

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2011.

1. Company's Philosophy

The Company's philosophy on Code of Corporate Governance is based on the following principles:

- (1) The members of the Board are persons in whom the shareholders have reposed their confidence and trust. Persons appointed to the Board are conscious of their corporate and social responsibilities and maintain highest standards of integrity.
- (2) The Company strives and follows the highest standards of ethics, transparency and integrity as its philosophy on Corporate Governance while conducting business.
- (3) The Company is in compliance with the requirements of guidelines on corporate governance stipulated under clause 49 of the Listing Agreement with the Stock Exchanges.

2. Board of Directors

Mr. Sandeep Chandra and Mr. H. K. Chadha, directors of the Company, retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. S. C. Kapur was appointed as Additional Director of the Company as per the provisions of section 260 of the Companies Act, 1956 at the meeting of the Board of Directors of the Company held on December 01, 2010 and holds office till the forthcoming Annual General Meeting.

The Company has received notice from a shareholder, in terms of the provisions of section 257 of the Act, expressing his intention to propose the appointment of Mr. S.C. Kapur as a director of the Company.

The composition of Board of Directors of the Company is in line with Clause 49 (I) (A) (ii) of the Listing Agreement and more than one half of the Directors of the Company are Independent Directors.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and number of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company are as follows:

- (i) Mr. B. B. Deora, aged 78, is a qualified Chartered Accountant and Cost Accountant having more than 51 years experience with large corporate houses where he has held functional responsibility for financial and accounting matters, Direct and Indirect taxation matters, corporate laws and economic legislative matters and business structuring and restructuring, amongst others.
He is also a member of the Investment Committee, Share Transfer & Investor Grievance Committee and Remuneration Committee of the Company.
Mr. B. B. Deora does not hold any share of the Company as on March 31, 2011.
- (ii) Mr. H. K. Chadha, aged 72, is a qualified Chartered Accountant having more than 41 years experience in Business Consulting, particularly in areas of General Management and Corporate Finance. He heads a Firm of Practising Chartered Accountants, and has extensive experience in the field of Auditing.
He does not hold any membership in any Committee of the Board.
Mr. H.K. Chadha does not hold any share of the Company as on March 31, 2011.
- (iii) Mr. Sajeve Deora, aged 51, is the son of Mr. B. B. Deora, the Chairman of the Company. Mr. Sajeve Deora is a qualified Chartered Accountant having more than 28 years of experience in Corporate and related Economic legislations, restructuring of business and debts, structuring entry strategy for overseas investments, mergers, acquisitions and takeovers, capital issues and identifying vendors for new project investments.
He is also a member of the Audit Committee of the Company.
Mr. Sajeve Deora does not hold any share of the Company as on March 31, 2011.
- (iv) Mr. Ambarish Chatterjee, aged 48, is a qualified Company Secretary having experience of about 21 years in execution of professional assignments like capital issue management, representation before the Company Law Board and Reserve Bank of India, drafting of commercial contracts, restructuring through amalgamation/ merger/ demerger/ acquisition/ takeover of businesses, formation of joint venture companies.
He is a member of the Audit Committee and is Chairman of the Share Transfer & Investor Grievance Committee, the Remuneration Committee and the Investment Committee of the Company.
Mr. Ambarish Chatterjee does not hold any share of the Company as on March 31, 2011.
- (v) Mr. Sandeep Chandra, aged 50, is a qualified Chartered Accountant having experience of about 26 years in managing a family owned sugar manufacturing factory and supervising financial, banking, technical and administrative functions thereof.
He is the Chairman of the Audit Committee and also a member of the Share Transfer & Investor Grievances Committee,



Remuneration Committee and the Investment Committee of the Company.

Mr. Sandeep Chandra does not hold any share of the Company as on March 31, 2011.

- (vi) Mr. Arun Deora, aged 48, is the son of Mr. B. B. Deora, Chairman of the Board of Directors of the Company. Mr. Arun Deora is a qualified Chartered Accountant having more than 21 years of experience in the field of capital markets and capital leveraging. He has expertise in analysis of capital markets.

Mr. Arun Deora does not hold any share of the Company as on March 31, 2011

- (vii) Mr. S. C. Kapur, aged 71, is a graduate with physics and Mathematics as main subjects and holds diploma in Synthetics Fibers from SASMERA, Bombay. He has more than 47 years of experience in the field of General Management, Project Management, Marketing and Procurement in Edible oils, Petrochemicals and Man-made fibre industries, International trading, issues related to budget, WTO and Anti dumping.

Mr. S. C. Kapur does not hold any share of the Company as on March 31, 2011

Details of designation of directors, attendance of Board Meetings/ AGM and other directorship and chairmanships/ memberships of Committees:

S. No.	Name of Director	Category of Directorship	Attendance of Meetings during 2010-11		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1.	Mr. B. B. Deora	Non Executive – Promoter	7	Yes	4	6	-
2	Mr. Sajeve Deora	Non Executive – Promoter	7	Yes	14	8	5
3	Mr. Ambarish Chatterjee	Non Executive Independent	7	Yes	10	9	4
4.	Mr. Sandeep Chandra	Non Executive Independent	6	No	3	4	1
5	Mr. Arun Deora	Non Executive Promoter	2	No	2	-	-
6	Mr. H.K. Chadha	Non Executive Promoter	1	No	1	-	-
7.	Mr. S. C. Kapur*	Non Executive Independent	2	No	1	-	-

* Appointed as an additional director on December 01, 2010.

2. Meetings of the Board / Committees

Board Meetings

During the year ended March 31, 2011, Seven (7) meetings of the Board of Directors were held on April 09, 2010, June 02, 2010, July 09, 2010, September 20, 2010, October 08, 2010, December 1, 2010 and January 14, 2011.

Audit Committee

The Audit Committee comprises Mr. Sandeep Chandra as Chairman, Mr. Sajeve Deora and Mr. Ambarish Chatterjee as Members.

Two-thirds of the members of this Committee, including the Chairman of the Committee, are independent Directors, as per Clause 49(II) (A) (i) and (iii) of the Listing Agreement.

The powers and role of the Audit Committee as adopted by the Company are in accordance with the provisions of Clause 49 of the Listing Agreement related to Corporate Governance.

During the year ended March 31, 2011, four (4) meetings of the Audit Committee were held on April 09, 2010, July 09, 2010, October 08, 2010 and January 14, 2011.

The Company Secretary functions as the Secretary of the Committee.

Share Transfer & Investor Grievances Committee,

The Shareholders' Grievance Committee comprises Mr. Ambarish Chatterjee as Chairman and Mr. B. B. Deora and Mr. Sandeep Chandra as Members. During the year Mr. Sajeve Deora resigned from the said Committee.

During the year ended March 31, 2011, six (6) meetings of the Share Transfer & Investor Grievances Committee, were held on, April 09, 2010, July 09, 2010, October 08, 2010, October 25, 2010, November 15, 2010, and January 14, 2011.

No complaint of any shareholder was pending as on March 31, 2011.

During the year 7 applications for issue of new share certificates after split of shares were held in abeyance due to mismatching of signature and address as per the records maintained by Registrar and Share Transfer Agent. Concerned

shareholders were informed about the deficiencies in their application and were requested to remove the same for further processing. However, no responses from the said shareholders were received and the said applications are still pending as response is awaited from the concerned shareholders.

Remuneration Committee

The Remuneration Committee comprises Mr. Ambarish Chatterjee as Chairman and Mr. B. B. Deora and Mr. Sandeep Chandra as Members. During the year Mr. Sajeve Deora resigned from the Committee.

During the year ended March 31, 2011, two (2) meetings of the Remuneration Committee were held on April 09, 2010 and July 09, 2010.

Market & Investment Committee

The Market & Investment Committee comprises Mr. Ambarish Chatterjee as Chairman and Mr. B. B. Deora and Mr. Sandeep Chandra as Members.

During the year ended March 31, 2011, four (4) meetings of the Investment Committee were held on April 09, 2010, July 09, 2010, October 08, 2010 and January 14, 2011.

Compliance Officer

The Company Secretary is appointed as the Compliance Officer of the Company.

2. General Body Meetings

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

Year	Location	Date and Time	Special Resolutions Passed
2007-08	74, Janpath, New Delhi 110 001	May 10, 2008 at 11:00 A.M.	Issue and allotment of 1,00,000 equity shares on preferential basis.
2008-09	509, New Delhi House, Barakhamba Road, New Delhi 110 001	May 23, 2009 at 11:00 A.M.	Issue and allotment of 2,05,000 equity shares on preferential basis.
2009-10	606, New Delhi House, Barakhamba Road, New Delhi-110 001	May 22, 2010 at 11:00 A.M.	Sub-division of equity shares into shares of Re. 1/-each, fully paid up.

Postal Ballot

During the Financial Year 2010-2011 your Company has passed two special resolutions through the postal ballot process as per the provisions of section 192A read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

Mr. Sajeve Deora, Managing Director and Mr. Ashish Wadhwa, Company Secretary of the Company were the responsible persons to conduct the process. Mr. Bharat Bhushan Virmani, Practicing Company Secretary, was appointed as scrutinizer to the process, and he presented his report to the Board of Directors of the Company on October 28, 2010 and results were declared on October 29, 2010.

Detail of voting through poll is as follows:

		Item No.1 for further investment in JV Company i.e. Sun Links Ltd.	Item No.2 for further investment in JV Company i.e. KW Publishers Pvt. Ltd.
1.	Total No. of Poll papers cast	7	7
2.	Less: No. of poll papers rejected as invalid	2	2
3.	Total No. of Valid Poll Papers	5	5
4.	Total No. of members voting in favor	5	5
5.	Total No. of members voting in against	0	0
6.	% of members in favor of the resolution	100%	100%
7.	% of members voting against the resolution	0%	0%
8.	Total Nominal Value of shares held by members voting (Valid Votes)	Rs. 2,51,52,800.00	Rs. 2,51,52,800.00
9.	Total Nominal Value of shares held by members voting in FAVOR of the Resolution	Rs. 2,51,52,800.00	Rs. 2,51,52,800.00
10.	Total Nominal Value of shares held by members voting AGAINST of the Resolution	NIL	NIL
11.	% of votes in favor of the resolution	100%	100%
12.	% of votes against the resolution	0 %	0 %



Summary for voting through poll:

S. No.	Particulars	Total forms	% of forms	Shares held	% of holding	Shares voted	% of voted
1	Assented- Tally	5	71.43	2,51,60,000	99.97	2,51,52,800	99.99
2	Dissent- Tally	0	00.00	0	00.00	0	00.00
3	Invalid	2	28.57	8,000	00.03	3,500	00.01
TOTAL		7	100.00	2,51,68,000	100.00	2,51,56,300	100.00

2. Subsidiary Companies

100% Subsidiary Company RAAS e Solutions Private Limited

RAAS e Solutions Private Limited (RAAS) is engaged in the business of providing financial accounting services, on an outsourced basis, to clients within and outside India. RAAS has successfully developed processes for systematic work flow to carry out remote access accounting and the work flow is customized to suit client requirements.

RAAS would be providing expert guidance and advice to corporate clients for drawing up their accounting in compliance with IFRS.

100% Subsidiary Company - Green Infra Profiles Private Limited

Green Infra Profiles Pvt. Ltd. is engaged in the business of providing specialization services, advice and consultancy services in real estate, immovable and movable properties.

Joint Ventures

KW Publishers Private Limited

KW Publishers Private Limited is a joint venture wherein the Company has equity investment of 40%.

KW Publishers Private Limited is engaged in publishing and distribution of books on subjects of International Politics.

Sun Links Limited

Sun Links Limited is a joint venture company set up in the U.K. through 50% equity participation.

Sun Links has commenced business in providing consulting services in commercial transactions.

Greenway Advisors Private Limited

During the year, your Company promoted Greenway Advisors Private Limited as a 100% Subsidiary Company to invest in applications related to green technology. Presently your Company holds 50% of the equity share capital of the said company.

6. Disclosures on materially significant related party transactions

None of the transactions with any of the related parties were in conflict with the interests of the Company. Attention of Members is drawn to the disclosure of transactions with related parties which are set out in Notes on Accounts Schedule 15 (xiv) - forming part of the audited accounts of the Company.

7. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority on any matter related to capital markets, during the last three years.

Your Company, considering the trading operations of the OTCEI as unviable, did not pay the requisite fees to OTCEI for reason whereof the dealership of your Company was terminated. Consequent to such termination by OTCEI, your Company did not pay any membership fees to SEBI assuming the same to be not payable. SEBI issued a show cause notice to your Company on October 10, 2004 for non-payment of SEBI registration fee which was duly replied. However, SEBI demanded the outstanding fee, which too was paid with interest. Thereafter, your Company surrendered its SEBI Registration through OTCEI for cancellation. SEBI, vide its Order dated 23rd January, 2008, cancelled the certificate of registration of your Company.

8. Means of Communication

Quarterly Results

The Quarterly Results of your Company are published in 'The Financial Express' and 'Jansatta'.

Annual Report

The Annual Report containing, inter alia, Audited Annual Accounts, on stand alone and consolidated basis, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Report on Management Discussion and Analysis (MD&A) forms part of the Annual Report.

Website

Your Company's standalone results and other corporate information are published on its website at www.raas.co.in

9. General Shareholders Information

Company Registration Details

The Company is registered in the NCT of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74899DL1993PLC051981

Annual General Meeting:

Day, Date, Time and Venue : Saturday, May 28, 2011 at 11.00 A.M. at
606, New Delhi House,
Barakhamba Road,
New Delhi 110 001

Financial Year : April 1 to March 31

Book Closure Period : Thursday, May 26, 2011
to Saturday, May 28, 2011
(both days inclusive), for AGM

Listing on Stock Exchanges, Payment of Listing Fee, Stock Codes etc.

Stock Exchange	No. of Shares Listed	Trading ISIN
Delhi Stock Exchange Association Limited (DSE) 3/1, Asaf Ali Road, New Delhi 110 002	35,550,000	INE682B01023
Madras Stock Exchange Limited (MSE) Exchange Building, 11, Second Line Beach, Chennai 600 001	35,550,000	
Ahmedabad Stock Exchange Limited (ASE) Kamdhenu Complex, Opp: Sahjanand College, Panjarapole, Ahmedabad 380 015	35,550,000	
Jaipur Stock Exchange Limited (JSE). Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur 302 017	35,550,000	

Payment of Listing Fees:

Your Company has been regularly paying Annual listing fee to all exchanges and there is no overdue on this account.

Stock Market Data

The shares of your Company have not been traded on any of the stock exchanges where the shares of your Company are listed during the year under report.

Registrar and Transfer Agent:

Link Intime India Private Limited,
A-40, 2nd Floor,
Naraina Industrial Area Phase II,
New Delhi 110 028
E-Mail: delhi@linkintime.com
Telephone Nos. : +91-11-41410592 / 93 / 94

Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board of your Company has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Share Transfer and Investors' Grievance Committee. Your Company obtains, from a Company Secretary in Practice, half-yearly certificate, of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.



Distribution of Shareholding as on 31st March, 2011

S. No.	Category	Shares					
		Electronic Form		Physical Form		Total	
		No. of Shares	%age of Total Capital	No. of Shares	%age of Total Capital	No. of Shares	%age of Total Capital
1	Promoters	25041000	70.4388	0	0	25041000	70.4388
2	Bodies Corporate	511000	1.4374	9000	0.0253	520000	1.4627
3	Individuals (Including HUFs)	6402000	18.0085	3587000	10.0900	9989000	28.0985
	Total	31954000	89.8847	3596000	10.1153	35550000	100.00

Shareholding Pattern by Size

S. No.	Category	Share holders		No. of Shares			
		No.	% of Total Shareholders	Physical Form	Electronic Form	Total	% of Total Capital
1	Up to 2500	0	0.000	-	-	0	0
2	2501-5000	2	0.329	0	1000	1000	0.003
3	5001-10000	27	4.448	23000	4000	27000	0.076
4	10001-20000	15	2.471	24000	6000	30000	0.084
5	20001-30000	14	2.306	33000	9000	42000	0.118
6	30001-40000	9	1.483	28000	8000	36000	0.101
7	40001-50000	236	38.880	905000	274600	1179600	3.318
8	50001-100000	250	41.186	1826000	386000	2212000	6.222
9	100001 and above	54	8.896	757000	31265400	32022400	90.077
	Total	607	100.00	3596000	31954000	35550000	100.00

Address for Correspondence

606, New Delhi House,
Barakhamba Road,
New Delhi 110 001.

10. Compliance Certificate of the Auditors

Certificate from the Auditors of the Company, B. Bhushan & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is annexed to the Directors' Report forming part of the Annual Report.

11. Code of Conduct

The Board members and senior management have affirmed their compliance with the code and a declaration signed by the Managing Director of your Company appointed in terms of the Companies Act, 1956 (i.e. the CEO within the meaning of clause 49-V of the listing agreement) is given below:

"It is hereby declared that the Company has obtained from all the members of the Board & Senior Management affirmation that they have complied with the Code of Conduct for Directors & Senior Management of the Company for the year 2010-11."

Sd/-
(Sajeve Deora)
Managing Director

12. CEO/CFO Certification

The Managing Director (CEO) has certified to the Board of Directors in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO/ CFO certification for the Financial Year ended March 31, 2011.

13. Disclosure of Accounting Treatment

Your Company has followed the principles of accounting as prescribed in the Indian Accounting Standards and accordingly, there is no explanation required to be given by the management, as per Clause 49(IV)(B) of the Listing Agreement.

14. Shares/ Convertible Instruments held by Non-Executive Directors

None of the Directors of your Company hold any share or other convertible instrument/ security of the Company.

INTEGRATED CAPITAL SERVICES LIMITED



15. Adoption of Requirements of Clause 49

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

By Order of the Board of Directors

Sd/-

B. B. Deora

Chairman & Director

New Delhi.
April 8, 2011

To the Members of
Integrated Capital Services Limited

We have examined the compliance of conditions of Corporate Governance by Integrated Capital Services Limited, for the year ended on March 31 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B. Bhushan & Co.

Chartered Accountants

Firm Registration No. : 001596 N

Sd/-

Kamal Ahluwalia

Partner

Membership No. 093812

Place: New Delhi
Dated: April 8, 2011

Directors' Report

Dear Shareholders,

It gives us immense pleasure to present the 18th Annual Report and the audited accounts of your Company for the year ended March 31, 2011.

Financial Results

The financial performance of your Company for the year ended March 31, 2011 is summarized below:

	Standalone		Consolidated	
	2010-11	2009-10	2010-11	2009-10
Income from Operation	107.38	94.48	145.52	159.28
Other Income	59.92	62.56	66.84	66.98
Expenditure before depreciation	99.89	94.01	118.87	137.71
Depreciation	1.88	2.31	10.77	8.02
Net Profit	65.53	60.72	82.72	80.53
Prior year adjustment	-	(0.84)	0.28	(0.84)
Profit before tax	65.53	59.88	83.00	79.69
Provision for taxation	20.31	18.53	24.01	23.72
Profit after tax	45.22	41.35	58.99	55.97

Results of Operations

During the financial year under review, your Company rendered advisory and consulting services in areas of, amongst others, mergers, acquisitions and reconstruction of businesses.

Turnover for the year was Rs. 107.38 Lacs against Rs. 94.48 Lacs in the previous year. During the year, your Company set out to consolidate its activities and continues its efforts to increase its presence in its areas of operations.

Dividend

The Board of Directors has decided not to declare dividend, with a view to maintain and increase the reserves of your Company.

Preferential Issue of Equity Shares

Members of your Company at their Extra Ordinary General Meeting held on January 01, 2011 had approved the special resolution for allotment of 8,30,000 equity shares on preferential basis to the proposed allottees, Mr. Ambarish Chatterjee and Mr. O. P. Gulati jointly with Mrs. Ruchi Malhotra, subject to the approval of stock exchanges where the shares of the Company are listed.

The Delhi Stock Exchange, before according its approval, required the Company to file, amongst others, details of filing of returns under regulation 8(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Transfer) Regulations, 1997, which details had been filed by your Company earlier also. Your Company sent its reply attaching copies of the relevant acknowledgements, evidencing the returns having been filed, which were not accepted by the Delhi Stock Exchange as evidence of filing within the statutory time limit and required the Company to seek condonation from SEBI in the matter.

- The proposed allottees, due to the time being taken for the issue of shares, withdrew their applications for subscribing to the share capital of your Company.

The Board of Directors of your Company at its meeting held on 08.04.2011 considered the facts of withdrawal by the proposed allottees and passed the necessary resolution for cancellation of the proposal of allotment of shares on preferential basis. The concerned stock exchanges have been intimated in this regard.

Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.



Subsidiary Companies

100% Subsidiary Company RAAS e Solutions Private Limited

RAAS e Solutions Private Limited (RAAS) is engaged in the business of providing financial accounting services, on an outsourced basis to clients within and outside India. RAAS has successfully developed processes for systematic work flow to carry out remote access accounting and the work flow is customized to suit client requirements.

100% Subsidiary Company - Green Infra Profiles Private Limited

Green Infra Profiles Pvt. Ltd. is a 100% subsidiary company engaged in the business of providing specialization services, advice and consultancy services in real estate, immovable and movable properties.

Joint Ventures

KW Publishers Private Limited

KW Publishers Private Limited is a joint venture in which 40 % equity interest is held by your Company. KW Publishers Private Limited is engaged in publishing and distribution of books on subjects of International Politics.

Sun Links Limited

Sun Links Limited is a joint venture company set up in the U.K. through 50% equity participation in the share capital of Sun Links Limited.

Greenway Advisors Private Limited

During the year, your Company promoted Greenway Advisors Private Limited as a 100% Subsidiary Company to invest in applications related to green technology. Presently your Company holds 50% of the equity share capital of the said company. Information as per requirements of Section 212 of the Companies Act, 1956:

The Ministry of Corporate Affairs has granted general exemption under the provisions of section 212(8) of the Companies Act, 1956, from attaching the audited accounts and other information of subsidiary companies, with the annual report of the holding company, subject to fulfillment of stipulated conditions.

Your Company is also publishing its consolidated audited accounts prepared in compliance with the applicable accounting standards.

Your Company undertakes that it will make available, on request, the audited annual accounts of the subsidiary companies and the related detailed information to its shareholders and the shareholders of such subsidiary companies. The annual accounts of subsidiary companies are open for inspection by the shareholders of the Company at the registered office of the Company.

Fixed Deposits

Your Company has not accepted any fixed deposit during the year.

Directors

In pursuance of the provisions of Section 256 of the Companies Act, 1956 and Article 104 of the Articles of Association of the Company, Mr. Sandeep Chandra and Mr. H. K. Chadha retires by rotation and being eligible, offers themselves for reappointment.

In pursuance of the provisions of Section 260 of the Companies Act, 1956 and Article 92 of the Articles of Association of the Company, Mr. S.C. Kapur was appointed as Additional Director of the Company with effect from December 01, 2010 and he holds such office up to the date of the ensuing Annual General Meeting.

The Company has received notice from a shareholder, in terms of the provisions of section 257 of the Act, expressing his intention to propose the appointment of Mr. S.C. Kapur as a director of the Company whose term of office shall be liable to be determined by rotation.

A brief resume of Mr. S.C. Kapur, nature of the expertise in specific functional areas and number of companies in which he holds directorships and memberships/chairmanships of Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in Report on Corporate Governance forming part of the Annual Report.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) The Directors have selected such accounting policies and applied them consistently and 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,



INTEGRATED CAPITAL SERVICES LIMITED

Enterprise over which key management personnel exercises control

Deora Associates Pvt. Ltd.	
Key management personnel	
B. B. Deora	Chairman & Director
Sajeve Deora	Managing Director
Ambarish Chatterjee	Director
Sandeep Chandra	Director
Arun Deora	Director
Harinder Kumar Chadha	Director
Suresh Chander Kapur*	Additional Director

* Appointed on December 1, 2010

Note: The above parties have been identified by the management

b) Transactions with related parties during the year:

Nature of transactions	Related party	For the year	For the year
		ended March	ended March
		31, 2011	31, 2010
		Rs.	Rs.
Purchase of books	KW Publishers Pvt. Ltd.	98,671	143,813
Loan repaid by subsidiary	Green Infra Profiles Pvt. Ltd.	636,492	867,990
Loan given to subsidiary	Green Infra Profiles Pvt. Ltd.	-	15,924,990
Loan given to an associate company	Greenway Advisors Pvt. Ltd.	10,450,000	-
Loan taken and paid back to director	Ambarish Chatterjee	-	400,000
Share application money	Ambarish Chatterjee	1,150,000	-
Loan taken and paid back to director	Sajeve Deora	1,550,000	525,010
Investment made during the year	Green Infra Profiles Pvt. Ltd.	-	100,000
Investment made during the year	Greenway Advisors Pvt. Ltd.	100,000	-
Investment made during the year	Sun Links Limited	36,154	151,936
Pre incorporation expenses receivable from associates	Sun Links Limited	-	11,865
Advance repaid by associate	KW Publishers Pvt. Ltd.	-	400,000
Sitting fees paid	Ambarish Chatterjee	-	40,000
Salary paid	Sushma Chhabra	-	103,333
Reimbursement of expenses	Sushma Chhabra	-	16,251
Reimbursement of expenses	Ambarish Chatterjee	226,827	118,979

c) Balance outstanding as at March 31, 2011:

Account head	Related party	As at March	As at March
		31, 2011	31, 2010
		Rs.	Rs.
Investments	RAAS e Solutions Pvt. Ltd.	84,000	84,000
Investments	Green Infra Profiles Pvt. Ltd.	100,000	100,000
Investments	KW Publishers Pvt. Ltd.	240,000	240,000
Investments	Green Infra Profiles Pvt. Ltd.	100,000	-
Investments	Sun Links Limited	179,822	136,065
Loan to Subsidiary	Green Infra Profiles Pvt. Ltd.	14,420,508	15,057,000
Loan to an associate company	Greenway Advisors Pvt. Ltd.	10,450,000	-
Advance	Sun Links Limited	11,865	11,865
Sundry creditors	KW Publishers Pvt. Ltd.	-	24,202
Current liabilities	Ambarish Chatterjee	1,150,000	-
Other liabilities	Ambarish Chatterjee	-	5,210

INTEGRATED CAPITAL SERVICES LIMITED



- xvi) Figures and words in brackets pertain to previous year unless otherwise specified.
- xvii) Figures have been rounded off to the nearest Rupee.
- xviii) Previous year figures have been regrouped/rearranged and recast, wherever considered necessary.
- xix) Additional information under part IV of the Schedule VI of the Companies Act, 1956, as certified by the Management.

Balance sheet abstract and general business profile:

I. REGISTRATION DETAILS

Registration no.	L74899DL1993PLC051981
State code	55
Balance Sheet date	March 31, 2011
	As at March31, 2011

II. CAPITAL RAISED DURING THE YEAR

	(Rs. '000)
Public issue	-
Right issue	-
Bonus issue	-
Private placement	-

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total liabilities	49,471
Total assets	49,471

SOURCES OF FUNDS

Share capital	35,550
Reserves and surplus	13,760
Deferred tax liability (Net)	160

APPLICATION OF FUNDS

Net fixed assets	1,265
Advances for purchase of flats	11,500
Investments	704
Netcurrent assets	36,002

For the year ended March 31, 2011

IV. PERFORMANCE OF COMPANY

	(Rs. '000)
Total revenue	16,730
Total expenditure	10,177
Profit before tax	6,553
Profit after tax	4,522
Earning per share (in Rs.)	0.13

V. GENERIC NAMES OF PRINCIPAL PRODUCT

(as per monetary terms)	
Item code no.	893
Product description	Corporate counseling

Signatures to the above schedules which form an integral part of the Balance Sheet and Profit and Loss account.

New Delhi
April 08, 2011

Sd/-
Sajeve Deora
Managing Director

Sd/-
Sandeep Chandra
Director

Sd/-
Ashish Wadhwa
Company secretary



INTEGRATED CAPITAL SERVICES LIMITED

CONSOLIDATED AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF INTEGRATED CAPITAL SERVICES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INTEGRATED CAPITAL SERVICES LIMITED, ITS SUBSIDIARY AND JOINT VENTURES

1. We have audited the attached Consolidated Balance Sheet of Integrated Capital Services Limited (the Company) and its subsidiary companies, Green Infra Profiles Private Limited and RAAS e Solutions Private Limited and joint venture Sun Links Limited and KW Publishers Private Limited (collectively called 'the Integrated Group') as at March 31, 2011, the Consolidated Profit and Loss Account and the Cash Flow for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, 'Consolidated Financial Statements' and Accounting Standard (AS) 13 'Accounting for Investments' issued by the Institute of Chartered Accountants of India.
4. On the basis of the information and explanations given to us, and on the consideration of the separate audit reports on individual audited financial statements of the Company and its subsidiaries, in our opinion the consolidated financial statements together with accounting policies and notes thereon give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In case of the Consolidated Balance Sheet, of the state of affairs of the Company of the Integrated Group as at March 31, 2011
 - ii) In case of the Consolidated Profit and Loss Account, of the profit of the Integrated Group for the year ended on that date: and
 - iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Integrated Group for the year on that date. .

Place: New Delhi
Dated: April 08, 2011.

B. Bhushan & Co.
Chartered Accountants
Firm Registration No. 001596 N
By the hand of
Kamal Ahluwalia
Partner
Membership No. 093812

INTEGRATED CAPITAL SERVICES LIMITED



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2011

	Schedules	March 31, 2011	March 31, 2010
		Rs.	Rs.
SOURCES OF FUNDS			
Shareholders' fund			
Share capital	1	35,550,000	35,550,000
Reserves and surplus	2	17,296,971	11,397,585
Deferred tax liability (Net)		285,835	276,822
		<u>53,132,806</u>	<u>47,224,406</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block		19,139,525	18,764,158
Less: Accumulated depreciation		2,096,330	1,019,627
Net block	3	17,043,195	17,744,531
Advance for purchase of flats		11,500,000	11,500,000
Investments	4	1,556,409	809,483
Current assets, loans and advances			
Sundry debtors	5	608,158	,649,242
Cash and bank balances	6	909,756	449,912
Loans and advances	7	32,514,045	21,792,671
		34,031,958	23,891,825
Less: Current liabilities and provisions	8	11,002,212	6,726,042
Net current assets		23,029,746	17,165,783
Miscellaneous expenditure (to the extent not written off or adjusted)		3,456	4,608
		<u>53,132,806</u>	<u>47,224,406</u>
ACCOUNTING POLICIES	14		
NOTES TO ACCOUNTS	15		

This is the Consolidated Balance Sheet referred in our report of even date addressed to the members of Integrated Capital Services Limited

The schedules referred above form an integral part of consolidated Balance Sheet.

B. Bhushan & Co.
Chartered Accountants
Firm Registration No. 001596 N
By the hand of
Kamal Ahluwalia
Partner
Membership No. 093812

April 08, 2011
New Delhi

Sd/-
Sajeve Deora
Managing Director

Sd/-
Sandeep Chandra
Director

Sd/-
Ashish Wadhwa
Company secretary



INTEGRATED CAPITAL SERVICES LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011

For the year ended	Schedules	March 31, 2011 Rs.	March 31, 2010 Rs.
INCOME			
Consulting and Advisory		14,552,215	14,913,588
Other income	9	6,599,407	6,698,369
Service receipts		85,000	-
Sale of shares		-	1,014,442
Decrease in stock of shares	10	-	(141,743)
		<u>21,236,622</u>	<u>22,484,655</u>
EXPENDITURE			
Purchase of shares		-	664,659
Personnel and consultant fee	11	7,557,618	8,093,135
Administrative and others	12	4,270,400	4,863,795
Finance	13	58,010	7,352
Depreciation		1,076,704	801,755
Preliminary expenses written off		1,152	1,152
		<u>12,963,883</u>	<u>14,431,847</u>
PROFIT DURING THE YEAR		8,272,739	8,052,809
Add: Prior year adjustment		27,450	(84,834)
PROFIT BEFORE TAX		8,300,189	7,967,975
Less: Tax Expenses		-	-
Income Tax		2,391,790	2,248,535
Deferred Tax		9,014	123,222
PROFIT AFTER TAX		5,899,386	5,596,218
Earnings per equity share of face value of Re. 1 (Rs. 10) each			
Basic and diluted		0.17	1.59
[See Note no. (xii) of Schedule 15]			
ACCOUNTING POLICIES	14		
NOTES TO ACCOUNTS	15		

This is the Consolidated Profit and Loss referred in our report of even date addressed to the members of Integrated Capital Services Limited

The schedules referred above form an integral part of consolidated Profit and Loss.

B. Bhushan & Co.
Chartered Accountants
Firm Registration No. 001596 N
By the hand of
Kamal Ahluwalia
Partner
Membership No. 093812
April 08, 2011
New Delhi

Sd/-
Sajeve Deora
Managing Director

Sd/-
Sandeep Chandra
Director

Sd/-
Ashish Wadhwa
Company secretary

INTEGRATED CAPITAL SERVICES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2011

Particulars	Year ended	Year ended
	March 31, 2011	March 31, 2010
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra ordinary items	8,300,189	7,967,974
Adjustments for		
Depreciation	1,076,704	801,755
Adjustment of miscellaneous expenditure	1,152	(4,608)
Foreign exchange fluctuation	(12,455)	15,871
Profit on sale of fixed assets	-	(102,522)
Loss on sale of fixed assets	-	20,074
Interest and bank charges	58,010	7,352
Interest receipts	(5,983,784)	(6,130,542)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,439,816	2,575,353
(Increase)/decrease in inventories	-	141,743
Decrease/(Increase) in receivables	1,041,084	(1,045,351)
(Increase) in loans and advances	(10,721,374)	(2,959,295)
(Increase) in current liabilities and provisions	4,276,170	4,638,045
CASH GENERATED FROM OPERATIONS	(1,964,303)	3,350,496
Less: Income tax paid	(2,391,790)	(2,248,535)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(4,356,093)	1,101,961
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(375,367)	(17,353,407)
Sale of fixed assets	-	2,048,000
Increase on investments	(734,471)	(585,354)
Interest receipts	5,983,784	6,130,542
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	4,873,946	(9,760,219)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Issuance of share capital	-	2,050,000
Share premium	-	4,066,500
Interest and bank charges	(58,010)	(7,352)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(58,010)	6,109,148
INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	459,843	(2,549,110)
OPENING CASH AND CASH EQUIVALENT	449,912	2,999,022
CLOSING CASH AND CASH EQUIVALENT	909,756	449,912

Note: Figures in brackets represent cash outflows.

Auditors Report

We have examined the Consolidated Cash Flow Statement of Integrated Capital Services Limited for the year ended March 31, 2011. The statement prepared by the company is in accordance with the requirement of Clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet covered by our Report to the members of the Company in terms of our attached Report as of even date.

B. Bhushan & Co.

Chartered Accountants

Firm Registration No. 001596 N

By the hand of

Kamal Ahluwalia

Partner

Membership No. 093812

April 08, 2011

New Delhi

Sd/-
Sajeve Deora
Managing Director

Sd/-
Sandeep Chandra
Director

Sd/-
Ashish Wadhwa
Company secretary



INTEGRATED CAPITAL SERVICES LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	March 31, 2011 Rs.	March 31, 2010 Rs.								
1. SHARE CAPITAL										
Authorised 4,00,00,000 (40,00,000) equity shares of Re. 1 (Rs. 10) each	40,000,000	40,000,000								
Issued, subscribed, and paid up 3,55,50,000 (35,55,000) equity shares of Re. 1 (Rs. 10) each fully paid up	35,550,000	35,550,000								
2. RESERVES AND SURPLUS										
Securities premium (a)	5,566,500	5,566,500								
Profit and Loss Account										
Balance at the beginning of the year	5,831,085	234,867								
Add: Transfer during the year	5,899,386	5,596,218								
Balance at the end of the year (b)	11,730,471	5,831,085								
3. Fixed Assets (a+b)	17,296,971	11,397,585								
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2010 Rs.	Additions during the year Rs.	Disposal during the year Rs.	As at March 31, 2011 Rs.	Upto March 31, 2010 Rs.	For the year Rs.	Depreciation written back Rs.	Upto March 31, 2011 Rs.	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Computers	694,290	198,222	-	892,512	171,709	135,732	-	307,441	585,071	522,581
Furniture & fixtures	238,370	80,475	-	318,845	11,308	18,242	-	29,550	289,295	227,062
Office equipments	443,142	96,670	-	539,812	57,294	22,805	-	80,099	459,713	385,848
Cars	1,371,257	-	-	1,371,257	155,326	130,269	-	285,595	1,085,662	1,215,931
Books	100,711	-	-	100,711	100,711	-	-	100,711	-	-
Building	15,916,388	-	-	15,916,388	523,279	769,655	-	1,292,934	14,623,454	15,393,109
Total	18,764,158	375,367	-	19,139,525	1,019,627	1,076,704	-	2,096,330	17,043,195	17,744,531
Previous year	3,704,824	17,353,407	2,294,073	18,764,158	546,393	801,755	328,521	1,019,627	17,744,531	3,158,431
4. INVESTMENTS										
In unquoted equity shares (At cost)										
KW Publishers Private Limited										
Investment in equity shares							240,000		240,000	
Share in Reserves							949,543		398,260	
Greenway Advisors Private Limited										
Investment in equity shares							100,000		-	
Share in Reserves							53,419		-	
Sunlinks Ltd.										
Investment in equity shares							179,822		136,066	
Share in Reserves							33,625		35,157	
5. SUNDRY DEBTORS							1,556,409		809,483	
(Unsecured, considered good)										
Outstanding for a period exceeding six months							82,693		-	
Other debts							525,465		1,649,242	
6. CASH AND BANK BALANCES							608,158		1,649,242	
Cash-in-hand							17,620		232	
Bank balances maintained with scheduled banks										
in current accounts							387,916		449,680	
in deposit accounts							504,220		-	
7. LOANS AND ADVANCES							909,756		449,912	
(Unsecured, considered good)										
Loans - Others							28,961,865		18,511,865	
Advances recoverable in cash or in kind or for which value										
has to be received							1,377,172		60,073	
Security deposits							67,500		790,000	
Advance tax							2,106,231		2,205,733	
Interest accrued but not due							1,277		225,000	
							32,514,045		21,792,671	

INTEGRATED CAPITAL SERVICES LIMITED


	March 31, 2011	March 31, 2010
	Rs.	Rs.
8. CURRENT LIABILITIES AND PROVISIONS		
Current liabilities		
Share application money under refund	4,150,000	-
Sundry creditors for goods and services	1,870,060	742,626
Advance for which value has to be given	363,329	-
Others	2,402,910	3,988,913
Provisions		
Income tax	2,038,112	1,882,203
Gratuity	177,800	112,300
9. OTHER INCOME	<u>11,002,212</u>	<u>6,726,042</u>
Interest on		
Fixed deposits	13,784	71,975
Others	5,970,000	6,058,567
Miscellaneous income	12,455	134,409
Share of profit in associate companies	603,169	433,418
10. DECREASE IN STOCK OF SHARES	<u>6,599,407</u>	<u>6,698,369</u>
Opening stock of shares	-	141,743
Closing stock of shares	-	-
11. PERSONNEL AND CONSULTANT FEE	<u>-</u>	<u>(141,743)</u>
Salaries and allowances	3,070,011	2,848,791
Staff welfare	127,684	99,595
Bonus	117,127	23,333
Gratuity	65,500	65,500
Ex-Gratia	-	14,500
Professional fees	4,177,296	5,041,416
12. ADMINISTRATIVE AND OTHERS	<u>7,557,618</u>	<u>8,093,135</u>
Travelling and conveyance	1,450,159	1,454,169
Business promotion	486,589	240,936
Rent	240,000	1,170,000
Postage and telephone	337,187	278,519
Electricity expenses	110,530	110,530
Repair and maintenance		
Vehicles	196,385	310,232
Office	249,731	504,190
Computer	58,484	68,907
Donation	70,000	-
Amounts written off	54,785	-
Listing and processing fees	40,600	40,600
Auditor's remuneration	230,612	38,000
Advertisement and publicity	41,883	43,758
Sitting fees	-	40,000
Others	703,454	563,954
	<u>4,270,400</u>	<u>4,863,795</u>
13. FINANCE		
Bank charges	34,490	7,352
Interest	23,520	-
14. Accounting Policies	<u>58,010</u>	<u>7,352</u>
a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS		

The financial statements of Integrated Capital Services Limited and its subsidiary companies (the Group) are prepared in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India, the provisions of Companies Act, 1956 and guidelines issued by the Securities Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.



b) USE OF ESTIMATES

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Although these estimates are based on the managements' best knowledge of current events and actions that the Company may undertake in future, the actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

c) PRINCIPLES OF CONSOLIDATION

The financial statements of the subsidiaries used in the consolidation are drawn upto the same reporting date as of the Company.

The consolidated financial statements have been prepared on the following basis:

- The consolidated financial statements have been prepared in accordance with Accounting Standard-21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India, to the extent possible in the same format as that adopted by the parent Company for its separate financial statements by regrouping, recasting or rearranging figures wherever considered necessary.
- The consolidation of the financial statements of the parent Company and its subsidiaries is done to the extent possible on line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances, transactions and unrealized profits or losses have been fully eliminated in the process of consolidation.
- The excess of cost to the Company of its investment in the subsidiary over its share of the equity of the subsidiary, at the date on which the investment in the subsidiary was made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements.
- Goodwill arising on consolidation is fully amortised in the year of arising of the same.
- The audited financial statements of associates are used in the consolidation, if available, otherwise unaudited financial statements are used. Financial statements of all associate companies have been consolidated based on equity method as per Accounting Standard-23 "Accounting for Investments in Associates in Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

d) FIXED ASSETS

Fixed assets are stated at cost and other incidental expenses, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost incurred in bringing the asset to its working condition for its intended use.

An item of fixed assets is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the fixed asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the financial statements in the year the asset is de-recognised.

e) IMPAIRMENT OF ASSETS

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, the recoverable value of assets is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount, the latter being greater of net selling price and value in use

f) DEPRECIATION

Depreciation on fixed assets is charged on the straight line method at rates as specified in Schedule XIV of the Companies Act, 1956. Depreciation on the acquisition/purchase of assets during the year has been provided on pro-rata basis according to the period each asset was put to use during the year.

In respect of an asset for which impairment loss is recognised, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

Depreciation on fixed assets, of a subsidiary company, is charged on the written down value method at rates as specified in Schedule XIV of the Companies Act, 1956. Depreciation on abovesaid fixed assets comprise Rs. 7,69,655 of the total depreciation of consolidated accounts.

g) RECOGNITION OF REVENUE AND EXPENDITURE-

- Income and expenditure are accounted on accrual basis.
- Dividend on shares and interest on debentures earned are accounted in the year of receipt

h) STOCK IN TRADE

Shares and other securities held principally for trading in near future are stated as stock in trade and are valued at lower of cost or market price

i) INVESTMENTS

Investment in subsidiaries and other companies are stated at cost and provision is made to recognize any decline, other than temporary, in the value of such investments.

j) FOREIGN CURRENCY TRANSLATIONS

Revenue and expenditure items, current assets, current liabilities, if any, appearing/outstanding at the year end, are converted into equivalent Indian Rupees at the exchange rate prevailing at the year end except in cases where actual amount has been ascertained by the time of finalization of accounts.

k) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted at the exchange rate prevailing at the time of transaction. Gain/loss arising out of fluctuation in the exchange rate (difference between exchange rate at the time of transaction and at the time of payment/receipt) is accounted in exchange fluctuation account.

l) TAXES ON INCOME

Income taxes consist of current taxes and changes in deferred tax assets and liabilities. Current income tax and fringe benefit tax are measured at the amount expected to be paid to the tax authorities in accordance with the applicable tax rates and laws.

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the financial statements, carrying amounts of existing assets and liabilities and their respective tax bases and carry forwards of operating loss. Deferred tax assets and liabilities are measured on the timing differences applying the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Changes in deferred tax assets and liabilities between one Balance Sheet date and the next, are recognised in the Profit and Loss Account in the year of change. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the Profit and Loss Account in the year of change.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized by way of future taxable income. Deferred tax assets related to unabsorbed depreciation and carry forward losses are recognised only to the extent that there is virtual certainty of realisation. Deferred tax assets are reviewed for appropriateness of their carrying amounts at each Balance Sheet date.

m) EARNINGS PER SHARE

In determining earnings per share, the Company considers the net profit after tax for the year attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds available, had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

n) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

o) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

p) RETIREMENT BENEFITS

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity covering eligible employees on the basis of actuarial valuation as carried out by an Actuary. The liability is unfunded.

Liability in respect of leave encashment is accounted for at the time of termination of service.

q) MISCELLANEOUS EXPENDITURE

Miscellaneous expenditure is amortised over a period of 5 years.

15. NOTES TO ACCOUNTS

i) a) The Consolidated Financial Statements include the accounts of the Intergrated Capital Services Ltd. (Holding Company), the subsidiaries and associate companies (as listed below). The subsidiaries have been defined as that entity in which the holding company owns directly or indirectly more than one half of the voting power or otherwise has power to exercise control over the composition of the Board of Directors of such entities. The financial statements of subsidiaries are consolidated from the date on which effective control is acquired. The associates of the holding company have been defined as that entity which is neither the subsidiary nor the joint venture and meeting the definition criteria as laid down in Accounting Standard-23 on " Accounting for Investments in Associates in Consolidated Financial Statements" issued by Institute of Chartered Accountants of India.



INTEGRATED CAPITAL SERVICES LIMITED

Detail of Subsidiaries and Associates are as follows:

Name of companies	Relation with parent company	Country of incorporation	Proportion of OWNERSHIP INTEREST
RAAS e Solutions Pvt. Ltd. (Acquired on April 11, 2008)	Subsidiary	India	100%
Green Infra Profiles Pvt. Ltd. (Incorporated on July 1, 2009)	Subsidiary	India	100%
Greenway Advisors Pvt. Ltd. (Incorporated on September 30, 2010)	Associate	India	50%
KW Publishers Pvt. Ltd (Acquired on April 17, 2007)	Associate	India	40%
Sun Links Limited (Incorporated on January 15, 2009)	Associate	U.K.	50%

- b) The Consolidated Financial Statements are prepared using uniform accounting policies for the transactions and other events in similar circumstances.
- c) Figures pertaining to the subsidiaries have been classified wherever necessary to bring them in line with the Company's financial statements.

For the year ended	March 31, 2011	March 31, 2010
ii) Payment to directors	Rs.	Rs.
Sitting fees	-	40,000
iii) Payment to Auditors		
Audit fees	<u>230,612</u>	<u>38,000</u>

- iv) In the opinion of the management, the realisable value of all current assets, loans and advances in the ordinary course of business will not be less than their stated in the Balance Sheet.
- v) There is no amount payable to small scale industrial undertakings to whom amount outstanding for more than 30 days, where such dues exceeds Rs. 1 (One) lac
- vi) The Company had initiated arbitration proceedings against its clients in accordance with the rules and regulations of the National Stock Exchange of India Limited in respect of trades conducted by the Company for such clients at trading counter of the aforesaid stock exchange. The learned Arbitrators issued awards short of the claimed amounts by Rs. 22.10 lacs (Rs.22.10 lacs) (excluding interest demanded by the Company). The Company's appeals are pending before the Courts.
- vii) The shareholders of the Company, at their annual general ordinary meeting held on May 22, 2010, have approved the split of 1 (one) equity share of Rs. 10 each into 1 (one) equity share of Re. 1 each.
- viii) During the year, the Company has taken approval of investment of 500 GBP in ordinary shares of Sun links Limited and further investment of Rs. 7,60,000 in share capital of KW Publishers Pvt. Ltd. through Postal Ballot process.
- ix) During the year, allotment of further shares on preferential basis to persons other than promoters was approved by the shareholders in its extra ordinary general meeting held on January 1, 2011, which allotment could not proceed due to procedural delay in obtaining approval from all Stock Exchanges where shares of the Company are listed for trading.
- x) During the year, the Company subscribed 10,000 equity shares of face value Rs. 10 each fully paid up of Greenway Advisors Private Limited for Rs. 1 lac. Greenway Advisors Private Limited is an associate of the Company with effect from September 30, 2010.
- xi) The holding company deals only in one segment, Consulting and Advisory services, hence, no separate information for segment wise disclosure is required.
- xii) EarningPerShare (EPS) EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average of the number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below

:

INTEGRATED CAPITAL SERVICES LIMITED



For the year ended	March 31, 2011 Rs.	March 31, 2010 Rs.
a) Net profit available for equity shareholders	5,899,386	5,596,218
Weighted average number of equity shares outstanding for calculation of	35,550,000	3,516,247
- Basic and diluted earnings per share		
c) Nominal value of per equity share	1	10
d) Earning per share (a)/(b)		
- Basic and diluted	0.17	1.59
xiii) Additional information pursuant to provisions of Para 3 and 4 of Part II Schedule VI of the Companies Act, 1956:		

For the year ended	March 31, 2011 Rs.	March 31, 2011 Rs.
a) Earnings in foreign exchange		
Consultancy and Advisory	1,58,610	991,000
b) Expenditure in foreign exchange		
Travelling	-	511,548

xiv) Related Party Disclosures:

Pursuant to Accounting Standard (AS18)–"Related Party Disclosure" issued by Institute of Chartered Accountants of India following parties are to be treated as related parties along with their relationships:

a) Name of related parties and description of relationship

Holding company

Integrated Capital Services Ltd.

Subsidiary companies

RAAS e Solutions Pvt. Ltd.

Green Infra Profiles Pvt. Ltd.

Associate companies

KW Publishers Pvt. Ltd.

Sun Links Limited

Greenway Advisors Pvt. Ltd.#

With effect from September 30, 2010

Enterprise over which key management personnel exercises control

Deora Associates Pvt. Ltd.

Key management personnel

B. B. Deora

Chairman & Director

Sajeve Deora

Managing Director

Ambarish Chatterjee

Director

Sandeep Chandra

Director

Arun Deora

Director

Harinder Kumar Chadha

Director

Suresh Chander Kapur*

Additional Director

Heera Lal Bhasin#

Director of associate company

* Appointed on December 1, 2010

Appointed on October 18, 2010

Note: The above parties have been identified by the management



INTEGRATED CAPITAL SERVICES LIMITED

b) Transactions with related parties during the year:

Nature of transactions	Related party	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Purchase of books	KW Publishers Pvt. Ltd.	98,671	143,813
Loan taken and paid back to director	Ambarish Chatterjee	-	400,000
Loan given from an associate company	Greenway Advisors Pvt. Ltd.	10,450,000	-
Share application money	Ambarish Chatterjee	1,150,000	-
Loan taken and paid back to director	Sajeve Deora	1,550,000	525,010
Investment made during the year	Greenway Advisors Pvt. Ltd.	100,000	-
Investment made during the year	Sun Links Limited	36,154	151,936
Pre - incorporation expenses receivable	Sun Links Limited	-	11,865
Advance repaid by associate	KW Publishers Pvt. Ltd.	-	400,000
Sitting fees paid	Ambarish Chatterjee	-	40,000
Salary paid	Sushma Chhabra	-	103,333
Reimbursement of expenses	Sushma Chhabra	-	16,251
Reimbursement of expenses	Ambarish Chatterjee	226,827	118,979

c) Balance outstanding as at March 31, 2011:

Account head	Related party	March 31, 2011 Rs.	March 31, 2010 Rs.
Investments	Sun Links Limited	179,822	136,066
Investments	Greenway Advisors P. Ltd.	100,000	-
Investments	KW Publishers Pvt. Ltd.	240,000	240,000
Advances	Greenway Advisors P. Ltd.	10,450,000	-
Advances	Sun Links Limited	11,865	11,865
Sundry creditors	KW Publishers Pvt. Ltd.	-	24,202
Other liabilities	Ambarish Chatterjee	1,150,000	5,210

xv) Figures and words in brackets pertain to previous year unless otherwise specified.

xvi) Previous year figures have been regrouped/rearranged and recast, wherever considered necessary.

Signatures to the above schedules which form an integral part of the Consolidated Balance Sheet and Profit and Loss account.

April 08, 2011
New Delhi

Sd/-
Sajeve Deora
Managing Director

Sd/-
Sandeep Chandra
Director

Sd/-
Ashish Wadhwa
Company secretary