

TWENTY SECOND
A n n u a l
R e p o r t
2010-2011

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INNOVATIVE

TECH PACK LIMITED

BOARD OF DIRECTORS**Managing Director**

Mr. K. Sayaji Rao

Director

Mr. Sanjay Dhawan

Mr. Atul Nripraj Barar

Mr. Mahavir Singh (Nominee of HSIIDC)

Mr. Anil Kulbhushan Barar

Mr. K. Satish Rao

Company Secretary & Compliance Officer

Ms. Hema Kumari

Auditors

BGJC & Associates

Raj Towers-1

G-1, Alaknanda Community Centre

New Delhi-110 019

Bankers**HDFC Bank**, Kalkaji

New Delhi-19

Punjab National Bank

Nehru place

New Delhi-110 019

Registrar And Share Transfer AgentsBeetal Financial and Computers Services (P)
Limited,

3rd floor, Beetal House, 99, Madangir,

Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir

New Delhi-110062

Registered Office

51, Roz-Ka-Meo, Industrial Area

Sohna, Dist. Mewat, Haryana

Corporate Office

1109-1110, Chiranjiv Tower

43, Nehru Place

New Delhi-110 019

Factories

1. 51, Roz-Ka-Meo, Industrial Area
Sohna, Dist. Mewat (Haryana)
2. Rungta Industrial Compound
Rudrapur (Uttanchal)

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INNOVATIVE TECH PACK LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF INNOVATIVE TECH PACK LIMITED WILL BE HELD ON WEDNESDAY, 28TH SEPTEMBER, 2011 AT 10.00 A.M. AT HAKIM JI KI CHOUPAL, OPP. BATRA HOSPITAL, VILL. UJINA, POLICE STATION NUH, DISTT. MEWAT, HARYANA TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS**1. ADOPTION OF ACCOUNTS**

To receive, consider and adopt the audited Balance Sheet of the Company as at 30th April, 2011, the audited Profit and Loss Account for the period ended on that date together with the Directors' and Auditors' Report thereon.

2. RE-APPOINTMENT OF SH. SANJAY DHAWAN

To appoint a Director in place of Sh. Sanjay Dhawan, who retires by rotation, and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS

To appoint M/s BGJC & Associates, Chartered Accountants, retiring Auditors, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS**4. APPOINTMENT OF ADDITIONAL DIRECTOR AS DIRECTOR**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**.

"**RESOLVED THAT** Sh. Ketineni Satish Rao who was appointed as an Additional Director of the Company w.e.f. 12th August, 2011 pursuant to Section 260 of the Companies Act, 1956 and who holds such office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company, pursuant to Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director, be and is hereby, appointed as Director of the Company, liable to retire by rotation."

5. COMMENCEMENT OF BUSINESS AS SPECIFIED IN SUB CLAUSE 2 OF 'OTHER OBJECTS' CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**.

"**RESOLVED THAT** pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for commencing business as set out in sub-clause 2 of the 'Other Objects' Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, incidental or ancillary to give effect to this resolution including an authority to delegate all or any of the powers hereby granted to a committee or to any other director(s) with an authority to further delegate all or any of such powers to any one or more executives of the Company, as may be considered desirable or expedient by the Board in the best interest of the Company."

6. APPOINTMENT OF KETINENI SATISH RAO AS WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto including any statutory modification(s) or re-enactment thereof, for the time being in force or any other law and such other approvals as may be necessary, consent of the shareholders of the Company be and is hereby accorded for the appointment of Sh. Ketineni Satish Rao as the Whole - Time Director of the Company who has attained the age of majority **though has not completed the age of 25 (Date of Birth -04/10/1986)**, for a period of three years with effect from 01st October, 2011, liable to retire by rotation on the terms and conditions as set out herein below:

(1)Salary: Rs. 75000/- Per Month

(2)Perquisites : In addition to the above salary, he shall be entitled to the following perquisites:

- a. Medical reimbursement: As per the rules of the Company.
- b. Insurance Expenses: As per the rules of the Company.
- c. Telephone: Free use of Telephone at residence for Company's Business.

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- d. Car with driver: Free use of car for Company's business with Driver.
 - e. Club membership: Reimbursement of Membership fees of Clubs subject to a maximum of two clubs for Company's business.
 - f. Credit card: Reimbursement of Membership fees for credit cards subject to a maximum of three credit cards for Company's business.
 - g. Other terms and conditions:
 - i. The term of appointment is 3 years with effect from 01st October, 2011.
 - ii. No sitting fees will be payable for attending any meeting of Board or any committee thereof.
- (3) The aggregate of salary and perquisites in any financial year shall not exceed the limit prescribed from time to time under section 198, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 as may for the time being be in force.

(4) Minimum Remuneration:

In the event of absence or inadequacy of profit in any financial year, the aggregate of salary, allowances, perquisites shall not exceed the applicable (maximum) ceiling prescribed under section II of part II of the Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time.

FURTHER RESOLVED THAT Director(s) of the Company and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms/documents with Registrar of Companies or with any other concerned authorities (required if any), to comply with the necessary formalities and to take such steps as it may considered necessary or expedient to give effect to this resolution."

7. REVISION/ ENHANCEMENT OF REMUNERATION PAYABLE TO SH. KETINENI SAYAJI RAO, MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in partial modification to the resolution no. 2 passed by the Members of the Company at their Extra- Ordinary General Meeting held on 01st September, 2010 approving the appointment and terms of remuneration of Sh. Ketineni Sayaji Rao, Managing Director of the Company in accordance with the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956 and Article 136 of the Articles of Association of the Company, the Company hereby approves the increase in remuneration of Sh. Ketineni Sayaji Rao for the remaining period of his tenure of office, with effect from 01st October, 2011 from Rs. 1,35, 000 per month to Rs. 2,50,000 per month.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Sh. Ketineni Sayaji Rao, Managing Director, as approved earlier by the Members, shall remain unchanged.

FURTHER RESOLVED THAT Director(s) of the Company and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms/documents with Registrar of Companies or with any other concerned authorities (required if any), to comply with the necessary formalities and to take such steps as it may considered necessary or expedient to give effect to this resolution."

Place: New Delhi

Date : 12-08-2011

By order of the Board of Directors
for Innovative Tech Pack Ltd

Registered Office :

51, Roz-Ka-Meo, Industrial Area
Sohna, Mewat District,
Haryana-122103

Ketineni Sayaji Rao
Managing Director

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the Special Business under Item No.s 4 to 7 above is annexed hereto and forms part of this Notice.

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3. Disclosures/Details pursuant to Clause 49 of the Listing Agreement with respect to Persons/Directors seeking appointment/reappointment as Directors at the forthcoming Annual General Meeting are given herein below.

Sh. Sanjay Dhawan

Date of Birth: 01/06/1958

Date of Appointment: 01/10/2008

Qualification: Chartered Accountant

Expertise:

Sh. Sanjay Dhawan is a Chartered Accountant by profession and has a rich experience of more than 28 years. The Company will be benefited from his knowledge and experience in accounting, legal and commercial matters. He is also serving as director on the board of various Companies listed below. Sh. Sanjay Dhawan does not hold any share in the Company.

List of other Companies in which Directorship held:

- (a) Ganapati Polymers Limited
- (b) RS.Stones Private Limited
- (c) RS Natural Stones Pvt Limited
- (d) UG Hotel & Resorts Limited
- (e) KDM Advisory Services Pvt Limited
- (f) Narayan Agro Foods Limited
- (g) UG Buildcon Private Limited
- (h) Unimode Overseas Limited

Chairman/ Member of the Committee of Board of Directors of other Public Companies

- UG Hotel & Resorts Limited
 - Chairman - Audit Committee
- Narayan Agro Foods Limited
 - Member- Audit Committee & Shareholder & Investor Grievance Committee
- Unimode Overseas Limited
 - Member- Audit Committee & Shareholder & Investor Grievance Committee

Shareholding in the Company: NIL

2. SH. KETINENI SATISH RAO

Date of Birth: 04/10/1986

Date of Appointment: 12/08/2011

Qualification: Bachelor of Business Administration

Expertise:

Sh. Ketineni Satish Rao has been associated with the Company since 2008 and coordinates various activities of different departments as Senior Manager (Corporate) and oversees the effective implementation of decisions taken by the top management.

List of other Companies in which Directorship held:

(j) INNOVATIVE DATAMATICS LIMITED

Chairman/ Member of the Committee of Board of Directors of other Public Companies- NIL

Shareholding in the Company: 2230 Shares

Relationship: Sh. Ketineni Satish Rao is a relative (Son) of Sh. Ketineni Sayaji Rao, Managing Director of the Company.

4. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the Meeting along with their copy of the Annual Report. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board / Governing Body resolution authorizing such representatives to attend and vote at the Annual General meeting.

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5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2011 to Wednesday, 28th September, 2011 (both days inclusive)
6. All statutory Records, Registers and Documents referred to in the Notice and accompanying explanatory statement are open for inspection by the Members at the Registered Office of the Company on any working day during office hours from 9.30 A.M. to 5.00 P.M. up to the date of the Annual General Meeting.
7. Shareholders seeking any information with regard to Accounts of the Company are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
8. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which includes easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery, loss in transit etc.
9. Members are requested to notify:
 1. Change of address, if any, with Pin Code, quoting reference of their folio number, to the Registrar and Share Transfer Agents at the following address.
Beetal Financial and Computers Services (P) Limited,
3rd floor, Beetal House, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi-110062.
 2. Members who are holding shares in Demat Mode are requested to notify any change in their address to their respective Depository Participant

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**ITEM NUMBER 5.**

The Company is exploring the possibilities of commencement of business of mines and allied activities as set out in sub-clause 2 of the 'Other Objects' Clause of the Memorandum of Association of the Company. Section 149(2A) of the Companies Act, 1956 provides that the Company shall not at any time, commence business set out under the 'Other Objects' Clause of the Memorandum of Association of the Company, unless the shareholders of the Company has approved the commencing of such business by passing a Special Resolution in this regard. The proposed activity is expected to generate good returns which will be in the interest of the shareholders and the Company. The Company shall commence such activities at appropriate time(s) and manner as the Board may deem fit.

Your Directors recommend passing of this resolution as a SPECIAL RESOLUTION.

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

ITEM NUMBER 4 & 6

Mr. Ketineni Satish Rao has been associated with Innovative Tech Pack Limited since October, 2008 as Senior Manager (Corporate). In order to continue having the benefits of his association, experience and guidance, it was considered desirable and he was promoted and inducted into the Board as Additional Director of the Company with effect from 12th August, 2011. As per the provisions of the Companies Act, 1956, he holds office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a Notice along with requisite deposit under Section 257 of the Companies Act, 1956, from a Member of a Company signifying his intention to propose the candidature of Sh. Ketineni Satish Rao to the office of the Director, liable to retire by rotation.

The Board of Directors keeping in view the dedication and expertise as shown by Sh. Ketineni Satish Rao during the tenure of his employment as Senior Manager (Corporate), proposes to appoint Sh. Ketineni Satish Rao as a Whole-Time Director for a period of 3 years effective from 01st October, 2011 on the terms and conditions as set out in the resolution, subject to the approval of the Shareholders of the Company and any other approval, if required.

Further, Sh. Ketineni Satish Rao has not completed the age of 25 years (Date of Birth: 04/10/1986). As per provisions of the Companies Act, 1956, approval of the Shareholders by way of Special resolution passed in the General Meeting is required to appoint a person as Whole-Time Director of the Company who has not completed the age of 25 years but has attained the age of majority. Also as per the provisions of Section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and subject to such other approvals as may be required, the appointment and remuneration payable to Whole-Time Director requires approval of the Shareholders in General Meeting.

Details regarding Sh. Ketineni Satish Rao and his brief resume have been given in the Notes attached to this Notice. This explanatory statement together with the accompanying notice should be treated as an abstract of the terms of appointment of Whole-Time Director of the Company and a Memorandum of concern or interest of Director as required under Section 302 of the Companies Act, 1956.

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The Terms and conditions of the appointment have been approved by the remuneration committee of the Company in their meeting held on 12/08/2011.

Keeping in view the expertise and experience Sh. Ketineni. Satish Rao is having, the Board of Directors considers that the continuation of Sh. Ketineni Satish Rao on the Board will be beneficial to the Company and his appointment as Director/ Whole-Time Director of the Company is recommended by the Board .

Your Directors recommend passing of this resolution as a SPECIAL RESOLUTION.

None of the Directors of the Company except Sh. Ketineni Sayaji Rao, Managing Director who is relative (Father) of Sh. Ketineni Satish Rao is concerned or interested in the proposed resolution.

ITEM NUMBER 7

The Members of the Company at their Extra- Ordinary General Meeting held on 01st September, 2010 approved the terms and conditions of appointment of Sh. Ketineni Sayaji Rao, Managing Director of the Company for a period of 3 years with effect from 01/08/2010.

It is proposed to revise the remuneration payable to Sh. Ketineni Sayaji Rao from Rs. 1,35, 000 per month to Rs. 2,50,000 per month with effect from 01st October, 2011. This is proposed taking into consideration the prevailing trends in the market in terms of compensation packages. However other terms and conditions of the appointment will remain unchanged.

The aggregate of salary and perquisites will be subject to the overall limits as provided under 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 as may for the time being be in force.

In the event of absence or inadequacy of profit in any financial year, the aggregate of salary, allowances, perquisites shall not exceed the applicable (maximum) ceiling prescribed under section II of part II of the Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time.

The said increase in remuneration has been approved by the remuneration committee of the Company in their meeting held on 12/08/2011 subject to the approval of the Members.

The above variation in the terms of remuneration of Sh. Ketineni Sayaji Rao as mentioned in this explanatory statement together with the accompanying notice should be treated as an abstract and a Memorandum of concern or interest of Director as required under Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Sh. Ketineni Satish Rao, Additional Director who is relative (Son) of Sh. Ketineni Sayaji Rao is concerned or interested in the proposed resolution.

Your Directors recommend passing of this resolution as a SPECIAL RESOLUTION.

Place: New Delhi

Date: 12.08-2011

By order of the Board of Directors

for Innovative Tech Pack Ltd

Ketineni Sayaji Rao
Managing Director

KIND ATTENTION SHAREHOLDERS

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies through electronic mode. Your Company also intends to participate in this Green Initiative by opting to send all future communications including notice of the General Meeting(s), Annual Reports and other correspondence, to you through e-mail. Therefore shareholders are requested to register their email address with RTA by sending a letter to this effect to RTA under their signature at the following address

Beetal Financial and Computers Services (P) Limited,
3rd floor, Beetal House, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi-110062

or by e-mailing the scan copy of letter to RTA at following email address beetalrta@gmail.com/ grievance@itplgroup.com as early as possible, quoting your name, folio no./client Id/DP Id and shareholding in all communications to the Company. Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request, even after registering your e- mail address with us.



ADDENDUM

ADDENDUM TO NOTICE DATED 12TH AUGUST, 2011 CONVENING 22ND ANNUAL GENERAL MEETING OF THE INNOVATIVE TECH PACK LIMITED SCHEDULED TO BE HELD ON WEDNESDAY, 28TH SEPTEMBER, 2011 AT 9.30 A.M. AT HAKIM JI KI CHOUPAL, OPP. BATRA HOSPITAL, VILL. UJINA, POLICE STATION NUH, DISTT. MEWAT, HARYANA, INDIA.

Pursuant to the Board meeting held on September 2, 2011 following additional resolution is proposed to be considered in Annual General Meeting to be held on September 28, September, 2011. In light of this, the Company has prepared this addendum to the Notice of Annual General Meeting dated August 12, 2011 to confirm the addition of the following Resolution#8:

SPECIAL BUSINESS

8. TO CONSIDER THE PROPOSAL FOR SUBDIVISION OF THE SHARES INTO SMALLER DENOMINATION.

" **RESOLVED THAT** Pursuant to section 94 and other applicable provisions, if any, of the Companies Act ,1956 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of the article of association of the company, and subject to other such conditions as may be prescribed while granting such approvals, consents and sanctions, which may be agreed to by the board of directors (hereinafter referred to as the board, which term shall also include any committee thereof) the consent of the members be and is hereby accord and sub-dividing the equity shares of the company including the paid up capital of the Company of the face value of Rs.10 (Rupees Ten) each be subdivided into Ten Equity Shares of the Company of the face value of Re.1 (Rupee One) each and consequently the authorized Share Capital of the company of Rs. 10,00,00,000 (Rupees Ten Crores only) (proposed in above mention resolution no.8 and subject to the approval of shareholders) would comprise of 10,00,00,000 (Ten Crores only) Equity Shares of Re.1 (Rupee One) each, with effect from the "Record Date" to be determined by Board for this purpose."

"**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the company, the paid up Equity Shares of the Company of the face value of Re.10 (Rupees Ten) each as existing on the Record Date, shall stand sub-divided into Ten Equity Shares of the Company of the face value of Re.1 (Rupee One) each fully paid up, with effect from the Record Date, accordingly present paid up share capital of 2186500 (Twenty One Lac Eighty Six Thousand Five Hundred) equity shares of Rs.10 (Rupees Ten) each shall be subdivided into 21865000 (Two Crore Eighteen Lac Sixty Five Thousand) Equity shares of Re.1 (Rupee One) each."

"**RESOLVED FURTHER THAT** the existing Physical share certificates in relation to the issued Equity Shares of the Company be canceled and issue new share certificates in lieu thereof ,with regard to the subdivided Equity shares in accordance with the provisions of the companies (Issue of the Share Certificates) Rules,1960 and in case Members who hold the equity Shares opt to receive the sub-divided Equity shares , in dematerialized form , the sub-divided Equity shares shall be credited to the respective beneficiary account of the members ,with their respective Depository Participants and the company shall take such actions as may be necessary in relation to the existing equity shares."

"**RESOLVED FURTHER THAT** the board be and is hereby authorized to do all such acts, deeds, matters and things and issue such directions as may be necessary, in the best interest of the company, for giving effect to the aforesaid resolution ,including but not limited to signing and executing necessary forms, papers, writing, agreements and documents, including giving customary representations and warranties ,together with such indemnities as may be deemed necessary and expedient in its discretion and setting any question ,difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decisions shall be final and binding on all the members."

**By order of the Board of Directors
For Innovative Tech Pack Limited**

Sd/-

**Ketineni Sayaji Rao
Managing Director)**

Date: 02.09.2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.

Explanatory Statement under section 173(2) of the Companies Act, 1956

The existing face value of the shares of the Company is Rs. 10 (Rupees Ten). The Authorised Share Capital (proposed in above mention resolution No.8 and subject to the approval of Shareholders) of the Company is Rs. 10, 00, 00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten) each.

The objective of the subdivision is to enhance the public participation of small shareholders in Company and to widen the Shareholders base. Accordingly Equity Shares of the Company of the face value of Rs.10 (Rupees Ten) each be subdivided into Ten Equity Shares of the Company of the face value of Re.1 (Rupee One) each, accordingly present paid up share capital of 2186500 (Twenty One Lac Eighty Six Thousand Five Hundred) equity shares of Rs.10 (Rupees Ten) each shall be subdivided into 21865000(Two Crore Eighteen Lac Sixty Five Thousand) Equity shares of Re.1(Rupee One) each.

As per the section 94(1)(d) of the Companies Act 1956, such a proposal requires an **ordinary resolution** to be passed at the General Meeting of the Company. Hence resolution has been proposed by the Board of Directors.

**By order of the Board of Directors
For Innovative Tech Pack Limited**

 Sd/-
Ketineni Sayaji Rao
Managing Director)

Date: 02.09.2011

REGISTERED OFFICE:

51, ROZ-KA -MEO INDL. AREA,
SOHNA, MEWAT DISTRICT,
HARYANA- 122103

DIRECTORS' REPORT

The Directors of your Company have pleasure in presenting the Twenty second Annual Report together with the Audited Accounts for the financial year ending 30th April, 2011 comprising of 7 months.

The accounting period has been prepared for 7 months ending 30th April 2011 so as to reflect true position of company as these accounts incorporates successful completion of one time settlement with Punjab National Bank and positive network with zero secured debts except for small vehicle loans.

The summarized results are presented below:

FINANCIAL RESULTS:-*(Rs. in lacs)*

| | 2010-11 | 2009-10 |
|--|----------------|----------------|
| Sales / Other Income | 2678.48 | 5161.99 |
| Gross Profit before interest, depreciation prior Period income and expenditure and impairment Loss and excess provision written back | 443.01 | 678.68 |
| Interest | 53.51 | 138.95 |
| Depreciation | 138.99 | 317.24 |
| Excess Provision Written Back# | 1334.82 | 558.69 |
| Profit / (Loss) before prior period adjustment and Tax | 1585.33 | 781.18 |
| Provision for Taxation | 0.69 | 0.04 |
| Provision for deferred Tax | 82.95 | 244.73 |
| Profit / (Loss) after Tax | 1501.69 | 536.41 |
| Prior Period Expenses | 1.02 | 7.5 |
| Net Profit | 1500.67 | 528.91 |

Includes exceptional items on account of excess interest provided in earlier year back of Rs 1225.48 lacs now written back on completion of ots with PNB & other exceptional items.

For the period ended 30th April 2011 of 7 months, the total income of the Company was Rs 2678.48 Lakhs as against Rs 5161.99 lakhs in the previous financial year of 18 months representating a growth of 33.4 % on annualized basis.

PBT (Profit before tax and prior period exps) is Rs 1585.33 lakhs, but without considering excess provision written back of Rs 1334.82 lakhs is Rs 250.51 lakhs as against PBT of Rs 222.49 lakhs in previous period of 18 months representing a growth of 189.5 % on annualized basis as gross profit % grew from 13% to 16.5% due to fixed expenses being spread over higher turnover and further there is substantial reduction in interest charges due to repayment of loans and better working capital management.

Production of Bottles and Jars were 844.68 (numbers in lakhs) in current financial period of 7 months as against a production of 2044.51 (numbers in lakhs) Bottles and Jars in the preceding financial year of 18 months. This represents an increase in production of 6.23 % on annualized basis. Further company augmented it's production capacity of caps and that also contributed for the increase in turnover

During the year under review, the despatches of Bottles and Jars were 813.62 (numbers in lakhs) as against 2065.64 (numbers in lakhs) Bottles and Jars despatched in the previous financial year. This represents a marginal increase in quantity on annualized basis, but due to better sales realization and high yielding product mix there was increase in sales value of 36.01% on annualized basis.

Your Company continues to achieve good growth in sales and profitability and is also gradually increasing its production capacity and modernizing its plant at Rudrapur in spite of no working capital limits / term loans being sanctioned to it by banks / financial institutions.

STATUS OF REHABILITATION SCHEME AND ONE TIME SETTLEMENT WITH SECURED CREDITORS.

Company's rehabilitation scheme was approved on July 19, 2010 thereafter all the secured creditors i.e. HSIIDC & PNB have been fully paid off and no due certificates obtained and charges released on its fixed assets as well as current assets. The company has completed the scheme in all respect and as on 30th April, 2011, its net worth stands positive and hence the company ceases to be under the purview of Sick Industries Companies Act. Accordingly, company has applied to Hon'ble BIFR for deregistration and the proceedings are in progress.