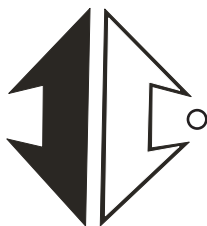


24th Annual Report 2009 - 2010



INTEGRATED TECHNOLOGIES LIMITED

Board of Directors

Rajeev Bali	Managing director
K.R.Shivakumar	Director
Devendra Manchanda	Director
Narendra Sharma	Director
Krishna Bali	Director

Company Secretary

Kanika Bhutani

Bankers

State Bank of India
Barclays Bank, PLC

Auditors

M/s G. K. Kedia & Co.
Chartered Accountants
2044/ 6, Chuna Mandi, Paharganj,
New Delhi – 110 055

Regd. Office & Works

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

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Important

Members/ Proxy holders attending the Annual General Meeting of the Company on Thursday, September 30th, 2010 are requested to note that the Management of the Company has decided that no Gifts/Coupons shall be distributed.



NOTICE

NOTICE is hereby given that **TWENTY FORTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Thursday, 30th September, 2010 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 2010 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 Mr. V.N. Shukla in place of Mr. Narendra Sharma, who is retiring by Rotation.
3. To appoint auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that M/s S.K. Mittal & Co., Chartered Accountants, New Delhi, be and are hereby appointed as Statutory Auditors of the Company, in place of M/s G.K. Kedia and Co., the retiring Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

II SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of section 269, 198, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and pursuant to the approval of the remuneration committee of the Board and the Board of Directors at their meeting held on 30.07.2010, approval of the members be and is hereby accorded to the re-appointment of Mr. Rajeev Bali as Managing Director of the Company for a period of 5 years with effect from September 30, 2010 on a total monthly remuneration as deemed fit by the Board of Directors as per the recommendations of the remuneration committee and within the sanctioned purview Schedule XIII of the Companies Act, 1956 or any statutory modification or re-enactment thereof.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to decide, vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

FURTHER RESOLVED that where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director such minimum remuneration by way of salary as is permissible within the various provisions of the Companies Act, 1956 and such other Acts as applicable for the time being in force and subject to receipt of such requisite approvals, if any.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Director (s) of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By Order of the Board of Directors

Place : New Delhi

Dated : 30.07.2010

**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 20th September 2010 to 30th September 2010.
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.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT IN RESPECT OF THE SPECIAL BUSINESS OF THE NOTICE OF AGM.

Item No. 4 :

The tenure of Mr. Rajeev Bali as Managing Director was upto 31st March 2011, subject to the approval of the Shareholders in the ensuing Annual General Meeting. The Board of Directors have at their Meeting held on 30.07.2010, pursuant to the approval of the remuneration committee, approved the re-appointment of Mr. Rajeev Bali as Managing Director of the Company for a period of 5 years w.e.f 30.09.2010. He has a BA in Economics (Hons) from Delhi University, and MBA in Finance from Pace University, USA having multifunctional experience of more than 25 years. He is very well versed in all aspects of marketing, finance, costing, technical matters and administration. He is aged about 52 years. The proposed remuneration will be within overall limit of Schedule XIII of the Companies Act, 1956.

Briefly, the terms and conditions of the re-appointment and remuneration of Mr. Rajeev Bali are as follows:

1. He shall carry out such duties as may be entrusted to his subject to the supervision of the Board of Directors.
2. The re-appointment shall be for a period of 5 years w.e.f. 30.09.2010
3. Remuneration: As recommended by the remuneration committee and decided by the Board of Directors.

The proposed resolution is required to be passed as an Ordinary Resolution as required under the amended Schedule XIII to the Companies Act, 1956 and as such, the Directors recommend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the the date of the annual general meeting.

None of the directors except Mrs. Krishna Bali and Mr. Rajeev Bali are interested or concerned in this resolution.

The relevant abstract, as required under section 302 of the Companies Act, 1956, had already been sent to the shareholder of the company at the time of approval of the Board.

By Order of the Board of Directors

**Place : New Delhi
Dated : 30.07.2010**

**Kanika Bhutani
Company Secretary**



DIRECTORS' REPORT

Your Directors have pleasure in presenting the **Twenty Forth Annual Report** together with Audited Accounts of the Company for the year ended 31st March 2010.

FINANCIAL RESULTS

(Rs. In Lacs)

	2009-10	2008-09
Sale of Products and other income	175.74	29.78
Manufacturing and other expenses	187.77	18.33
Depreciation	36.69	39.22
Interest	0.00	0.00
Profit/(Loss) before tax	(80.35)	(87.35)

*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

There was no change in the constitution of the Board of Directors during the year under consideration. However, it is now proposed to appoint Mr. V. N. Shukla in place of Mr. Narendra Sharma, Director retiring by rotation on the Board of Directors, the appointment forms part of the business of the ensuing Annual General Meeting of the Company.

During the year under review, Mr. Ravi Jain has resigned as director of the company w.e.f. 10th May, 2010.

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:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2010, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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;
- (iii) 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;
- (iv) that the directors had prepared the accounts for the financial year ended 31st March, 2010 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.

AUDIT COMMITTEE

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 Mrs. Krishna Bali. 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

Auditors of the Company, M/s G. K. Kedia & Co., Chartered Accountants, are retiring at this Annual General Meeting and M/s S.K. Mittal & Co. are proposed to be appointed at the ensuing Annual General Meeting.

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 Company has revived its production and commercial operations, consequent to successful implementation of the BIFR Sanctioned Scheme, and to receiving all requisite approvals required from Ministry of Commerce / NSEZ / Customs / DGFT etc. in December 2008. The Company commenced sales in the domestic market, which has remained stable despite the global melt-down world-wide, including the PCB industry, which impacted China as well very substantially.

A US\$ 48 billion industry had been growing at CAGR of over 9 % per annum from 2004 till mid – 2008 when international markets once again shrank considerably from US \$ 52 Billion in 2007 with the onset of the recession to \$ 39 Billion in 2009. It is now expected to grow as such up to 2015 to over US\$ 76 Billion. While the outlook for the industry is not very encouraging internationally, for the time being, it is expected to improve gradually starting 2010, especially from the 2nd half of the year, and expected to reach \$ 52 billion again by 2011-12.

The domestic PCB market : is growing rapidly, with large investments in the mobile communications, telecom, industrial, consumer electronics, and automotive industries. Importantly, most of the top ten Electronics Manufacturing Services (EMS) companies worldwide have set up assembly and design facilities in the recent past. With the entry of a number of international companies in these industries, the growth is expected to exceed 30% per annum.

The total market assessed currently is approx. US\$ 2 Billion. Domestic production is US\$ 300 Million, with the rest being imported, thereby presenting a large opportunity to domestic PCB producers.

The Company thus plans to recommence exports by early to mid - 2011 in line with world markets revival of global market.

The promoters have invested considerably in reviving the plant and it's operations including refurbishing the machinery, replacing obsolete equipment, infusing working capital, and adding new customers to its' existing ones.

The Company has adequate business orders for domestic sales, as also deemed exports. The Company expects to achieve considerably better sales and operating results in the FY 2010-11 as it increases domestic sales and exports commencing 2011.

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:	(Rs. In Lacs)
Foreign Currency Earnings	
Foreign Currency Outgo	
(1) Travelling (foreign)	-
(2) Import of Machinery	2.634
(3) Import of raw materials	36.842
(4) Consumption of raw materials	33.322
(5) Fees and subscription	1.13



(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. 2,00,000/- per month or Rs. 24,00,000/- 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 : 14.08.2010

(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 it's 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	Designation	No. of outside Directorships held	No. of Mtgs held during the year	No. of Mtgs attended
Mr. Rajeev Bali	Promoter-Executive	Chairman cum Managing Director	-	6	6
Mr. K. R. Shivakumar	Promoter-Non-Executive	Director	-	6	-
Mr. D. Manchanda	Independent-Non-Executive	Director	1	6	4
Mr. Ravi Jain*	Independent-Non-Executive	Director	1	6	-
Mrs. Krishna Bali	Promoter-Non-Executive	Director	1	6	4
Mr. Narendra Sharma	Independent-Non-Executive	Director	-	6	-

* Ceased to be Director with effect from 10th May 2010

Meetings of the Board of Directors were held on

- | | |
|-------------------|----------------------|
| 1. 21st May 2009 | 4. 31st October 2009 |
| 2. 30th June 2009 | 5. 31st January 2010 |
| 3. 30th July 2009 | 6. 31st March 2010 |

The following directors were present at the Twenty Second Annual General Meeting held on 30th September 2009:

- Mr. Rajeev Bali
- Mr. Devendra Manchanda

III. Committees of Board of Directors

1. Audit Committee:

Terms of reference of the Audit Committee include the following-

- 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.
- To recommend the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- 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.
- To review the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payments to creditors.
- 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	Profession
Mr. D. Manchanda	Chairman	Independent Director	4	Chartered Accountant
Mr. Rajeev Bali	Member	Executive Director	4	Business
Mrs. Krishna Bali	Member	Promoter Non-Executive Director	4	House Wife

2. Shareholders Grievances Committee:

At present the functioning of the Committee has been discontinued, as in view of the compliance with the SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27.12.2002, the Company has shifted all work related to share registry of both physical and electronic form of equity shares at a single point for which it has appointed M/s Skyline Financial Services Private Limited, 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi – 110 065 as its Registrar and Share Transfer Agents. The shareholders can send any grievance or any other query at the Registered Office of the Company.

3. Remuneration to Directors

The Company does not have a Committee on Remuneration, as the Directors are not paid any sum above the Sitting fees for attending Board Meetings. The Managing Director of the Company, has an approved remuneration of Rs. 15,00,000 per annum granted by shareholders and provisions of the Schedule XIII of the Companies Act, 1956.

IV. General Body Meetings:

Location and time, where last 3 Annual General Meetings held

Year.	Date	Time	Venue	Agenda
Twenty Third	30th Sept 2009	9.00 A.M.	Narsingpur, Sector- 35, Gurgaon, Haryana.	No Special Resolution formed part of the business of the Meeting
Twenty Second	30th Sept. 2008	9.00 A.M.	Narsingpur, Sector- 35, Gurgaon, Haryana.	Resolution for re-issue of Forfeited Shares at Face value
Twenty First	29th Sept. 2007	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- Ordinary Resolution was passed in the last year on 21st March 2009 through postal ballot, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for selling, leasing or otherwise disposing of the whole, or substantially the whole, of the undertaking of the company under section 293(1) (a)

V. Disclosures:

- 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.
- 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.

VI. Means of Communication:

- 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.
- Which newspaper normally published in-** The Pioneer daily newspaper published in English and Veer Arjun published in Hindi.
- Any website, where displayed-** The details about the Company, its product, management, capabilities, customer related information, etc are displayed on the website of the Company i.e., www.integratedtech.co.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.**

VII. General Shareholder Information: -

i. **AGM: Date, time and venue-** The Annual General Meeting of the Company is scheduled to be held on Wednesday 30th September 2010 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 20th September 2010 – 30th September 2010 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. Since the Company is a sick industrial company, it is unable to pay the Listing Fees to all the Stock Exchanges.

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

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**

Trading in shares of the Company at the Bombay Stock Exchange and others has been discontinued due to non-payment of Annual Listing fees. Therefore, no data is available for the share prices of the Company.

ix. **Registrar and Transfer agents-** The Company has appointed M/s Skyline Financial Services Private Limited, 246, Sant Nagar, East of Kailash, New Delhi – 110 065 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. **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.

xii. **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion dates and likely impact on equity-** The Company has not issued GDRs/ADRs.

xiii. **Plant Locations-**The plant of the Company is located at Narsingpur, Sector-35, Gurgaon-122001, Haryana, India.

xiv. **Address for correspondence-**All correspondence should be sent to the registered office of the company only i.e, **Narsingpur, Sector-35, Gurgaon-122001, Haryana, India.**

For and on behalf of the Board of Directors

Place : New Delhi
Dated : 14.08.2010

(Rajeev Bali)
Managing Director