



**BOARD OF DIRECTORS :**

- |                             |                     |
|-----------------------------|---------------------|
| 1. Sri. S.P.Y. REDDY        | Chairman            |
| 2. Sri. N. RAMA SUBBAIAH    | Managing Director   |
| 3. Sri. SHEIK CHAND BASHA   | Director            |
| 4. Sri. Y. SREENIVASA REDDY | Director            |
| 5. Sri. S.V. RAGHU          | Director            |
| 6. Sri. K. RAMI REDDY       | Additional Director |
| 7. Sri. T. RAVI KUMAR REDDY | Additional Director |

**REGISTERED OFFICE  
& WORKS :**

Survey No. 375,  
Manoharabad (V)  
Toopran (M)  
Medak (District) - 502 334

**ADMN., & CORPORATE  
OFFICE :**

701, 7th Floor,  
Paigah Plaza,  
Basheerbagh  
Hyderabad - 500 063.

**STATUTORY AUDITORS :**

**M/s. M.T.R. & Associates**  
Chartered Accountants  
Hyderabad - 500 038.

**BANKERS :**

**Andhra Bank**  
Nandyal

**REGISTRARS & SHARE TRANSFER AGENTS :**

XL SOFTECH SYSTEMS LTD.  
PLOT NO. 3, SAGAR CO-OPERATIVE SOCIETY,  
ROAD NO. 5, BANJARA HILLS, HYDERABAD - 34.



**NOTICE**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of INTEGRATED THERMOPLASTICS LIMITED will be held on Thursday, the 30<sup>th</sup> September 2010 at 12 Noon at the Registered Office of the Company situated at Survey No.375, Manoharabad Village, Toopran Mandal, Medak District - 502 334, Andhra Pradesh to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Profit & Loss Account for the financial year ended March 31, 2010 and the Balance Sheet as at that date and the Directors' and Auditors' reports thereon.
- To appoint a director in place of Sri. S.CHAND BASHA, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a director in the place of Sri. S.P.Y.Reddy, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED that pursuant to Section 257 of the Companies Act, 1956, Sri. Kakarla Rami Reddy, who was inducted by the Board as an Additional Director of the Company to hold office up to the date of Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

- To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED that pursuant to Section 257 of the Companies Act, 1956, Sri. Tamidala Ravi Kumar Reddy, who was inducted by the Board as an Additional Director of the Company to hold office up to the date of Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

- To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED that pursuant to the provisions of Section 269 and other applicable provisions, if any of the Companies Act, 1956, approval of the members be and is hereby granted for the re-appointment of Sri. N.RAMA SUBBAIAH as Managing Director of the Company, who fulfils the conditions specified in Schedule XIII to the Companies Act, 1956, for a period of five years from 30<sup>th</sup> September 2010 with a remuneration not exceeding Rs.50,000/- per month.

RESOLVED FURTHER THAT subject to the provisions of sections 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 ("ACT"), read with schedule XIII to the Act, the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr.N.RAMA SUBBAIAH.



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

RESOLVED THAT Pursuant to Section 224 and other applicable provisions if any, of the Companies Act, 1956 M/s.L.B.REDDY & Co, Chartered Accountants, Hyderabad be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors.

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

RESOLVED THAT pursuant to provision of section 293 (1) (d) and all other applicable provisions of the Companies Act, 1956, the Board of Directors of the company be and are hereby authorized to borrow money or moneys from time to time at its discretion from Banks or financial institutions or from any other lending institutions on such terms and conditions as may be considered suitable by the board of directors up to a maximum limit not exceeding in the aggregate of Rs. 25 crores notwithstanding that the money to be borrowed together with the moneys already borrowed (Excluding the temporary loan borrowed from the Banks in the ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the directors of the company be and is hereby authorized to sign the necessary documents and to execute all such deeds and things as may be necessary in this regard.

//By Order of the Board//  
**for Integrated Thermoplastics Limited**

Place: Hyderabad  
Date : 31.07.2010

Sd/-  
**S.P.Y REDDY**  
CHAIRMAN

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF / HER SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS TO BE VALID SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer books of the Company will be closed from Tuesday, the 21<sup>st</sup> September to Thursday, the 30<sup>th</sup> September 2010 (both days inclusive).
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
4. Members/Proxies are requested to fill in the enclosed attendance slip and deposit the same at the entrance of the meeting hall.



5. The Register of directors' shareholdings will be open for inspection to any member of the company during the period beginning 14 days before the date of company's annual general meeting and ending 3 days after the date of its conclusion. The said register will also remain open and accessible during the annual general meeting to any person having right to attend the meeting.
6. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 for the special business is annexed.

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

**Item No.4&5: Appointment of Directors**

Sri. Kakarla Rami Reddy and Sri.Tamidala Ravi Kumar Reddy have been appointed by the Board as Additional Directors of the Company w.e.f. 31.07.2010 pursuant to Section 260 of the Companies Act, 1956 to hold office up to the date of the ensuing Annual General Meeting of the Company.

In order to continue in office as Directors, they need to be appointed as Directors at the ensuing Annual General Meeting of the Company.

In accordance with the provisions of Section 257 of the Companies Act, 1956, notice have been received from members of the Company proposing the said Directors as candidates for the office of Directors liable to retire by rotation. The Company has also received the requisite deposit of Rs.500/- from each of them.

Sri. Kakarla Rami Reddy, aged about 64 years, a retired officer from the banking sector is well experienced in the areas of accounts and finance. Further Sri. Tamidala Ravi Kumar Reddy, an Engineering Graduate from S.V.University, is aged about 33 years and had experience in software technology industry. As the both the directors are well experienced in their respective fields, the Board feels that their continuation will benefit the company.

Hence, the Board recommends consideration and approval of their proposed appointments.

None of the Directors of the Company is interested or concerned in the said resolution.

**Item No.6: Re-appointment of Managing Director**

Sri. N.Rama Subbaiah was appointed as Managing Director of the Company for a period of 5 years with effect from 30<sup>th</sup> September 2005. As the tenure of his appointment comes to an end on 29<sup>th</sup> September 2010, the Board of Directors at its meeting held on 31<sup>st</sup> July 2010 re-appointed him for a further period of 5 years with effect from 30<sup>th</sup> September 2010 at a remuneration not exceeding Rs.50,000/- per month.

Sri. N.Rama Subbaiah is a post graduate in commerce and has 20 years of experience in the field of Accounts and finance. In view of his rich experience in managing the finance and day to day affairs of the Company, your board of directors recommends his re-appointment as Managing Director for a further period of 5 years with effect from 30<sup>th</sup> September 2010.



As per section 269 of the Companies Act, 1956 read with schedule XIII of the Companies Act if the Managing Director is appointed by the Board under Schedule XIII, the same shall be approved by members of the Company in the General Meeting. Hence the resolution is being placed for your approval.

Except Sri. N. Rama Subbaiah, who is deemed to be interested to the extent of his appointment, none of the other directors of the company is interested or concerned in the said resolution.

**Item no: 7 : Appointment of Auditors other than retiring auditors:**

M/s.M T R & Associates, Chartered Accountants, Hyderabad, the retiring Auditors of the Company, have expressed their inability to continue as Auditors of the Company for the year 2010-2011 and submitted their resignation. On being approached by your directors, M/s. M/s. L.B.REDDY & Co., Chartered Accountants, Hyderabad have agreed to act as the Statutory Auditors of the company. Accordingly it is proposed to appoint them as the auditors of the company. Pursuant to Section 224 of the Companies Act, 1956, consent of the members is required by way of an ordinary resolution for the appointment of M/s. L.B.REDDY & Co., as auditors of the Company. Upon appointment M/s. L.B.REDDY & Co., shall hold the office until the conclusion of the next (Seventeenth) Annual General Meeting i.e., for the Financial Year 2010-2011.

Hence the proposed resolution is placed for your approval.

None of the directors of the company is interested or concerned in the resolution.

**Item No: 8 :**

In order to have sufficient funding for the ongoing projects and the proposed projects of the Company, the Board of Directors were of the opinion to borrow such amounts as may be required from time to time.

As the amount to be proposed to be borrowed, exceed the aggregate of the paid-up capital of the company and its free reserves, pursuant to the provisions of Section 293(1)(d) of the Companies Act, approval of the Members in the General Meeting has to be obtained. Further the resolution to be passed at the ensuing Annual General Meeting shall specify a limit beyond which amounts should not be borrowed, and the amount specified is Rs.25 Crores.

Your directors, commend the resolution to the members, to be passed at the meeting.

None of the directors are in any way concerned or interested in the above resolution.

//By Order of the Board//  
**for Integrated Thermoplastics Limited**

Place: Hyderabad  
Date : 31.07.2010

Sd/-  
**S.P.Y REDDY**  
CHAIRMAN



**DIRECTORS REPORT**

**To,  
The Members  
INTEGRATED THERMOPLASTICS LIMITED**

We hereby present the 16<sup>th</sup> Annual Report and the Audited Statement of Accounts for the Financial Year ended 31<sup>st</sup> March, 2010.

**1. FINANCIAL RESULTS:**

(Rs. in Lakhs)

PARTICULARS	31-03-2010	31-03-2009
Turnover	9829.55	6633.97
Other Income	1.57	12.23
Closing Stock of Finished Goods	211.80	135.35
Total	10042.92	6781.55
Total Expenditure	9869.07	6709.02
Profit/(Loss) Before Tax	173.85	72.53
Less: Provision for Taxation	40.38	9.44
Net Profit/ (loss)	133.47	63.09
Transfer from Reserve & Deferred Tax	7.19	1.28
Add: Balance b/f from previous year	(442.08)	(506.45)
Loss carried forward to Balance sheet	(301.42)	(442.08)

**2. REVIEW OF OPERATIONS**

Your Company's turnover recorded a growth of around 48% as compared to the previous year and the performance of the Company for the year ended 31.03.2010 has resulted in a net profit of Rs.133.47 lakhs which is higher than previous year's net profit of Rs.63.09 lakhs.

Despite the marketing being very competitive, your company is able to sell the products at a best and competitive price.

**3. SICKNESS OF THE COMPANY**

Your Company has become sick as pointed out by the Statutory Auditors of the Company in the earlier years. The Application made by the Company to the BIFR during the year 1999-2000 was rejected.

**4. FUTURE OUTLOOK**

The Board expects that the Company would maintain the same level of operations in future also.



## 5. DIRECTORS

In accordance with the requirement of the Companies Act, 1956 Sri.S.Chand Basha and Sri.S.P.Y.Reddy, Directors, retire by rotation at the ensuing meeting. As their services are useful to the company the Board recommends their reappointment.

Mr.Kakarla Rami Reddy and Mr.T.Ravi Kumar Reddy who were appointed by the Board as Additional Directors w.e.f 31.07.2010 will hold office up to the date of ensuing Annual General Meeting and they shall be appointed as Directors at the ensuing Annual General Meeting in order to continue them in the office, Board recommends their appointment.

Noting that the term of office of Sri N.Rama Subbaiah as Managing Director comes to an end on 29<sup>th</sup> September 2010, the Board of Directors at its Meeting held on 31<sup>st</sup> July 2010 reappointed him for a further period of 5 years from 30.09.2010 at a remuneration of Rs.50,000/- per month. The board recommends his reappointment for approval of the members.

## 6. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them your directors make the following statement in terms of Section 217 (2AA) of the Companies Act, 1956:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (ii) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2010 and of the Profit of the company for the year ended on that date.
- (iii) Proper and sufficient care has been taken 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) The annual accounts have been prepared on a going concern basis.

## 7. COPORATE GOVERNANCE

- (a) Management Discussion and Analysis Report is enclosed.
- (b) As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditor confirming compliance is set out in the Annexure forming part of this report.



## 8. FIXED DEPOSITS

The Company has not invited and raised any fixed deposits as on 31<sup>st</sup> March, 2010 in terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended from time to time. There are no outstanding or unclaimed deposits as on 31<sup>st</sup> March, 2010.

## 9. PARTICULARS OF EMPLOYEES:

During the year under review, no employee of the company was in receipt of remuneration for the whole year which in the aggregate was Rs. 24,00,000/- or more per annum nor was any employee in receipt of remuneration Rs.2,00,000/- or more per month for any part of the year in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

During the year under review, industrial relations of the company continued to be cordial and peaceful.

## 10. PARTICULARS REGARDING ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Details of Energy Conservation, Research & Development, Technology Absorption, Foreign Exchange Earnings and Outgo as required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are given in Annexure "A" to the Directors Report.

## 11. AUDITORS

M/s. M T R & Associates, Chartered Accountants, Hyderabad, the retiring Auditors have expressed their inability to continue as Auditors of the Company for the year 2010-2011 and have submitted their resignation. To fill the vacancy, your Directors have approached M/s. L.B.REDDY & Co., Chartered Accountants, Hyderabad for being appointed as the Statutory Auditors. Since M/s. L.B.REDDY & Co., have agreed to do so, accordingly it is proposed to appoint them as the auditors of the company.

## 12. LISTING AT STOCK EXCHANGES

The Equity Shares of the company are listed on Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. However at present the trading of equity shares is under suspension. Efforts are being made to get the trading activity restored

Listing fees has been paid up to date to the Bombay Stock Exchange Limited.



13. ACKNOWLEDGEMENTS:

Your directors wish to place on record their sincere gratitude to the Government of India, Government of Andhra Pradesh, Bankers, Shareholders, Dealers, Suppliers, Customers and employees and workers of the Company for their whole hearted co-operation extended to the Company during the year under review.

//By Order of the Board//  
for Integrated Thermoplastics Limited

Place: Hyderabad  
Date : 31.07.2010

Sd/-  
S.P.Y. REDDY  
CHAIRMAN



ANNEXURE "A"

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

Statement pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

1. Energy Conservation measures taken.  
The company does not have a major requirement of energy. However it is upgrading some of its electrical systems to bring itself up to date with the new hardware available for its motor driven machines.
  2. Additional Investments and proposals, if any, implemented for reduction of consumption of energy.
  3. Impact of the measures at (1) and (2) above for reduction of energy consumption and consequent impact of the cost of production of goods.
- } NIL

FORM - A  
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT  
TO CONSERVATION OF ENERGY

	Current Year 2009-2010	Previous Year 2008-2009
<b>A. Power &amp; Fuel Consumption</b>		
<b>1. Electricity</b>		
a. Purchased Units(Nos)	2247246	1646443
Total Amount (Rs.)	8450718	6337410
Cost/Unit (Rs.)	3.76	3.85
b. Own Generation		
i. Through diesel generator		
Units	1103403	289119
Total Amount (Rs.)	8772055	2281154
Cost/Unit (Rs.)	7.95	7.89
ii. Through steam turbing/generator		
Units	-	-
Total Amount	-	-
Cost/Unit	-	-
<b>2. Furnace Oil</b>		
Quantity Tonnes	-	-
Total Amount	-	-
Average	-	-
<b>3. Others/Internal Generation</b>		
Total Amount	-	-
<b>B. Consumption per unit of production</b>		
Standards (if any)	-	-
Electricity per deca pair (Units)	-	-
Furnace oil/unit	-	-



FORM - B FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION		
	Current Year 2009-2010 (Rs. in Lakhs)	Previous Year 2008-2009 (Rs. in Lakhs)
<b>Research and Development (R&amp;D)</b>	-	-
Technology Absorption,	-	-
Adaptation and Innovation	-	-
<b>Foreign Exchange Earnings and outgo:</b>	-	-

**MANAGEMENT DISCUSSION AND ANALYSIS**

**Industry structure and Developments**  
Industry has been comfortable in the past two years and has been able to enlarge its areas of supplies to priority sector like rural water supply schemes and housing taken up by different state governments and local authorities.

**Opportunities and threats**  
The company has been able to establish itself in the PVC market in south India. The market for the company's products looks better. The company is making every effort to work closely with the major players in the domestic industry to realize better sales. The company also sees a stronger demand for its products in the years to come.

**Outlook**  
The outlook for the company's products appears to be better.

**Risks and Concerns**  
There is stiff competition for the Company's products in the market. However by implementing cost control methods, your company is confident of overcoming the possible risks and concerns.

**Internal control systems and their adequacy**  
Your Company is committed to ensure an effective internal control environment that provides assurance on the efficiency of the operations and security of its assets. The Internal Controls/Audit process effectively and adequately covers the internal control environment across the company. Planning and conduct of the internal audit is oriented towards a review of controls in identifying, evaluating and managing risks, along with the maintenance of proper accounting records and reliability of financial information used within the business.

**Discussion on financial performance with respect to operational performance**  
The company's operational and financial performance is reasonably good.

**Material developments in Human Resources / Industrial Relations front including number of people employed**  
The company continues to improve the quality of its human resources. Industrial relations have been cordial.



**REPORT ON CORPORATE GOVERNANCE**

**1. Company's philosophy on code of Corporate Governance**

Your Company believes in conducting its affairs with the highest level of integrity, with proper authorizations, professionalism, accountability and transparency. The business operations of your Company are conducted not to benefit any particular interest group but for the benefit of all stakeholders. All matters of strategy, annual budgets, significant developments etc., are routinely placed before the Board. The Audit and Share Transfer and Grievance Committees regularly meet to consider aspects relevant to each committee whereas the Remuneration Committee meets based on need.

**2. Board of Directors**

The Board of Directors consists of Professionals drawn from diverse fields. The Board comprises executive as well as non- Executive Directors and three of them being independent.

None of the Directors on the Board is a member on more than 10 committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement with Stock Exchanges). The Directors have made the necessary disclosures regarding Committee memberships.

During the financial year 2009- 2010, Five Board Meetings were held on 30.04.2009, 30.06.2009, 31.07.2009, 31.10.2009, and 31.01.2010 respectively and the gap between two consecutive meetings did not exceed four months.