



May 22, 2010

**Address of the Chairman to,
The Members of Integrated Capital Services Limited**

Good Morning Ladies and Gentlemen,

I feel great pleasure in welcoming you all to the 17th Annual General Meeting of your Company. The Annual Report was sent earlier and I trust it is in your hands.

Operational Results

During the year under review, your Company consolidated its business of advisory and consulting services, particularly in the areas of mergers & amalgamations & restructuring and turnaround of businesses. The Company joined the Begbies Global Network, a U.K. based global network of independent professionals providing advice and services to declining businesses and their stakeholders. The accounts of wholly owned subsidiary Companies, i.e., RAAS e Solutions Pvt. Ltd., a company providing Business Accounting and Management Information services and Green Infra Profiles Pvt. Ltd., a business consulting services company, have been consolidated with the accounts of the Company.

Turnover for the year was Rs. 157.04 Lacs against Rs. 186.29 Lacs in the previous year. Consolidated turnover of the Company and its wholly owned subsidiaries increased from Rs. 225.40 Lacs in the previous year to Rs. 226.26 Lacs in the current year. During the year under report, the Company earned a net profit after income tax of Rs. 41.33 Lacs as against Rs. 61.20 Lacs in the last year. The consolidated net profit after taxes including proportional profits of joint ventures, for the current year is Rs. 55.95 Lacs in comparison to Rs. 68.17 Lacs in the previous year.

Market Synopsis

In view of the revival phase being experienced by companies and businesses after the recessionary market conditions, newer approaches are being identified by corporates to gains



market control and meet the demands of stakeholders and other parties. Company's restructuring practice will provide the stimulus to meet the cash and capital constraints of struggling businesses.

Future Prospects

The Company targets to work for clients in areas of financial restructuring and in situations where growth can be achieved by its clients through strategic acquisitions and expansion in other markets.

Further, the Company, through its wholly owned subsidiaries, RAAS e Solutions Pvt. Ltd. and Green Infra Profiles Pvt. Ltd. proposes to increase its presence in its existing areas of operations and providing services for preparation of financial statements in accordance with International Financial Reporting Standards.

Preferential Issue of Equity Shares

As approved in the last Annual General Meeting, 2,05,000 fully paid up equity shares of the Company were allotted on preferential basis at a price of Rs. 30/- per share to persons other than promoters. The said shares have since been listed at the stock exchanges whereat your Company's shares are listed for trading. The funds raised by the Company were utilised for the intended purposes.

Sub-division of Equity Shares

The shares of your Company are listed at Delhi, Jaipur, Ahmedabad and Madras Stock Exchanges. In order to improve liquidity in the Company's shares in the stock market, the Board of Directors of the Company consider it desirable to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Re. 1/- per share. A resolution in the above regard is proposed for your consideration.

In case the shares are held in physical form, the old share certificates of face value of Rs. 10/- each will be cancelled on the record date and the new share certificates will be sent to the



shareholders. In case the shares are in dematerialized form, the sub-divided shares will be directly credited to the shareholders demat account on the record date in lieu of their existing shares.

Investments

In addition to the two wholly owned subsidiary companies mentioned earlier, the Company has two joint venture companies, namely KW Publishers Pvt. Ltd. and Sun Links Limited.

KW Publishers Pvt. Ltd., a publishing house is engaged in publishing on subjects, amongst others, including, Defense and Strategic Studies, International Affairs and Higher Academics. The turnover of KW Publishers Pvt. Ltd. for the year ended March 31, 2010 is over Rs. 135 Lacs.

Sun Links Limited, Joint Venture Company set up in the U.K., has commenced its business of providing consulting services in commercial transactions.

Acknowledgements

I have no special words to acknowledge the collective efforts of Company's management team and employees working to realize its goals.

I am grateful to all our shareholders for their continued patronage, confidence and interest in our Company.

Thank you, and have a good day.

B. Bhushan Deora