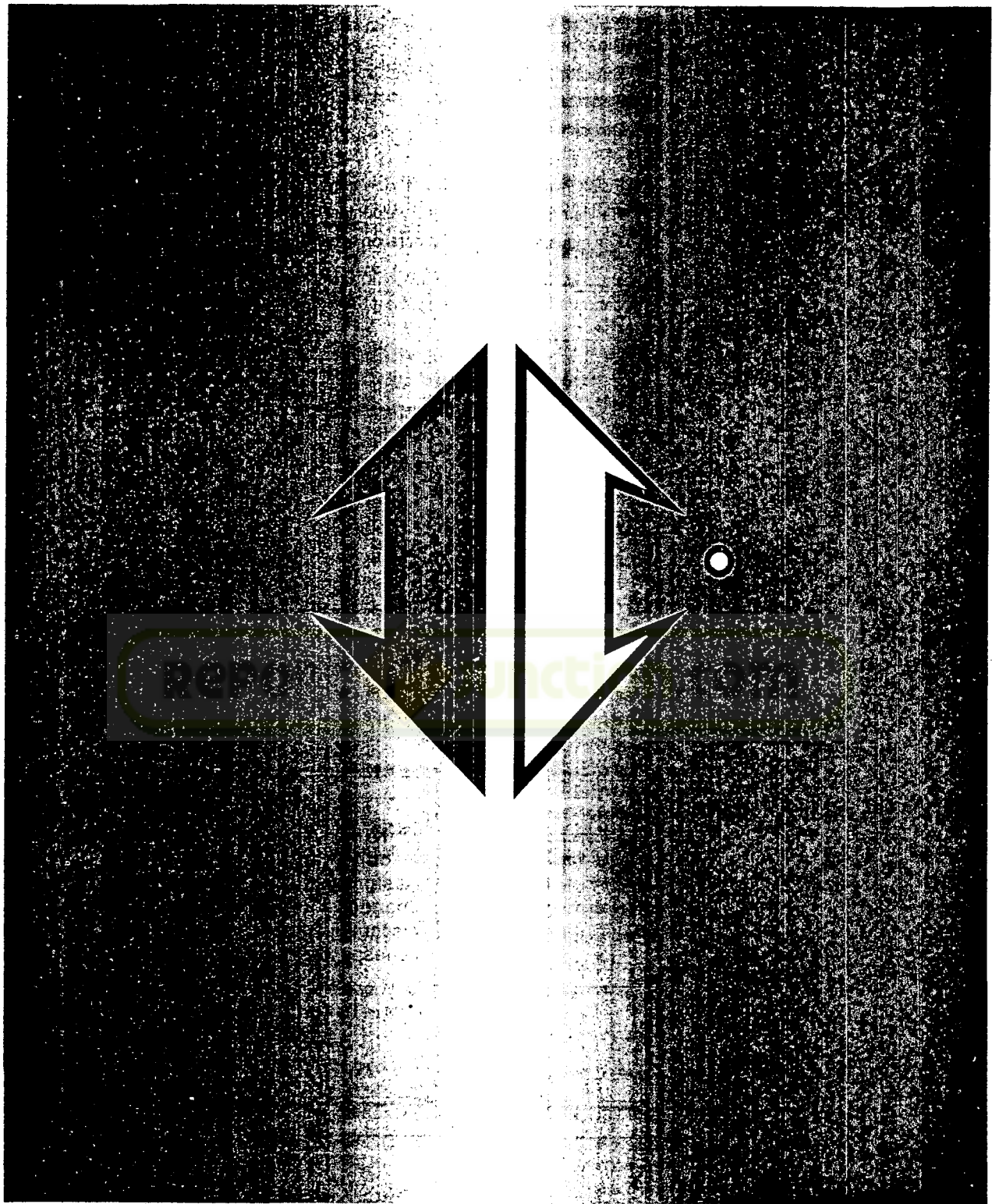


ELEVENTH ANNUAL REPORT (1996-97)



INTEGRATED TECHNOLOGIES LIMITED

MD	/	BKC	/
CS	/	DPY	/
RO	/	DEV	/
TRA	/	AC	/
AGM	/	SHI	/
YE	/		/

Board of Directors

Rajeev Bali	Managing Director
K.R. Shivakumar	Director
Lt. Gen. H.C. Dutta (Retd.)	Director
Ajay Singh Hooda	Director
V.K. Dhawan	Director

Nominees

W.D. Schmejkal	FUBA Printed Circuits GmbH, Germany
Sandeep Kapoor	Haryana State Electronics Development Corporation Limited.
A.K. Kaul	The Industrial Finance Corporation of India Limited

Company Secretary

Rajesh Mukhija

Bankers

Bank of America
State Bank of India
The Bank of Rajasthan Limited

Auditors

M/s. G. S. Johar & Co.
Chartered Accountants
74, Hemkunt Colony, New Delhi - 110 048.

Regd. Off. & Works

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

Important

Members/Proxyholders attending the Annual General Meeting of the Company on Tuesday, Sep. 30, 1997 are requested to note that the Management of the Company has decided that no Gifts/Coupons shall be distributed.

Report  junction.com

Contents

Notice	1
Explanatory Statement	1
Directors' Report	2
Auditors' Report	3
Balance Sheet	4
Schedules	4 - 7
Notes to Accounts	7
Cash Flow Statement	8

Important Notice

All the members may please note that the services of our Share Transfer Agent, M/s. Alankit Assignment Ltd., 205-206, Anarkali Mkt., Jhandewalan Extn., N. Delhi-55 have been discontinued with immediate effect. All future correspondence/ enquiries should be sent to :

The Secretarial Department,
Narsingpur, Sector-35,
Gurgaon-122001 (Haryana)
Tele. Nos. (0124) 332105, 332107
Fax No.: 91-11-4635281

INTEGRATED TECHNOLOGIES LIMITED

INTEGRATED TECHNOLOGIES LIMITED



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of the Company will be held on 30th September, 1997 at 10.00 A.M. at the Registered Office of the Company situated at Village Narsingpur, Sector 35, Gurgaon-122 201 (Haryana, India) to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 1997 and the Statement of Pre-operative Expenditure 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 Lt.Gen. H.C. Dutta (Retd.) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. W.D. Schmejkai who retires by rotation and being eligible offers himself for reappointment.
4. To appoint auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to provisions of Section 94 (1)(a) and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Capital of the Company be and is hereby increased from Rs. 11,50,00,000 divided into 1,15,00,000 Equity shares of Rs. 10/- each to Rs. 15,00,00,000 divided into 1,50,00,000 Equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be altered accordingly."

By Order of the Board

Place : New Delhi
Dated: June 28, 1997

Rajesh Mukhija
Company Secretary

NOTES

1. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 is annexed hereto.
2. 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.
3. 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 Office not less than 48 hours before the commencement of this Annual General Meeting.

4. The Register of Members and the Transfer Books of the Company shall remain closed from 16th September, 1997 to 30th September, 1997 (Both days inclusive).
5. Members are requested to notify any change in their registered address/status, if any, to the Company immediately.
6. Members are requested to bring their copies of Annual Report and Accounts to the meeting.
7. 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.
8. Members may inspect any of the documents referred to in the proposed resolutions at the Registered office of the Company between 12.00 Noon and 2.00 PM on any day excepting holidays and the day of AGM.
9. 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.

EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5 :

The additional fund's requirement for the Company is proposed to be met, partially or fully, as the case may be, through borrowing of money from financial institution(s) and/or bank(s). It may also require the Company to raise fresh capital to be contributed either by promoters/Co-promoters/public, as the case may be, for part financing the same or for complying with the terms and conditions, as may be stipulated by lending agencies for granting the loan. It is, therefore, proposed to increase the Authorised Capital of the Company from Rs. 11,50,00,000 to Rs. 15,00,00,000 so that additional capital can be raised, if required. Necessary approval of the members of the Company in terms of provisions of Section 94 (1)(a) and other applicable provisions, if any, of the Companies Act, 1956 is being sought for this purpose.

Your Directors recommend passing of this resolution.

None of the Directors of the Company is concerned or interested in the Resolution.

By Order of the Board

Place : New Delhi
Dated: June 28, 1997

Rajesh Mukhija
Company Secretary