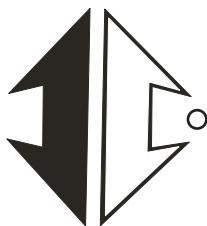


26th Annual Report 2011 - 2012



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)

Index

Notice	1
Directors' Report	3
Report on Corporate Governance	6
Management Discussion & Analysis Statement	11
Auditors Certificate on Report of Corporate Governance	14
Auditors' Report	15
Balance Sheet	18
Profit & Loss	19
Schedules	20
Notes to Accounts	26
Cash Flow Statement	31



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

*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:

- (i) 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;
- (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, 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 Bali*	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:

- Mr. Rajeev Bali
- Mr. Devendra Manchanda
- 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 10th 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 th 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 th 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 th 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

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