pertaining to related party disclosure are as follows:

##### Following are the Related Parties as per AS-18

##### (A) Particulars of Associate Companies / Strategic Investor

Bubble Softsolutions Private Limited

##### (B) Key Management Personnel

Name	Designation
Mr. Rajeev Bali	Managing Director

##### (C) Relative of Key Management Personnel

Smt Krishna Bali

##### (D) Enterprise over which any person described in (B) or (C) is able to exercise significant influence.

Bubble Softsolutions Private Limited	Director Mrs. Krishna Bali
ITL Systems and Networks	Mr. Rajeev Bali (Proprietor)

#### Detail of Transactions

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Enterprise over which related person is able to exercise influence	Opening balance as at 01.04.2011 (Rs)	Volume Of transaction during the year (cr) (Rs)	Volume transaction During the year (Dr) (Rs)	Closing balance as at 31.03.2012 (Rs)
Unsecured Loan	Mr. Rajeev Bali			16,614,976.00 (Cr)	36,90,373.03	7,55,000.00	19,550,349.03
Unsecured Loan		Mrs. Krishna Bali		1,220,000 (Cr)	1,20,000.00	0.00	1,340,000.00
Unsecured Loan			Bubble Softsolutions P Ltd	114,42,361 (Cr)	19,30,000.00	1,750.00	13,370,611.00
Unsecured Loan			ITL Systems and Networks	1,305,686.50(Cr)	4,54,000.00	4,51,000.00	1,308,686.50(Cr)
Unsecured Loan			WM Bali-HUF	100,000.00 Cr.	0.00	100,000.00	0.00
Purchase of Asset & Expenses			ITL Systems and Networks	NIL	1848.00 Cr	0.00	1848.00 Cr

Related parties defined under Clause 3 of AS-18 "Related Party Disclosure" have been identified on the basis of representation made by managerial personnel and information available with the company

#### 15. Earnings Per share (Basic and Diluted):

##### A. Earning per share excluding Prior Period Incomes / Extraordinary Income

	For the Year Ended 31.03.2012	For the Year Ended 31.03.2011
(a) Profit/(loss) after tax (in Rs.) excluding prior period income	91,03,004.72	(12,416,808.82)
(b) Total Number of Equity Shares outstanding at the end of the year	4,781,510.00	4,781,510.00
(c) Basic and Diluted Earning Per Share (In Rs.) (a/b)	1.90	(2.60)



## 16. Segment Reporting

The company is engaged in the business of manufacturing of Printed Circuit Boards (PCB's). Accordingly, these financial statements are reflective of the information required by the Accounting Standard -17 for professional grade printed circuit boards segment.

## 17. Raw Materials consumption under broad heads

Items	2011-12 (Rs.)	2010-11 (Rs.)
a) Copper Clad Laminate Sheet	30,65,050.60	92,46,060.35
b) Dry & Daizo Films	7,76,405.00	16,28,184.47
c) PCB Ink	3,69,505.27	11,27,558.43
d) Other raw materials/Consumables	36,38,616.78	86,11,955.77
e) Spares & Components	3,19,325.76	10,90,123.28
	81,68,903.41	2,17,03,882.30

## 18. Work in Progress under broad heads

Items	2011-12 (Rs.)	2010-11 (Rs.)
Printed Circuit Boards (semi finished)	29,22,58,989.36	21,03,94,394.61

## 19. Value of imported/indigenous consumption of raw materials, spare parts and components consumed during the year and percentage of each to total consumption

	Raw materials		Spare parts and components	
	2011-12	2010-11	2011-12	2010-11
Imported (Rs.)	25,367.64	36,26,644.30	1,26,312.76	50,445.02
% to total	0.32%	17.59%	39.55%	4.62%
Indigenous (Rs.)	78,24,210.01	1,69,87,114.72	1,93,013.00	10,39,678.26
% to total	99.68%	82.41%	60.45%	95.38%
Total (Rs.)	78,49,577.65	2,06,13,759.02	3,19,325.76	10,90,123.28

## 20. Value of imports on CIF basis

Items	2011-12 (Rs.)	2010-11 (Rs.)
Raw materials	-	33,42,469.50
Components & Spare parts	1,01,652.00	95,422.80
Capital goods	-	18,84,500.00

## 21. Remittance of dividend in foreign currencies

2011-12	nil
2010-11	nil

## 22. Earnings in foreign exchange

2011-12	nil
2010-11	nil

Figures for the previous year have been regrouped / rearranged, wherever considered necessary.



## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2012

	YEAR ENDED March 31, 2012 (Rs)	YEAR ENDED March 31, 2011 (RS.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/(loss) before tax and before Prior Period Item items	9,103,004.72	(12,416,808.82)
Adjustments For :		
Depreciation	3,306,302.00	3,910,949.51
Provision for Deferred Tax Assests	(12,692,681.51)	0.00
Profit on Sale of Machinery	0.00	(372,082.28)
	<b>(9,386,379.51)</b>	<b>3,538,867.23</b>
<b>Operating profit/(loss) before working capital changes</b>	<b>(283,374.79)</b>	<b>(8,877,941.59)</b>
Adjustments For :		
Increase/ (Decrease) in Current Liabilities	47,963,412.79	16,888,251.20
(Increase)/Decrease in Current Assets	(8,968,867.03)	(13,065,557.95)
Cash generated from operations	38,711,170.97	(5,055,248.34)
Less: Taxes paid	0.00	0.00
<b>A. NET CASH FROM OPERATING ACTIVITIES</b>	<b>38,711,170.97</b>	<b>(5,055,248.34)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Sale of Fixed Assets	0.00	1,149,540.00
Purchase of Fixed Assests	(11,565,851.00)	(2,424,028.00)
Net Cash from Investing Activities	<b>(11,565,851.00)</b>	<b>(1,274,488.00)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Loans	(27,613,376.96)	6,599,518.50
Net Cash From Financing Activities	<b>(27,613,376.96)</b>	<b>6,599,518.50</b>
<b>NET CASH INCREASE/ (DECREASE) (A+B+C)</b>	<b>468,056.99</b>	<b>269,782.16</b>
Cash/Cash Equivalents Opening Balance	933,569.82	663,787.66
Cash/Cash Equivalents Closing Balance	465,512.83	933,569.82

\* Excluding Adjustment of Current Assets/Current Liabilities

As per our report of even date attached  
**For S. K. MITTAL & CO.**  
Chartered Accountants  
[FRN No. 001135N]

For and on behalf of the Board of Directors

**Devendra Manchanda**  
Director

**Rajeev Bali**  
Director

**Kanika Bhutani**  
Company Secretary

**Krishan Sarup**  
Partner  
(M.No.010633)

Place : New Delhi  
Dated : 29.06.2012

**ATTENDANCE SLIP**  
**INTEGRATED TECHNOLOGIES LIMITED**

Registered Office:  
Narsingpur, Sector-35, Gurgaon-122 001, Haryana  
**Twenty Sixth Annual General Meeting, 28th September, 2012**

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional Attendance Slips on request.  
NAME AND ADDRESS OF THE SHAREHOLDER/PROXY\*

.....  
Folio. No ..... No. of Shares held : .....  
If proxy, full name of the Shareholder.....

I hereby, record my presence at the Twenty Sixth ANNUAL GENERAL MEETING of the Company held on Friday, 28th September, 2012 at 9.00 a.m. at its Registered Office.

SIGNATURE OF THE MEMBER/PROXY\*

\* Strike out whichever is not applicable.

..... Tear Here .....

**PROXY FORM**  
**INTEGRATED TECHNOLOGIES LIMITED**

Registered Office:  
Narsingpur, Sector-35, Gurgaon-122 001, Haryana  
**Twenty Sixth Annual General Meeting, 28th September, 2012**

Folio.No. ....

I/We..... of ..... in the district of ..... being a member/member(s) of the above named company hereby appoint ..... of ..... in the district of ..... or failing him/her ..... of ..... as my/our proxy to vote for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting to be held at 9.00 a.m. on Friday, the 28th September, 2012 at its Registered Office or at any adjournment thereof.

Signed this ..... day of ..... 2012.



Signature (s) (across the stamp)

**NOTE:**

1. The proxy need not be member of the Company
2. The proxy form duly signed across 1 Rupee Revenue Stamp should reach the Company's Registered office not less than 48 hours before the time fixed for commencement of the meeting.

BOOK - POST



*If undelivered, please return to :*

**INTEGRATED TECHNOLOGIES LIMITED**

Registered Office: Narsingpur, Sector-35, Gurgaon-122 001, Haryana (India)

Proactive # 9818261790