Integrated Research

ANNUAL REPORT 2011




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Integrated Research

Providing Business Insight

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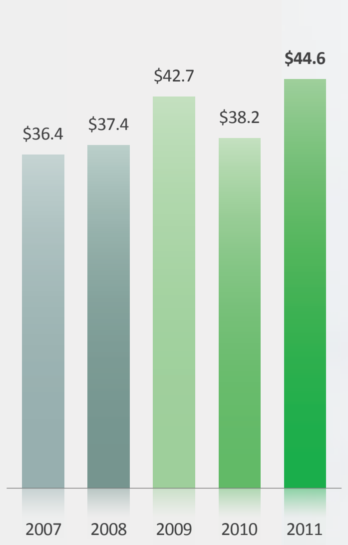
2 2011 Highlights

Financial Summary

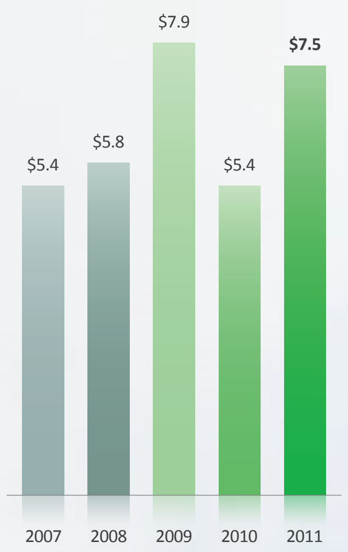
In millions of AUD (except earnings per share) Year ended 30 June	2011	2010	% Change
Revenue from licence fees	**25.0**	18.4	↑ 36%
Total revenue	**44.6**	38.2	↑ 17%
Net profit after tax	**7.5**	5.4	↑ 38%
Net assets	**27.4**	24.5	↑ 12%
Cash at balance date	**11.6**	8.4	↑ 38%
Americas revenue	**26.7**	23.0	↑ 16%
Europe revenue	**7.1**	5.3	↑ 34%
Asia Pacific revenue	**8.9**	7.7	↑ 15%
Earnings per share (cents per share)	**4.47**	3.24	↑ 38%

In millions of local currency Year ended 30 June	2011	2010	% Change
Americas revenue (USD)	**26.5**	20.2	↑ 31%
Europe revenue (UK Sterling)	**4.4**	2.9	↑ 50%
Asia Pacific revenue (AUD)	**8.9**	7.7	↑ 15%

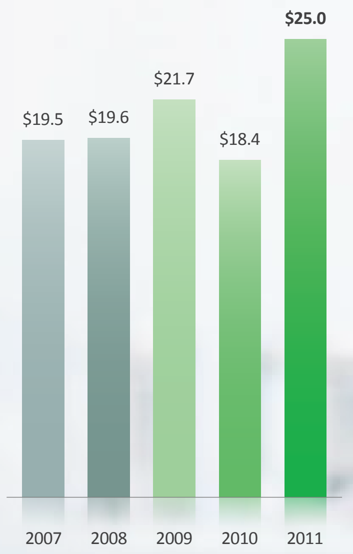
Total revenue
(AUD millions)



Net profit after tax
(AUD millions)



Revenue from licence sales
(AUD millions)



4 Letter from the Chairman

“We reflect on FY11 with a sense of achievement and look ahead to FY12 with measured optimism”

Dear fellow shareholders,

It is my pleasure to comment on the strong performance of Integrated Research for the financial year to June 2011. The Company performance can only be described as excellent, especially given the rapidly rising Australian dollar and the difficulties that are being experienced within the global economy.

The Company achieved an increase of 38% net profit after tax over the prior year to $7.5 million; licence sales increased by 36% to $25.0 million and total revenue also increased by 17% to $44.6 million.

The financial results were buoyed by strong growth in IP Telephony (IPT) licence sales, up 52% over the prior year, making IPT the Company’s second highest selling product line. In addition to the strong license sales for IP Telephony, license revenue in our traditional HP NonStop market grew by 26% which represented a strong rebound in customer spending patterns from the prior year. Revenue from the consulting services division increased by 32% over the prior year to $2.6 million.

Although maintenance services revenue was down in reported terms by 5%, in constant currency terms maintenance revenue actually grew by 5%. This reflects a 95% retention rate in the Company’s maintenance base which is in line with historical trends.

Revenue grew in all our geographic regions over the prior year. In underlying natural currency the Americas grew by 31%, Europe 50% and Asia Pacific 15%. Over 95% of the Company’s revenues are derived outside of Australia with the Americas representing around 60% of total revenue.

The future outlook for the Company remains solid, and with no debt it is well positioned to weather future economic uncertainties. The core technologies that the Company’s business units are based upon, and their underlying markets, including HP-NonStop, remain healthy. Expansion is expected to continue in the Company’s product lines for IP Telephony, Payments and Consulting while the Company broadens its product offerings into new adjacent markets such as Unified Communications.

The Communications market is evolving rapidly. Unified Communications is a fast-growing market that saves businesses time and money, and is transforming the way people collaborate. Prognosis is well positioned to be a leading product in the delivery of voice quality, performance and service assurance products.

The strong results in FY11 are further validation of IR’s products and positioning and provide a solid base for future growth.

Our strategy is focused on extending our product line further into highly complex, scalable, real-time environments while also extending our market share in the high value and high transaction environments such as Unified Communications and Payments. Prognosis’s unique architecture and capabilities are competitive and the Company will aim at increasing our competitive position with further ongoing investment in research and development. Net R&D expenditure for the 2011 financial year was $8.9 million, representing 20% of total revenue and in line with historical averages.

In FY12 the Company will continue to improve the alignment between product sales and consulting and although the growth in consulting is good, further strong growth is expected through the tighter integration of the Company’s sales activities and the selling of consulting services.

I would like to conclude by saying FY11 delivered our highest ever revenue result in both AUD and USD terms, and one of our highest in terms of profit. The Company is debt-free and has a strong cash position of $11.6 million, as of 30 June 2011.

The Board is pleased to announce a final dividend of 2.5 cents per share, with 75% being franked, bringing the total dividend for the year to 4.0 cents per share, 65% franked. This is comparable to total dividends of 3.0 cents per share which was 19% franked for the prior financial year.

I would especially like to thank IR employees and management for their dedication and hard work in achieving this performance. All of our employees can take pleasure in seeing their efforts rewarded with this excellent result.

I would also like to thank you, our valued shareholders, for your continued support.

Steve Killelea
Chairman

Leading the Way for Global Success

Our success in FY11 is built on strong foundations, namely; our world class R&D capabilities, our focus on high growth markets, our ability to reach and support customers around the world and, most importantly, our IR employees, who strive for excellence and continue to deliver. All of these factors drive our strong revenue and profit results, and help cement IR as the market leader – a global provider of high-definition performance monitoring, diagnostic and reporting software.

World class R&D capability

As a company, our success is dependent on our ability to produce innovative, market-leading, high quality products, so that our customers have the insight they need to run their business and gain a competitive advantage.

To remain competitive and support our customers' needs, IR continued its strategy to invest in R&D in FY11 with R&D spend representing 20% of total revenue. This investment has enabled our R&D teams to not only improve and expand on our existing solutions, but also to develop new solutions for new markets.

IR has applied the Agile software development process to the product creation functions with great success. The widespread adoption of Agile has had a significant, positive effect on productivity, with a 35% increase in R&D output for only a 7% increase in cost over the previous year. We have been able to reduce time-to-market, increase product quality and ultimately, increase customer satisfaction.

As a result of this investment, improved processes and collaboration, the R&D team released more products than in previous years, were able to extend our offering across more devices and platforms, and make a significant contribution to the company's profitability in FY11.

"With significant investment in R&D we are able to build new product and features, improve product quality and ultimately increase customer satisfaction"

Products in growth markets

In FY11 we focused our strategy and product development around two high growth markets, Communications and Payments, and have expanded our existing Prognosis solutions to ensure our market-leading position. As well as new growth markets, we maintain our focus on the HP NonStop and Distributed Systems markets.

The number of IP phone shipments are forecast to continue increasing in coming years. The market is also expanding, with the trend toward Unified Communications as more businesses deploy video, mobile and presence, as well as voice, over their IP network. With more devices and more platforms, businesses are looking for ways to monitor an increasingly complex environment. With over 4.3 million phones under management around the world, IR is leading the way, with a solution that not only provides integration and scalability across multiple platforms, but also supports Unified Communications infrastructure.

Prognosis for Payments has shown strong growth in 2011, with an increase in revenue of 142% over the previous year. We have released a number of new payments products to support the ACI alliance, with Prognosis real-time monitoring now available for wholesale, retail and fraud detection. With the payments market growing worldwide, and with an increasing number of devices adding to the ease of access, transaction monitoring is critical. Prognosis is ideally positioned to provide a highly scalable, highly relevant solution to the payments industry.

We continue to add even more value to customers through the use of consulting services. The consulting services team not only provides training but also helps customers to implement and customise their Prognosis solution to best meet their business needs.

Along with our focus on new products and markets, IR maintains a market-leadership position with HP NonStop monitoring. We continue to invest in development and support for both our Distributed Systems and HP NonStop products.

Global market reach

IR is a global success story, an Australian company with over 95% of revenue being derived from outside Australia. Our international success is driven not only by our market-leading products, but also our ability to reach customers all around the world. We have built a global network of IR offices, value-added resellers and strategic alliances that allow us to support customers of any size - from small businesses up to the largest enterprises and government.

With **direct sales** offices located in Asia Pacific, the Americas and Europe, our offices each support a broad geographic area. Our sales teams work directly with customers, as well as working together with our partners to bring products to market, and grow our customer base.

To complement our IR offices, we have built a global **reseller channel** network, allowing us to expand the number of channels to market, while also enabling IR to have representation in a greater range of locations.

We are proud of our **strategic alliances** with industry leaders and technology partners including ACI, Avaya, Cisco and EMC. Prognosis is also used by many of the world's largest **managed service providers** to keep their customer's business-critical systems and applications up and running.

These partnerships strengthen the Prognosis offering and allow us to provide the right solution to meet customer needs, no matter where they're located.

Our **online** presence is an important part of our global reach strategy, allowing customers direct access to product information, when they need it. FY11 saw an increased focus on social media including the launch of our blog site; realtime.ir.com. Customers are able to obtain articles and white papers, across all product and solutions, and take part in discussions around real performance management. This new media allows us to directly engage with, and support, our customers around the world.

Investing in our people

IR's success is underpinned by our people, the people that design, build and sell our products, and those that keep the company running efficiently. IR prides itself on being an exciting, refreshing environment in which to work, where ideas, versatility, innovation and quality are encouraged, and this is evident in the solutions we offer.

We continue to invest in our people, including our Graduate Program, which was launched in 2009. The program offers a pathway for high-performing computer science graduates into IR. It offers graduates career paths starting in software engineering and potentially progressing to management, product architecture, pre-sales engineering, product management and customer support in our Australian and overseas offices.

This investment is already paying dividends, creating a thriving and innovative atmosphere for developing world class products.

Thanks to our committed employees around the world, IR is firmly established as a thought-leader with a real competitive advantage.

10 Chief Executive Officer's Report

"Our key markets are growing in both scale and complexity and we are well positioned to benefit from these trends"

Dear shareholders,

I am very pleased to report a strong year of growth for Integrated Research. We're executing well in high growth markets and have delivered record revenue of $44.6 million.

This result is particularly pleasing given the currency headwind. The Australian dollar strengthened from $0.85 against the US dollar in July 2010 to $1.10 in May 2011. Total revenue would have grown 28% on a constant currency basis.

Our success in 2011 can be attributed to a number of factors: increased revenue in our major product lines, growth across all regions, high customer retention and an increase in R&D productivity.

Our IP Telephony (IPT) product revenue grew substantially by 46% to $17.8 million. This was due to a number of large enterprise and MSP sales, and was well supported by our global alliance with Avaya. Growth of our IPT revenue exceeded market growth[1] and is close to becoming our largest product line by revenue.

1 Market growth is measured in IP Telephone shipments, Gartner Forecast: Business Telephones, Worldwide, 2006-2015, 2Q11 Update

Our Payments products showed encouraging growth this year, albeit from a lower base. This result validates our strategy to invest in this market and we are confident of future growth, particularly with our ACI partnership.

Revenue from our HP NonStop products recovered in 2011 after a decline the previous year. This rebound was mainly due to a back-log in demand after the global financial crisis.

Consulting services revenue grew 32% as customers increasingly looked to us to help them implement and customise Prognosis to support their business needs.

All of our regions contributed to our growth this year with each of them delivering record revenue despite the patchy recovery of world economies.

The Americas region was the engine room of the company with 31% growth to US$26.5 million, thanks to exceptional IPT and NonStop sales. Asia-Pacific had a slower start to the year, but finished strongly with 15% growth to AU$8.9 million, primarily due to solid IPT and NonStop sales. Europe delivered the highest growth of all with 50% to £4.4 million after successfully tapping into the rich vein of IPT opportunities in the region. The European market buys almost as many IPT phone per year as the US[2] and our growth this year shows that we are successfully executing on that opportunity.

We grew net profit after tax by 38% to $7.5 million. This was the result of increased sales and total revenue growth, along with cost containment.

Profitability was also supported by an increase in R&D productivity. Pervasive use of the Agile development methodology has helped us achieve a 35% increase in R&D output for only 7% increase in cost. The productivity of our Australian cost base is particularly important given the high Australian dollar, but it also means that we are able to produce innovative and high quality products very quickly in order to support customers and stay ahead of competitors.

Our success in 2011 has cemented our position as a thriving market leader and validated our strategy of expansion across our product ranges. We are also seeing a number of trends in our key markets that reinforce this approach.

Our strategy continues to focus on extending Prognosis into complex, high value and high transaction markets such as Communications and Payments. These markets require scalable, real-time management capabilities to ensure their ongoing operation and quality of service. Now with over 600 customers, Prognosis has proven that it is ideally and uniquely suited to these markets.

2 Gartner Forecast: Business Telephones, Worldwide, 2006-2015, 2Q11 Update

The Communications market is undergoing a shift from voice (termed IP Telephony or VoIP) to Unified Communications (UC). The term UC encompasses multiple methods of communication including voice, video, messaging, mobility and presence. UC is increasingly being 'consumer led' as employees bring their own devices such as phones and tablets into the workplace and require that they become part of their daily communications.

As IT departments increase the number of devices they support and their environments increase in complexity, a single management view of performance becomes critical. Prognosis is well-positioned, with the right product construct, market position and experience to support customers, and as a result, grow our business.

The Payments market shares similar characteristics, with the number of payment devices and channels expanding every year. There are now more ATMs and a variety of different card products, contactless cards, mobile and internet payment options readily-accessible. The availability and ease of new payment methods has led to an increase in the total number of transactions. With this heightened demand on back-end processing, effective management becomes key, with Prognosis perfectly positioned to deliver real-time insights to these critical business systems.

Overall, our key markets are growing in both scale and complexity and we are well-placed to benefit from these trends.

The major challenges facing us in the year ahead are the volatility of the global economic recovery and the strength and unpredictability of the Australian dollar. Our pipeline is healthy however, and we are confident that we will continue to grow the business.

Finally, I would like to thank our talented and hardworking staff. Their combined efforts have delivered value to our customers and Integrated Research, as well as value to you, our shareholders.

Thank you for your support.

Mark Brayan
Chief Executive Officer

12 Review of Operations and Activities

Principal activities

The Company's principal activities during the year were the design, development, implementation and sale of systems and applications management computer software for business-critical computing and IP telephony networks.

Group overview

Integrated Research has a twenty-three year heritage of providing performance monitoring and diagnostics software solutions for business-critical computing environments.

Since its establishment in 1988, the Company has provided its core Prognosis products to a cross section of large organisations requiring high levels of computing performance and reliability.

The Prognosis product range is an integrated suite of monitoring and management software, designed to give an organisation's technical personnel operational insight into their HP NonStop, distributed system servers, IP Telephony, and Payment environments and the business applications that run on these platforms.

The Company has developed its Prognosis products around a fault-tolerant, highly distributed software architecture, designed to achieve high levels of functionality, scalability and reliability with a low total cost of ownership.

Integrated Research services customers in more than 50 countries through direct sales offices in the USA, UK, Germany and Australia, and via a global, channel-driven distribution network. The Company's customer base consists of many of the world's largest organisations and includes major stock exchanges, banks, credit card companies, telecommunications companies, computer companies and hospitals.

The Company generates most of its revenue from upfront licence fees, recurring maintenance and consulting services.

Review and results of operations

The Company achieved a 38% increase in annual after tax profit over the prior year to $7.5 million, which is within the upper end of the guidance provided to the Australian Stock Exchange on July 7, 2011. Total revenue increased by 17% over the prior year, to $44.6 million. The growth in revenue was brought about by strong licence sales in both IP Telephony and HP Nonstop product lines. In constant currency, revenue grew by 28% compared to the prior year. Cash flow from operations increased by 66% over the prior year to $13.9 million.

Revenue

Revenue for the year was $44.6 million, an increase of 17% over 2010. Licence fees increased by 36%, and maintenance fees decreased by 5% over the prior year (however, actually increased by 5% using a constant currency). The customer retention rate remains high at 95%.

Revenue grew in all geographic regions over the equivalent prior year. In underlying natural currency America grew by 31%, Europe 50% and Asia Pacific 15%.

Revenue derived from the Company's IP Telephony (IPT) products continued its strong growth. Even with the stronger Australian dollar, new licence sales for IPT were up 52% over the prior year with growth reported in all geographic regions.

Licence sales derived from HP NonStop rebounded strongly with growth of 26% of the previous corresponding period. Revenue from consulting services increased by 32% over the prior year to $2.6 million which validates the Company's strategy to invest in this business segment.

Expenses

The Company continued to focus on expanding its capabilities and improving productivity. The number of staff at the end of the current year was 162 (2010: 161). Total expenses were $34.1 million, up 6% against the prior year with higher investment in sales and consulting activities.

Research and development expenditure of $8.9 million was 20% of total revenue and in line with historical averages. This has been underscored by significant improvement in research and development processes, better product quality and improved customer satisfaction. The company is committed to maintaining and improving its core strategic strength and we expect a comparable level of investment in research and development in the future.

Net research and development expenses are represented as follows:

In thousands of AUD	2011	2010
Gross research and development spending	8,924	8,290
Capitalisation of development expenses	(5,655)	(5,932)
Amortisation of capitalised expenses	5,680	5,989
Net research and development expenses	**8,949**	**8,347**

Shareholder returns

Returns to shareholders increased through the payment of partly franked dividends:

	2011	2010	2009
Net profit ($'000)	$7,465	$5,401	$7,863
Basic EPS	4.47¢	3.24¢	4.72¢
Dividends per share	4.0¢	3.0¢	4.0¢
Return on equity	27.0%	22.0%	28.9%

Financial position

The consolidated entity continues to hold a strong financial position being free of debt and with cash at 30 June 2011 of $11.6 million, compared to $8.4 million at the same time last year. Net cash flow provided by operating activities increased 66% over the equivalent prior year to $13.9 million due to the combination of improved accounts receivable collections and overall trading conditions.

	2011	2010	2009
Net cash flow provided by operating activities ($'000)	$13,854	$8,339	$13,434
Current ratio (current assets to current liabilities)	1.80	1.57	1.98
Net tangible asset backing per ordinary share	8.12¢	6.32¢	8.35¢

Outlook and Strategy for 2012

The Company's products consistently deliver value for our customers by managing the performance of their mission-critical, high availability computing environments in segments such as payments and communications. Our high customer retention rate underscores the importance of Prognosis to our customers.

The Company's strategy is centred on maximising the unique and powerful features of Prognosis. We will continue to improve and extend our products to deliver real-time insight to critical business processes and transactions.

The Company focuses on three core markets: Infrastructure, Communications and Payments.

The Infrastructure market for Integrated Research includes users of high-end computing systems such as the HP NonStop platform for financial, telecommunication, trading, manufacturing and other high-volume, high-value transaction environments. NonStop is an important part of HP's server strategy and remains at the operational core of many of the world's largest companies. Our ongoing investment in our Nonstop products ensures that we are aligned with HP's development of the platform and that we continue to deliver high value products to our customers. Prognosis for Distributed Systems (Windows, Unix and Linux) is also sold alongside our NonStop products as customers seek a common monitoring interface for all platforms, or convert applications from one platform to another.

The Communications segment includes users of IP Telephony as well as newer Unified Communication (UC) applications including voice, video, messaging, mobility and presence. The company anticipates that IPT will replace legacy telephony in business in the next five years or so and Prognosis is strongly positioned to benefit from that trend. In addition, businesses will leverage their investment in IPT to expand to UC applications, further increasing the need for effective management. Accordingly, Prognosis for IPT is expanding to encompass the broader UC eco-system, providing a single management view of the performance of increasingly complex and critical communications infrastructures.

The Payments segment is growing for Integrated Research and we continue to invest in our payments products, adding platform support and functionality to exploit this trend. Our strategic alliance with ACI, the world's largest payments software vendor, positions us at the forefront of payment systems management, and we anticipate revenue growth through this alliance in 2012. The payments market also includes many customised switches and we have achieved early sales of our repeatable monitoring solution for these, effectively increasing our addressable market.

Consulting Services are an important element in our strategy. They provide our customers with implementation services, customisation and training, to ensure customers get the most out of their investment. They also help us develop unique and repeatable solutions that extend the use and value of Prognosis. We will continue to invest in people and processes for our consulting business to grow revenue and margin.

In addition to investments in new products and alliances, we have improved our R&D capabilities by implementing the Agile development methodology. This has decreased cycle times, increased product quality and enabled more focus on innovation and new product development.

16 Directors

The directors of the Company at any time during or since the end of the financial year are listed below:

Steve Killelea, AM

Non-Executive Director and Chairman

Steve founded Integrated Research in August 1988 and held the position of Managing Director and Chief Executive Officer until retiring from his executive position in November 2004. He was appointed as a Non-Executive Director in November 2004 and elected Chairman in July 2005. Steve is also Chairman of the Institute for Peace and Economics and The Charitable Foundation and for activities involved with these he has received a number of international awards. He is also active in the financial community with investments in many high tech companies. Steve's current term will expire no later than the close of the 2012 Annual General Meeting.

Listed companies directorships held in the past three years: None. Age 62 years.

Mark Brayan, MBA

Managing Director and Chief Executive Director

Mark Brayan joined Integrated Research in September 2007 and is responsible for the overall strategy and leadership of the Company. Mark has over twenty years experience in the software industry, most recently he was COO of outsourcer Talent2 and previously CEO of the listed software company Concept Systems before its merger with Talent2. Mark has a strong understanding of the systems management market through his time with BMC Software. As Managing Director, Mark is not required to seek re-election to the Board.

Listed companies directorships held in the past three years: None. Age 47 years.

Alan Baxter, BSc, Dip Ed

Independent Non-Executive Director

Alan was appointed as a Director in June 2009. Alan has nearly forty years experience in Information Technology covering a broad range of the industry's activities. These include many years in a variety of roles with IBM Australia, CEO of DMR Consulting in Australia and COO of Fujitsu Consulting's global operations from London. He was non-executive Chairman of Fujitsu Australia & New Zealand, a director of Mincom Ltd, non-executive Chairman of Konekt Limited and also of Innogence Limited. He is a non-executive director of CPT Global, a publicly listed technology consulting company. Alan's current term will expire no later than the close of the 2012 Annual General Meeting. Listed company directorships held in the past three years other than listed above: None. Age 66 years.

John Brown, BCom, FCA, MAICD

Independent Non-Executive Director

John was appointed a Director in July 2007. He was a partner with KPMG for over 26 years and since retiring in 2006 has been appointed to be the chair or member of the audit committee of a number of NSW and Federal public sector entities. John is also a Director and Chair of the Audit Committee of Sydney Water Corporation and a Director of The Gift Of Life Foundation. John's current term will expire no later than the close of the 2013 Annual General Meeting.

Listed companies directorships held in the past three years: None. Age 63 years.

Kate Costello, LLB, FAICD

Independent Non-Executive Director

Kate was appointed as a Director in August 2005. She is a lawyer and has over twenty years experience in corporate governance and strategy development. She is also a Director of Governance Matters Pty Ltd, listed company, LBT Innovations Ltd, and a number of other private companies. Kate's current term will expire no later than the close of the 2011 Annual General Meeting.

Listed companies directorships held in the past three years other than listed above: None. Age 58 years.

Clyde McConaghy, BBus, MBA, MAICD, MIOD-UK

Non-Executive Director

Clyde was appointed a Director in December 2007. He has two decades of international strategic market development experience in the technology, media and publishing industries. Clyde was a board director of WMRC Plc, an economic analysis publisher, on the London Stock Exchange and a director of the Economist Intelligence Unit in London. Clyde is managing director of Smarter Capital Pty Limited, another company associated with Mr Steve Killelea, Chairman of Integrated Research. Clyde's current term will expire no later than the close of the 2011 Annual General Meeting.

Listed companies directorships held in the past three years: None. Age: 49 years.

Peter Lloyd,

Independent Non-Executive Director

Peter was appointed a Director in July 2010. He has 38 years experience in computing technology, having worked for both computer hardware and software solution providers. For the past 27 years Peter has been specifically involved in the provision of payments solutions for the financial services industry. Peter is currently the global sales and marketing Director for Distra Pty Ltd a provider of payments systems. He is also a Director of The Grayrock Group Pty Ltd and Limehouse Creative Pty Ltd. Peter's current term will expire no later than the close of the 2013 Annual General meeting.

Listed companies directorships held in the past three years: None. Age: 57 years.

David Leighton, MBA, FCPA, ACIS

Company Secretary

David is a member of Chartered Secretaries Australia. He has been Company Secretary since October 2000.

18 Senior Management

Peter Adams, BCom, CA

Chief Financial Officer

Peter joined Integrated Research in March 2008 and is responsible for overseeing the Company's finance and administration, including regulatory compliance and investor relations. Peter is a Qualified Chartered Accountant with over 20 years experience.

He has held a number of senior accounting and finance roles, including seven years as CFO with Infomedia (an ASX-listed technology company), six years with Renison Goldfields (ex ASX top 100 Resources Company) and two years with Transfield Pty Ltd. Peter's career began with Arthur Andersen, where he was responsible for managing large audit clients.

Alex Baburin, BApp. Sc

General Manager, Research and Development & Support

Alex Baburin joined Integrated Research in November 2006 and is responsible for the Company's software development and global support activities. Alex has over 20 years experience in the development, creation and management of high-technology hardware and software products for Honeywell and Siemens.

Before joining Integrated Research he was responsible for general management of the Siemens Access Control product line globally and for much of that time was based in Germany.

Brian Bigley,

Vice President Europe

Brian joined Integrated Research in September 2009 and is now responsible for all business operations in Europe. Brian has over 25 years of experience in the computer industry including Compaq Computer, Siemens, CA (previously known as Computer Associates) HP and start-ups as a sales and marketing executive.

Brian has held CEO, President and Sr. Vice President roles during his career.

Geoff Bryant, MMgt, MAICD

Vice President Consulting

Geoff joined Integrated Research in June 2009 and is responsible for all consulting services activities, which includes professional services and training. With over 20 years experience in operations and services positions in the technology sector, Geoff brings expertise that will help ensure Integrated Research customers receive world class consulting services to optimise the value of their Prognosis investments.

Prior to Integrated Research he held a number of business and management positions in Asia Pacific, Europe and North America with Cognos, IDS Scheer, Novell, and Software AG.

Andre Cuenin, BSc, MBA

President Americas

Andre joined Integrated Research in October 2008 and is responsible for all business operations in the Americas region. Andre has over 20 years experience in IT sales, most recently as VP of Field Operations at Stratavia, where he was responsible for sales and professional services marketing worldwide.

Prior to this he spent 15 years with CA (previously known as Computer Associates) in several senior management positions including VP of Worldwide Sales Operations.

John Dunne, BInfTech, MBT

General Manager, Products & Alliances

John is responsible for the company's global product strategy and alliances, ensuring the delivery of high-quality products aligned to customers' strategic directions. He is an expert in systems monitoring and management with 15 years experience in the ICT industry, including seven years with Integrated Research.

His current focus includes development of enterprise-class IP telephony management and reporting solutions to deliver business insight to global organisations and service providers.

Melanie Newman, HRM PGDip

General Manager, Human Resources

Melanie is responsible for the Human Resources function at Integrated Research which includes responsibility for aligning Strategic HR initiatives with the Business Strategy to support a high performance culture. Melanie has over 13 years HR Management experience mostly within global organisations in the Information Technology industry.

Pierre Semaan, BEng, MBA

Vice President Asia Pacific

Pierre joined Integrated Research in May 2008 and is responsible for all business operations in the Asia Pacific region. Prior to taking over responsibilities for Asia Pacific in January 2011, Pierre was responsible for the management and strategic direction of all product lines at Integrated Research.

Pierre has over 20 years international experience managing teams delivering technology innovations. He was most recently the Senior Vice President of Technology for Sage CRM solutions, which included leading the ACT!, SalesLogix and Mobility R&D organisations. Prior to Sage, Pierre worked at Citrix as the Chief of Operations & Director of the CTO Office and Advanced Products Group.

21 Directors' Report

The directors present their report together with the Financial Statements of Integrated Research Limited ("the consolidated entity"), being the Company and its controlled entities, for the year ended 30 June 2011 and the Auditor's Report thereon.

Results

The net profit of the consolidated entity for the 12 months ended 30 June 2011 after income tax expense was $7.5 million.

Dividends

Dividends paid or declared by the Company since the end of the previous financial year were:

		Cents Per Share	Total Amount $'000	Date of Payment
Final 2010 – Ordinary shares	45% franked	1.0	1,668	17 Sep 2010
Interim 2011 – Ordinary shares	50% franked	1.5	2,503	11 Mar 2011
Final 2011 – Ordinary shares	75% franked	2.5	4,171	16 Sep 2011

Principal activities and review of operations

Detail of the principal activities and review of operations of the consolidated entity are set out on pages 12 to 13.

Events subsequent to reporting date

For dividends declared after 30 June 2011 see Note 19 in the financial statements. The financial effect of dividends declared and paid after 30 June 2011 has not been brought to account in the financial statements for the year ended 30 June 2011 and will be recognised in subsequent financial statements.

No other transaction or event of a material or unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely, in the opinion of the directors of the Company, to affect significantly the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity, in future financial years.

Future developments

Likely developments in the operations of the consolidated entity in future financial years and the expected results of those operations are referred to generally in the Review of Operations and Activities Report.

Further information on likely developments including expected results would in the Directors' opinion, result in unreasonable prejudice to the Company and has therefore not been included in this Report.

Directors and company secretary

Details of current directors' qualifications, experience, age and special responsibilities are set out on pages 16 to 17. Details of the company secretary and his qualifications are set out on page 17.

Officers who were previously partners of the audit firm

No officers of the Company during the financial year were previously partners of the current audit firm.

Directors' meetings

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2011, and the numbers of meetings attended by each director were:

	Board Meetings		Audit and Risk Committee Meetings		Nomination and Remuneration Committee Meetings		Strategy Committee Meetings	
	A	B	A	B	A	B	A	B
Alan Baxter	11	12	1	1	3	4	-	-
Mark Brayan	12	12	-	-	-	-	3	3
John Brown	12	12	3	3	-	-	-	-
Kate Costello	12	12	-	-	4	4	3	3
Steve Killelea	11	12	-	-	4	4	3	3
Peter Lloyd	12	12	2	2	-	-	2	2
Clyde McConaghy	12	12	3	3	-	-	1	1

A: Number of meetings attended.
B: Number of meetings held during the time the directors held office or was a member of the board or committee during the year.

State of affairs

In the opinion of the directors there were no significant changes in the state of affairs of the consolidated entity that occurred during the financial year under review.

Environmental regulation

The consolidated entity's operations are not subject to significant environmental regulations under either Commonwealth or State legislation.

Directors' interests

The relevant interest of each director in the shares or options over such shares issued by the companies in the consolidated entity and other relevant bodies corporate, as notified by the directors to the Australian Securities Exchange in accordance with S205G(1) of the Corporations Act 2001, at the date of this report is as follows:

	Ordinary shares in Integrated Research			Options
	Directly held	Beneficially held	Total	Number of Options
Alan Baxter	-	100,000	100,000	-
Mark Brayan	25,000	-	25,000	1,000,000
John Brown	101,000	-	101,000	-
Kate Costello	-	200,000	200,000	-
Steve Killelea	94,497,339	337,612	94,834,951	-
Clyde McConaghy	-	-	-	-
Peter Lloyd	-	-	-	-

Share options

Options granted to directors and senior executives

The Company granted no options to either executives or non-executive directors of the consolidated entity during or since the end of the financial year.

Unissued shares under option

Unissued ordinary shares of Integrated Research Limited under option at the date of this report are as follows:

Expiry date	Exercise price	Number of shares	Expiry date	Exercise price	Number of shares
Jan 2012	$0.50	160,000	July 2013	$0.35	200,000
Jun 2012	$0.48	545,000	Oct 2013	$0.31	340,000
Sep 2012	$0.42	1,000,000	May 2014	$0.28	1,277,500
Mar 2013	$0.38	350,000			
Total unissued ordinary shares of Integrated Research Limited under option					3,872,500

Options do not entitle the holder to participate in any share issue of the Company or any other body corporate.

Shares issued on the exercise of options

During or since the end of the financial year, the Company issued ordinary shares as a result of the exercise of options as follows (there were no amounts unpaid on the shares issued):

Number of shares	Amount paid on each share
25,000	$0.28

Indemnification and insurance of officers and auditors

Indemnification

The Company has agreed to indemnify the directors of the Company on a full indemnity basis to the full extent permitted by law, for all losses or liabilities incurred by the director as an officer of the Company including, but not limited to, liability for negligence or for reasonable costs and expenses incurred, except where the liability arises out of conduct involving a lack of good faith.

Insurance

During the financial year Integrated Research Limited paid a premium to insure the directors and executive officers of the consolidated entity and related bodies corporate.

The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against officers in their capacity as officers of the consolidated entity.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company or any related body corporate against a liability incurred as such on officer or auditor.

Remuneration report

The Company's Remuneration Report, which forms part of this Directors' Report, is on pages 26 to 33.

Corporate governance

A statement describing the Company's main corporate governance practices in place throughout the financial year is on 34 to 40.

Non-audit services

During the year Deloitte Touche Tohmatsu, the Company's auditor, has performed certain other services in addition to their statutory duties.

The board has considered the non-audit services provided during the year by the auditor and in accordance with written advice provided by resolution of the Audit & Risk Committee, is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- All non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit & Risk Committee to ensure they do not impact the integrity and objectivity of the auditor, and
- The non-audit services provided do not undermine the general principles relating to auditor independence as set out in Professional Statement *F1 Professional independence*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

A copy of the auditors' independence declaration as required under Section 307C of the Corporations Act is on page 81 and forms part of the Directors' Report.

Rounding of amounts to nearest thousand dollars

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class order, amounts in the Financial Statements and the Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

This report is made in accordance with a resolution of the directors.

Steve Killelea
Chairman

Mark Brayan
Chief Executive Officer

Dated at North Sydney this 26th day of August 2011

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Remuneration policies

Remuneration levels for key management personnel and secretaries of the Company, and relevant key management personnel of the consolidated entity are competitively set to attract and retain appropriately qualified and experienced directors and senior executives. The Nomination and Remuneration Committee obtains independent advice on the appropriateness of remuneration packages given trends in comparative companies both locally and internationally and the objectives of the Company's remuneration strategy.

Key management personnel (including directors) have authority and responsibility for planning, directing and controlling the activities of the Company and the consolidated entity.

The remuneration structures explained herein are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The remuneration structure takes into account:

- The capability and experience of the directors and senior executives
- The directors and senior executives ability to control the relevant segment's performance
- The consolidated entity's performance including:
  - The consolidated entity's earnings
  - The growth in share price and returns on shareholder wealth

Remuneration packages include a mix of fixed and variable remuneration and short and long-term performance based incentives.

Fixed remuneration

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis and includes any FBT charges related to employee benefits including motor vehicles), as well as employer contributions to superannuation funds.

Remuneration levels are reviewed annually through a process that considers individual, segment and overall performance of the consolidated entity. In addition, external consultants provide periodic analysis and advice to ensure the directors' and senior executives' remuneration is competitive in the market place. A senior executive's remuneration is also reviewed on promotion.

Performance-linked remuneration

Performance linked remuneration includes both short-term and long-term incentives and is designed to reward executive directors and senior executives for exceeding their financial and personal objectives. The short-term incentive (STI) is an "at risk" bonus provided in the form of cash, while the long-term incentive (LTI) is provided as options over ordinary shares of Integrated Research Limited under the rules of the Employee Share Option Plan (ESOP).

Short-term incentive bonus

The Nomination and Remuneration Committee is responsible for setting the key performance indicators (KPIs) for the Chief Executive Officer, and for approving the KPIs for the senior executives who report to him. The KPIs generally include measures relating to the consolidated entity, the relevant segment, and the individual, and include financial, people, customer, strategy and risk measures. The measures are chosen as they directly align the individual's reward to the KPIs of the consolidated entity and to its strategy and performance.

The financial performance objectives vary with position and responsibility and are aligned with each respective year's budget. The non-financial objectives vary with position and responsibility and include measures such as achieving strategic outcomes and staff development.

At the end of the financial year the Nomination and Remuneration Committee assesses the actual performance of the CEO against the KPIs set at the beginning of the financial year. A percentage of the predetermined maximum amounts for each KPI is awarded depending on results. The committee recommends the cash incentive to be paid to the CEO for approval by the board.

Long-term incentive

Options are issued to executive directors and other senior executives under the Employee Share Option Plan. The ability of executive directors and other senior executives to exercise options is conditional on the consolidated entity achieving certain profit after tax (PAT) performance hurdles over the vesting period. PAT was considered the most appropriate performance hurdle given its intrinsic link to creating shareholder wealth.

Consequences of performance on shareholder wealth

In considering the consolidated entity's performance and benefits for shareholder wealth, the Nomination and Remuneration Committee has regard to the following indices in respect of the current financial year and the previous four financial years:

	2011	2010	2009	2008	2007
New licences	$25,005,000	$18,413,000	$21,723,000	$19,623,000	$19,517,000
Net profit	$7,465,000	$5,401,000	$7,863,000	$5,776,000	$5,433,000
Dividends paid	$4,171,000	$7,506,000	$5,003,000	$5,826,000	$4,152,000
Change in share price	($0.125)	$0.125	($0.06)	($0.23)	$0.185

Net profit and new licence sales are considered in setting the STI, as two of the financial performance targets are "profit after tax" and "new sales".

The Nomination and Remuneration Committee considers that the above performance linked structure is generating the desired outcomes.

Key management personnel

The following were key management personnel of the consolidated entity at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

Directors (full year)	Other key management personnel (full year)	Other key management personnel (part year)
Steve Killelea Chairman	Peter Adams Chief Financial Officer	Brian Bigley Vice President Europe *(appointed Nov 2010)*
Mark Brayan Chief Executive Officer	Alex Baburin General Manager, Research and Development & Support	Rick Ferguson Vice President Asia Pacific *(resigned Jan 2011)*
Alan Baxter Independent Non-Executive Director	Geoff Bryant Vice President Consulting	John Dunne General Manager, Products & Alliances *(appointed Jan 2011)*
John Brown Independent Non-Executive Director	Andre Cuenin President Americas	
Kate Costello Independent Non-Executive Director	David Leighton Company Secretary	
Peter Lloyd Independent Non-Executive Director	Pierre Semaan Vice President Asia Pacific	
Clyde McConaghy Non-Executive Director		

Service agreements

Service contracts for executive directors and senior executives are unlimited in term but capable of termination by either party according to a period specified in the employment contract and the consolidated entity retains the right to terminate the contract immediately by payment in lieu of notice or a severance payment or an amount for redundancy equal to the scale of payments prescribed in the NSW Employment Protection Act.

Mr Mark Brayan, Chief Executive Officer, has a contract of employment with Integrated Research Limited dated 29 August 2007, which provides for specific notice and severance undertakings of up to four months compensation depending on the particular circumstances. Mr Brayan can terminate his employment by giving four months prior notice in writing.

Mr Peter Adams, Chief Financial Officer, has a contract of employment with Integrated Research Limited dated 23 January 2008, which provides for specific notice and severance undertakings of up to three months compensation depending on the particular circumstances. Mr Adams can terminate his employment by giving three months prior notice in writing.

Brian Bigley, Vice President Europe, has a contract of employment with Integrated Research Limited dated 1 November 2010, which provides for specific notice and severance undertakings of up to one month's compensation depending on the particular circumstances. Mr Bigley can terminate his employment by giving one month's prior notice in writing.

Mr Alex Baburin, General Manager Research and Development & Support, has a contract of employment with Integrated Research Limited dated 18 October 2006, which provides for specific notice and severance undertakings of up to one month's compensation depending on the particular circumstances. Mr Baburin can terminate his employment by giving one month's prior notice in writing.

Mr Geoff Bryant, Vice President Consulting, has a contract of employment with Integrated Research Limited dated 19 June 2009, which provides for specific notice and severance undertakings of up to one month's compensation depending on the particular circumstances. Mr Bryant can terminate his employment by giving one month's prior notice in writing.

Mr Andre Cuenin, President Americas, has a contract of employment with Integrated Research Limited dated 22 September 2008, which provides for specific notice and severance undertakings of one month's compensation depending on the particular circumstances. Mr Cuenin can terminate his employment by giving one month's prior notice in writing.

Mr John Dunne, General Manager Products & Alliances, has a contract of employment with Integrated Research Limited dated 29 August 2008, which provides for specific notice and severance undertakings of one month's compensation depending on the particular circumstances. Mr Dunne can terminate his employment by giving one month's prior notice in writing.

Mr Pierre Semaan, Vice President Asia Pacific, has a contract of employment with Integrated Research Limited dated 22 May 2008, which provides for specific notice and severance undertakings of one month's compensation depending on the particular circumstances. Mr Semaan can terminate his employment by giving one month's prior notice in writing.

Non-executive directors

Total remuneration for all non-executive directors last voted upon at a special meeting of shareholders in October 2000 is not to exceed $500,000 per annum.

Director's base fees in FY2011 were $50,000 per annum plus compulsory superannuation. The chairman receives the base fee by a multiple of two. Director's fees cover all main board activities and committee membership. Directors can elect to salary sacrifice their directors fees into superannuation.

Non-executive directors do not receive performance related compensation or retirement benefits.

Directors' and executive officers' remuneration

Details of the nature and amount of each major element of the remuneration of each director of the Company and each of the executives and relevant group executives receiving the highest remuneration are reported below.

The estimated value of options disclosed is calculated at the date of grant using the Binomial option pricing model, adjusted to take into account the inability to exercise options during the vesting period. Further details of options granted during the year are set out above under "Share options".

"Executive officers" are officers who are involved in, or who take part in, the management of the affairs of Integrated Research Limited and/or related bodies corporate. Remuneration for overseas-based employees has been translated to Australian dollars at the average exchange rates for the year.

No director or executive appointed during the year received a payment as part of his or her consideration for agreeing to hold the position.

2011 in AUD	Short Term			Post-employment	Share-based payments	Other compen-sation		Proportion of remuneration	
	Salary & fees $	Bonus $	Non-cash benefits $	Super-annuation contribution $	Value of options $	Termi-nation benefit $	Total $	Perfor-mance related	Value of options
Directors: Non-executive									
Alan Baxter	29,750	-	-	24,750	-	-	54,500	-	-
John Brown	50,000	-	-	4,500	-	-	54,500	-	-
Kate Costello	50,000	-	-	4,500	-	-	54,500	-	-
Peter Lloyd	50,000	-	-	4,500	-	-	54,500	-	-
Steve Killelea *(Chairman)*	100,000	-	-	9,000	-	-	109,000	-	-
Clyde McConaghy	50,000	-	-	4,500	-	-	54,500	-	-
Directors: Executive									
Mark Brayan	395,468	130,600	4,532	15,199	(12,656)	-	533,143	24%	(2%)
Executive officers (excluding directors)									
Peter Adams	241,007	45,874	4,532	15,199	(5,991)	-	300,621	15%	(2%)
Alex Baburin	220,183	37,374	-	19,817	(4,057)	-	273,317	14%	(1%)
Geoff Bryant	180,676	47,941	11,984	16,350	-	-	256,951	19%	-
Rick Ferguson *(resigned Jan 2011)*	138,322	40,019	2,644	13,886	(13,170)	-	181,701	22%	(7%)
David Leighton	45,000	-	-	4,050	-	-	49,050	-	-
Pierre Semaan	221,007	95,302	4,813	15,199	(1,579)	-	334,742	28%	-
Andre Cuenin	207,999	286,522	-	2,985	1,514	-	499,020	57%	-
John Dunne *(appointed Jan 2011)*	91,743	20,000	-	8,257	(140)	-	119,860	17%	-
Brian Bigley *(appointed Nov 2010)*	118,325	166,807	-	-	-	-	285,132	59%	-
Total compensation: key management *(consolidated, including directors)*	2,189,480	870,439	28,505	162,692	(36,079)	-	3,215,037		

2010 in AUD	Short Term			Post-employment	Share-based payments	Other compen-sation		Proportion of remuneration	
	Salary & fees $	Bonus $	Non-cash benefits $	Super-annuation contribution $	Value of options $	Termi-nation benefit $	Total $	Perfor-mance related	Value of options
Directors: Non-executive									
Alan Baxter	50,000	-	-	4,500	-	-	54,500	-	-
John Brown	50,000	-	-	4,500	-	-	54,500	-	-
Kate Costello	37,500	-	-	17,000	-	-	54,500	-	-
Steve Killelea *(Chairman)*	100,000	-	-	9,000	-	-	109,000	-	-
Clyde McConaghy	50,000	-	-	4,500	-	-	54,500	-	-
Directors: Executive									
Mark Brayan	395,468	45,260	4,532	14,461	(22,455)	-	437,266	10%	(5%)
Executive officers (excluding directors)									
Peter Adams	241,008	37,412	4,532	14,461	(5,695)	-	291,718	13%	(2%)
Alex Baburin	207,891	35,536	3,399	18,710	(8,952)	-	256,584	14%	(3%)
Geoff Bryant	185,154	69,109	8,988	16,731	-	-	279,982	25%	-
Rick Ferguson	209,144	106,642	4,532	18,823	(4,555)	-	334,586	32%	(1%)
David Leighton	43,759	-	1,241	4,050	-	-	49,050	-	-
Pierre Semaan	221,007	61,519	4,532	14,461	(12,189)	-	289,330	21%	(4%)
Andre Cuenin	233,069	164,972	-	-	2,574	-	400,615	41%	1%
David Stark	135,794	45,482	-	-	(23,416)	-	157,860	29%	(15%)
Total compensation: key management *(consolidated, including directors)*	2,159,794	565,932	31,756	141,197	(74,688)	-	2,823,991		

Analysis of bonuses included in remuneration

Details of the vesting profile of the short-term incentive cash bonuses awarded as remuneration to each director of the Company and each of the named Company executives and relevant group executives are detailed below:

	Short term incentive bonuses		
Directors	Included in remuneration $ (A)	% vested in year	% forfeited in year (B)
Mark Brayan	130,600	65%	35%
Executives			
Peter Adams	45,874	92%	8%
Alex Baburin	37,374	93%	7%
Brian Bigley	166,807	95%	5%
Geoff Bryant	47,941	48%	52%
Andre Cuenin	286,522	100%	-
John Dunne	20,000	100%	-
Rick Ferguson	40,019	27%	73%
Pierre Semaan	95,302	100%	-

(A) Amounts included in remuneration for the financial year represents the amount that vested in the financial year based on achievement of personal goals and satisfaction of specified performance criteria. No amounts vest in future financial years in respect of the short-term incentive bonus scheme for the 2011 financial year.
(B) The amounts forfeited are due to the performance or service criteria not being met in relation to the current financial year.

Equity instruments

All options refer to options over ordinary shares of Integrated Research Limited, which are exercisable on a one-for-one basis under the Employee Share Option Plan (ESOP).

Options and rights over equity instruments granted as compensation

No options have been granted to named executives either during or since the end of the financial year.

There were no options vesting during the year that were granted to named executives in prior reporting periods.

All options expire on the earlier of their expiry date or termination of the individual's employment, except for termination due to retirement. The options are exercisable on an annual basis on the first to fourth anniversaries of the grant date. In addition to a continuing employment service condition, the ability of executives to exercise options is conditional on the consolidated entity achieving certain performance hurdles.

Further details, including grant dates and exercise dates regarding options granted to executives under the ESOP are in note 16 to the financial statements.

Exercise of options granted as compensation

During the reporting year no shares were issued to executives on the exercise of options previously granted as compensation.

Analysis of options and rights over equity instruments granted as compensation

Details of vesting profile of the options granted to each director of the Company and each of the named executives are detailed below:

	Options granted					Value yet to vest ($)	
Directors	Number	Date	% vested in year	% Forfeited in year (A)	Financial year in which grant expires	Min (B)	Max (C)
Mark Brayan	1,000,000	Sep 2007	-	25%	2012	nil	$35,775
Executives							
Peter Adams	350,000	Mar 2008	-	25%	2013	nil	$14,096
Alex Baburin	160,000	Jan 2007	-	25%	2012	nil	nil
	40,000	Oct 2008	-	25%	2013	nil	$2,559
Andre Cuenin	300,000	Oct 2008	-	25%	2013	nil	$19,193
Pierre Semaan	200,000	Jul 2008	-	25%	2013	nil	$7,080
John Dunne	20,000	Jun 2007	-	-	2012	nil	-
	30,000	May 2009	25%	-	2014	nil	$1,783

(A) The percentage forfeited in the year represents the reduction from the maximum number of options available to vest due to the performance hurdles not being achieved or due to the resignation of the executive.
(B) The minimum value of options yet to vest is $nil as the executives may not achieve the required performance hurdles or may terminate their employment prior to vesting.
(C) The maximum values presented above are based on the values calculated using the Binomial option pricing model as applied in estimating the value of options for employee benefit expense purposes.

34 Corporate Governance Statement

This statement outlines the main corporate governance practices that were in place throughout the financial year, which comply with the ASX Corporate Governance Council recommendations, unless otherwise stated.

Board of directors and its committees

Role of the board

The board's primary role is the protection and enhancement of long-term shareholder value.

To fulfil this role, the board is responsible for the overall corporate governance of the consolidated entity including evaluating and approving its strategic direction, approving and monitoring capital expenditure, setting remuneration, appointing, removing and creating succession policies for directors and senior executives, establishing and monitoring the achievement of management goals and assessing the integrity of internal control and management information systems. It is also responsible for approving and monitoring financial and other reporting.

Board process

To assist in the execution of its responsibilities, the Board has established a number of board committees including a Nomination and Remuneration Committee, an Audit and Risk Committee and a Strategy Committee. These committees have written mandates and operating procedures, which are reviewed on a regular basis. The board has also established a framework for the management of the consolidated entity including board-endorsed policies, a system of internal control, a business risk management process and the establishment of appropriate ethical standards.

The full board currently holds twelve scheduled meetings each year and any extraordinary meetings at such other times as may be necessary to address any specific matters that may arise.

The agenda for its meetings is prepared in conjunction with the chairman, chief executive officer and company secretary. Standing items include strategic matters for discussion, the CEO's report, financial reports, key performance indicator reports and presentations by key executives and external industry experts. Board papers are circulated in advance. Directors have other opportunities, including visits to operations, for contact with a wider group of employees.

Director education

The consolidated entity follows an induction process to educate new directors about the nature of the business, current issues, the corporate strategy and expectations of the consolidated entity concerning performance of directors. Directors also have the opportunity to visit consolidated entity facilities and meet with management to gain a better understanding of business operations. In addition executives make regular presentations to the board to ensure its familiarity with operational matters. Directors are expected to access external continuing education opportunities to update and enhance their skills and knowledge.

Independent advice and access to company information

Each director has the right of access to all relevant company information and to the company's executives and, subject to prior consultation with the chairman, may seek independent professional advice from a suitably qualified adviser at the consolidated entity's expense. A copy of the advice received by the director is made available to all other members of the board.

Composition of the board

The names of the directors of the company in office at the date of this report are set out on pages 16 to 17 of this report.

The company's constitution provides for the board to consist of between three and twelve members. At 30 June 2011 the board members were comprised as follows:

- → **Mr Steve Killelea** – Non-Executive Director (Chairman).
- → **Mr Alan Baxter** – Independent Non-Executive Director.
- → **Mr John Brown** - Independent Non-Executive Director.
- → **Ms Kate Costello** - Independent Non-Executive Director.
- → **Mr Peter Lloyd** – Independent Non-Executive Director.
- → **Mr Clyde McConaghy** - Non-Executive Director.
- → **Mr Mark Brayan** - Executive Director (Chief Executive Officer).

The election of Mr Killelea, who holds a majority of the company's issued shares, as non-executive chairman, does not comply with the ASX Corporate Governance Council recommendation that the chairman be an independent director. However, the board is satisfied that the company benefits from Mr Killelea's experience and knowledge gained through his long involvement with Integrated Research and his associations throughout the information industry. Mr Killelea founded Integrated Research in 1988 and was the CEO and managing director of the company until his retirement in November 2004.

At each Annual General Meeting one-third of directors, any director who has held office for three years and any director appointed by directors in the preceding year must retire, then being eligible for re-election. The CEO is not required to retire by rotation.

The composition of the board is reviewed on a regular basis to ensure that the board has the appropriate mix of expertise and experience. When a vacancy exists, through whatever cause, or where it is considered that the board would benefit from the services of a new director with particular skills, the Nomination and Remuneration Committee, in conjunction with the board, determines the selection criteria for the position based on the skills deemed necessary for the board to best carry out its responsibilities. The committee then selects a panel of candidates and the board appoints the most suitable candidate who must stand for election at the next general meeting of shareholders.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is a committee of the board of directors and is empowered by the board to assist it in fulfilling its duties to shareholders and other stakeholders. In general, the committee has responsibility to:

1) ensure the company has appropriate remuneration policies designed to meet the needs of the company and to enhance corporate and individual

performance and 2) review board performance, select and recommend new directors to the board and implement actions for the retirement and re-election of directors.

Responsibilities regarding remuneration

The Committee reviews and makes recommendations to the board on:

- The appointment, remuneration, performance objectives and evaluation of the chief executive officer.
- The remuneration packages for senior executives.
- The company's recruitment, retention and termination policies and procedures for senior executives.
- Executive remuneration and incentive policies.
- Policies on employee incentive plans, including equity incentive plans.
- Superannuation arrangements.
- The remuneration framework and policy for non-executive directors.
- Remuneration levels are competitively set to attract and retain the most qualified and experienced directors and senior executives. The Remuneration Committee obtains independent advice on the appropriateness of remuneration packages, given trends in comparative companies and industry surveys. Remuneration packages include a mix of fixed remuneration, performance-based remuneration and equity-based remuneration.

Responsibilities regarding nomination

The Committee develops and makes recommendations to the board on:

- The CEO and senior executive succession planning.
- The range of skills, experience and expertise needed on the board and the identification of the particular skills, experience and expertise that will best complement board effectiveness.
- A plan for identifying, reviewing, assessing and enhancing director competencies.
- Board succession plans to maintain a balance of skills, experience and expertise on the board.
- Evaluation of the board's performance.
- Appointment and removal of directors.
- Appropriate composition of committees.

The terms and conditions of the appointment of non-executive directors are set out in a letter of appointment, including expectations for attendance and preparation for all board meetings, expected time commitments, procedures when dealing with conflicts of interest, and the availability of independent professional advice.

The members of the Nomination and Remuneration Committee during the year were:

- **Ms Kate Costello** (Chairperson) – Independent Non-Executive
- **Mr Alan Baxter** – Independent Non-Executive
- **Mr Steve Killelea** – Non-Executive

The Nomination and Remuneration Committee meets at least twice a year and as required. The Committee met four times during the year under review.

Audit and Risk Committee

The Audit and Risk Committee has a documented charter, approved by the board. All members must be non-executive directors with a majority being independent. The chairman may not be the chairman of the board. The committee advises on the establishment and maintenance of a framework of risk management, internal control and appropriate ethical standards for the management of the consolidated entity.

The members of the Audit and Risk Committee during the year were:

- **Mr John Brown** (Chairman) – Independent Non-Executive
- **Mr Peter Lloyd** – Independent Non-Executive
- **Mr Clyde McConaghy** – Non-Executive
- **Mr Alan Baxter** – Independent Non-Executive

During the year, the Audit and Risk Committee provided the Board with updates to the Company's risk management register (with the Board approving this document).

The external auditor, Chief Executive Officer and Chief Financial Officer are invited to Audit and Risk Committee meetings at the discretion of the committee. The committee met three times during the year and committee members' attendance record is disclosed in the table of directors' meetings on page 22.

The external auditor met with the audit committee/board three times during the year, two of which included time without the presence of executive management. The chief executive officer and the chief financial officer declared in writing to the board that the company's financial reports for the year ended 30 June 2011 comply with accounting standards and present a true and fair view, in all material respects, of the company's financial condition and operational results. This statement is required annually.

The main responsibilities of the Audit and Risk Committee include:

- Serve as an independent party to monitor the financial reporting process and internal control systems.
- Review the performance and independence of the external auditors and make recommendations to the board regarding the appointment or termination of the auditors.
- Review the scope and cost of the annual audit, negotiating and recommending the fee for the annual audit to the board.
- Review the external auditor's management letter and responses by management.
- Provide an avenue of communication between the auditors, management and the board.
- Monitor compliance with all financial statutory requirements and regulations.
- Review financial reports and other financial information distributed to shareholders so that they provide an accurate reflection of the financial health of the company.
- Monitor corporate risk management and assessment processes, and the identification and management of strategic and operational risks.
- Enquire of the auditors of any difficulties encountered during the audit, including any restrictions on the scope of their work, access to information or changes to the planned scope of the audit.

The Audit and Risk Committee reviews the performance of the external auditors on an annual basis and normally meets with them during the year as follows:

- To discuss the external audit plans, identifying any significant changes in structure, operations, internal controls or accounting policies likely to impact the financial statements and to review the fees proposed for the audit work to be performed.
- Prior to announcement of results:
  - To review the half-year and preliminary final report prior to lodgement with the ASX, and any significant adjustments required as a result of the auditor's findings.

- To recommend the Board approval of these documents.
- To finalise half-year and annual reporting:
  - Review the results and findings of the auditor, the adequacy of accounting and financial controls, and to monitor the implementation of any recommendations made.
  - Review the draft financial report and recommend board approval of the financial report.
- As required, to organise, review and report on any special reviews or investigations deemed necessary by the board.

Strategy Committee

The Strategy Committee has a documented charter, approved by the board and is responsible for reviewing strategy and recommending strategies to the board to enhance the company's long-term performance. The committee is comprised of at least three members, including the chairman of the board and the Chief Executive Officer. The board appoints a member of the committee to be chairman.

The members of the Strategy Committee during the year were:

- **Mr Steve Killelea** (Chairman) – Non-Executive
- **Mr Mark Brayan** – Executive
- **Mr Peter Lloyd** – Independent Non-Executive
- **Ms Kate Costello** – Independent Non-Executive
- **Mr Clyde McConaghy** – Non-Executive

The Strategy Committee is responsible for:

- Review and assist in defining current strategy.
- Assess new strategic opportunities, including M&A proposals and intellectual property developments or acquisitions.
- Stay close to the business challenges and monitor operational implementation of strategic plans.
- Endorse strategy and business cases for consideration by the full board.

The Committee met three times during the year under review.

Risk management

Under the Audit and Risk Charter, the Audit and Risk Committee reviews the status of business risks to the consolidated entity through integrated risk management programs ensuring risks are identified, assessed and appropriately managed and communicated to the board. Major business risks arise from such matters as actions by competitors, government policy changes and the impact of exchange rate movements.

Comprehensive policies and procedures are established such that:

- Capital expenditure above a certain size requires Board approval.
- Financial exposures are controlled, including the use of forward exchange contracts.
- Risks are identified and managed, including internal audit, privacy, insurances, business continuity and compliance.
- Business transactions are properly authorised and executed.

The Chief Executive Officer and the Chief Financial Officer have declared, in writing to the board that the company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board.

Internal control framework

The board is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities. The board has instigated the following internal control framework:

- Financial reporting – Monthly actual results are reported against budgets approved by the directors and revised forecasts for the year are prepared monthly.
- Continuous disclosure – Identify matters that may have a material effect on the price of the Company's securities, notify them to the ASX and post them to the Company's website.
- Quality and integrity of personnel – Formal appraisals are conducted at least annually for all employees.
- Investment appraisals – Guidelines for capital expenditure include annual budgets, detailed appraisal and review procedures and levels of authority.

Internal Audit

The Company does not have an internal audit function but utilises its financial resources as needed to assist the board in ensuring compliance with internal controls.

Ethical standards

All directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the consolidated entity. Every employee has a nominated supervisor to whom they may refer any issues arising from their employment.

Conflict of interest

Each Director must keep the board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Where the board considers that a significant conflict exists the director concerned does not receive the relevant board papers and is not present at the meeting whilst the item is considered. The board has developed procedures to assist directors to disclose potential conflicts of interest. Details of director related entity transactions with the consolidated entity are set out in Note 25.

Code of conduct

The consolidated entity has advised each director, manager and employee that they must comply with the code of conduct. The code aligns behaviour of the board and management with the code of conduct by maintaining appropriate core values and objectives. It may be reviewed on the company's website and includes:

- Responsibility to the community and fellow employees to act with honesty and integrity, and without prejudice.
- Compliance with laws and regulations in all areas where the company operates, including employment opportunity, occupational health and safety, trade practices, fair dealing, privacy, drugs and alcohol, and the environment.
- Dealing honestly with customers, suppliers and consultants.
- Ensuring reports and other information are accurate and timely.
- Proper use of company resources, avoidance of conflicts of interest and use of confidential or proprietary information.

Trading in company securities by directors and employees

Directors and employees may acquire shares in the company, but are prohibited from dealing in company shares whilst in possession of price sensitive information, and except in the periods:

- From 24 hours to 28 days after the release of the company's half-yearly results announcement or following the wide dissemination of information on the status of the corporation and current results.
- From 24 hours after the release of the company's annual results announcement to a maximum of 28 days after the annual general meeting.

Directors must obtain the approval of the Chairman of the board and notify the Company Secretary before they buy or sell shares in the company, subject to board veto. The company advises the ASX of any transactions conducted by directors in shares in the company.

Communication with shareholders

The board provides shareholders with information using a comprehensive continuous disclosure policy which includes identifying matters that may have a material effect on the price of the company's securities, notifying them to the ASX, posting them on the company's website (www.ir.com), and issuing media releases. Disclosures under this policy are in addition to the periodic and other disclosures required under the ASX Listing Rules and the Corporations Act. More details of the policy are available on the company's website.

The Chief Executive Officer and the Chief Financial Officer are responsible for interpreting the Company's policy and where necessary informing the board. The Company Secretary is responsible for all communication with the ASX.

The board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals. Important issues are presented to the shareholders as single resolutions. The external auditor is requested to attend the Annual General Meetings to answer any questions concerning the audit and the content of the auditor's report.

The shareholders are requested to vote on the appointment and aggregate remuneration of directors, the granting of options and shares to directors, the Remuneration report and changes to the Constitution. Copies of the Constitution are available to any shareholder who requests it.

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Consolidated statement of comprehensive income

For the year ended 30 June 2011

In thousands of AUD	Notes	Consolidated 2011	2010
Revenue			
Revenue from licence fees		25,005	18,413
Revenue from maintenance fees		16,941	17,789
Revenue from consulting		2,646	1,999
Total revenue		44,592	38,201
Research and development expenses		(8,949)	(8,347)
Sales, consulting and marketing expenses		(21,023)	(19,197)
General and administration expenses		(4,137)	(4,599)
Total expenses	4	(34,109)	(32,143)
Other gains and losses			
Currency exchange (losses)		(1,170)	(353)
Profit before finance income and tax		9,313	5,705
Finance income	3	381	341
Profit before tax		9,694	6,046
Income tax expense	6	(2,229)	(645)
Profit for the year		7,465	5,401
Other comprehensive income			
Gain/(loss) on cash flow hedge taken to equity		287	(797)
Foreign exchange translation differences		(602)	(153)
Income tax relating to gains/(loss) on cash flow hedge	13	(42)	239
Other comprehensive income (net of tax)		(357)	(711)
Total Comprehensive income for the year		7,108	4,690
Profit attributable to:			
Owners of the parent		7,465	5,401
Total comprehensive income attributable to:			
Owners of the parent		7,108	4,690
Basic earnings per share (AUD cents)	7	4.47¢	3.24¢
Diluted earnings per share (AUD cents)	7	4.47¢	3.23¢

The consolidated statement of comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 46 to 77.

Consolidated statement of financial position

As at 30 June 2011

In thousands of AUD	Notes	Consolidated 2011	2010
Current assets			
Cash and cash equivalents	8	11,635	8,396
Trade and other receivables	9	14,058	14,548
Current tax assets		715	336
Other current assets	10	1,129	879
Total current assets		27,537	24,159
Non-current assets			
Trade and other receivables	9	1,018	1,514
Other financial assets	11	1,800	1,818
Property, plant and equipment	12	1,875	2,064
Deferred tax assets	13	286	742
Intangible assets	14	13,808	13,957
Total non-current assets		18,787	20,095
Total assets		46,324	44,254
Current liabilities			
Trade and other payables	15	3,365	3,088
Provisions	17	1,528	1,445
Income tax liabilities		1,664	211
Other current liabilities	18	8,737	10,615
Total current liabilities		15,294	15,359
Non-current liabilities			
Deferred tax liabilities	13	2,605	3,473
Provisions	17	528	555
Other non-current liabilities	18	540	365
Total non-current liabilities		3,673	4,393
Total liabilities		18,967	19,752
Net assets		27,357	24,502
Equity			
Issued capital	19	845	835
Reserves	19	(1,495)	(860)
Retained earnings		28,007	24,527
Total equity		27,357	24,502

The consolidated statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 46 to 77.

Consolidated statement of changes in equity

For the year ended 30 June 2011

	Consolidated					
In thousands of AUD	Share capital	Hedging reserve	Translation reserve	Employee benefit reserve	Retained earnings	Total
Balance at 1 July 2010	835	(98)	(1,306)	544	24,527	24,502
Profit for the year	-	-	-	-	7,465	7,465
Other comprehensive income for the year (net of tax)	-	245	(602)	-	-	(357)
Total comprehensive income for the year	-	245	(602)	-	7,465	7,108
Lapsed employee options	-	-	-	(186)	186	-
Expensed employee options	-	-	-	(89)	-	(89)
Shares issued	10	-	-	(3)	-	7
Dividends to shareholders	-	-	-	-	(4,171)	(4,171)
Balance at 30 June 2011	845	147	(1,908)	266	28,007	27,357
Balance at 1 July 2009	816	460	(1,153)	649	26,474	27,246
Profit for the year	-	-	-	-	5,401	5,401
Other comprehensive income for the year (net of tax)	-	(558)	(153)	-	-	(711)
Total comprehensive income for the year	-	(558)	(153)	-	5,401	4,690
Lapsed employee options	-	-	-	(158)	158	-
Expensed employee options	-	-	-	60	-	60
Shares issued	19	-	-	(7)	-	12
Dividends to shareholders	-	-	-	-	(7,506)	(7,506)
Balance at 30 June 2010	835	(98)	(1,306)	544	24,527	24,502

The consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on pages 46 to 77.

Consolidated statement of cash flows

For the year ended 30 June 2011

		Consolidated	
In thousands of AUD	Notes	2011	2010
Cash flows from operating activities			
Cash receipts from customers		43,875	33,059
Cash paid to suppliers and employees		(28,536)	(25,588)
Cash generated from operations		15,339	7,471
Income taxes (paid)/refunded		(1,485)	868
Net cash provided by operating activities	23	13,854	8,339
Cash flows from investing activities			
Payments for capitalised development		(5,655)	(5,932)
Payments for property, plant and equipment		(397)	(334)
Payments for intangible assets		(243)	(624)
Interest received		381	341
Net cash used in investing activities		(5,914)	(6,549)
Cash flows from financing activities			
Proceeds from issuing of shares		7	12
Payment of dividend	19	(4,171)	(7,506)
Net cash used in financing activities		(4,164)	(7,494)
Net increase/(decrease) in cash and cash equivalents		3,776	(5,704)
Cash and cash equivalents at 1 July		8,396	14,459
Effects of exchange rate changes on cash		(537)	(359)
Cash and cash equivalents at 30 June	8	11,635	8,396

The consolidated statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 46 to 77.

46 Notes to the Financial Statements

For the year ended 30 June 2011

Note 1: Significant accounting policies

Integrated Research Limited (the "Company") is a company domiciled in Australia. The financial report of the Company for the year ended 30 June 2011 comprises the Company and its subsidiaries (together referred to as the "consolidated entity").

The financial report was authorised for issue by the directors on 26 August 2011.

a) Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards, and Interpretations and the Corporations Act 2001. Accounting Standards include Australian Equivalent to International Financial Reporting Standards ("AIFRS"). Compliance with AIFRS ensures the financial statements of the consolidated entity also comply with International Financial Reporting Standards and interpretations adopted by the International Accounting Standards Board.

b) Basis of Preparation

The financial statements are presented in Australian dollars and are prepared on the historical cost basis, with the exception of cash flow hedges, which are at fair value.

The company is of a kind referred to in ASIC Class Order (CO) 98/100 dated 10 July 1998 (updated by CO 05/641 effective 28 July 2005 and CO 06/51 effective 31 January 2006) and in accordance with that Class Order, amounts in the financial report and Directors' Report have been rounded off to the nearest thousand dollars, unless otherwise stated.

The preparation of financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by each entity in the consolidated entity.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Note 1: Significant accounting policies (continued)

Standards and Interpretations issued not yet effective

At the date of authorisation of the financial report, a number of standards and Interpretations were in issue but not yet effective.

Initial application of the following Standards is not expected to materially affect any of the amounts recognised in the financial statements, but will change the disclosures presently made in relation to the consolidated entity's financial statements:

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 9 *Financial Instruments*, AASB 2009-11 and AASB 2010-7 *Amendments to Australian Accounting Standards arising from AASB 9*	1 January 2013	30 June 2014
AASB 124 *Related Party Disclosures* (2009), AASB 2009-12 *Amendments to Australian Accounting Standards*	1 January 2011	30 June 2012
AASB 2009-14 *Amendments to Australian Interpretation – Prepayments of a Minimum Funding Requirement*	1 January 2011	30 June 2012
AASB 2010-5 *Amendments to Australian Accounting Standards*	1 January 2011	30 June 2012
AASB 2010-6 *Amendments to Australian Accounting Standards – Disclosures on Transfers of Financial Assets*	1 July 2011	30 June 2012
AASB 2010-8 *Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets*	1 January 2012	30 June 2013
AASB 1054 *Australian Additional Disclosures*	1 July 2011	30 June 2012
AASB 2011-1 *Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence Project*	1 July 2011	30 June 2012
AASB 2011-4 *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements*	1 July 2013	30 June 2014
AASB 2011-5 *Amendments to Australian Accounting Standards – Extending Relief from Consolidation, the Equity Method and Proportionate Consolidation*	1 July 2011	30 June 2012
At the date of authorisation of the financial statements, the following IASB Standards and IFRIC Interpretations were also in issue but not yet effective, although Australian equivalent Standards and Interpretations have not yet been issued.		
IFRS 10 *Consolidated Financial Statements*	1 January 2013	30 June 2014
IFRS 11 *Joint Arrangements*	1 January 2013	30 June 2014
IFRS 13 *Fair Value Measurement*	1 January 2013	30 June 2014
IAS 19 *Employee Benefits*	1 January 2013	30 June 2014
IAS 27 *Separate Financial Statements (2011)*	1 January 2013	30 June 2014
IAS 28 *Investments in Associates and Joint Ventures*	1 January 2013	30 June 2014

Note 1. Significant accounting policies (continued)

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

c) Basis of consolidation

Subsidiaries are entities controlled by the company. Control exists when the company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial report from the date that control commences until the date that control ceases.

Intragroup balances and any gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

d) Foreign currency

In preparing the financial statements of the individual entities transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at foreign exchange rates ruling at the dates the fair value was determined.

On consolidation, the assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation are translated to Australian dollars at foreign exchange rates ruling at the year end date. The revenues and expenses of foreign operations, are translated to Australian dollars at rates approximating the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised directly in other comprehensive income and accumulated in the translation reserve.

e) Derivative financial instruments

The consolidated entity uses derivative financial instruments to hedge its exposure to foreign exchange risks arising from operational activities. In accordance with its treasury policy, the consolidated entity does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognised initially at cost. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged.

The fair value of forward exchange contracts is their quoted market price at the year end date, being the present value of the quoted forward price.

Note 1. Significant accounting policies (continued)

f) Hedging

On entering into a hedging relationship, the consolidated entity normally designates and documents the hedge relationship and risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they are designated.

For cash flow hedges, the associated cumulative gain or loss is removed from equity and recognised in profit or loss in the same period or periods during which the hedged forecast transaction affects profit or loss. The ineffective part of any gain or loss is recognised immediately in the profit or loss.

g) Property, plant and equipment

Items of property, plant and equipment are stated at cost or deemed cost less accumulated depreciation and impairment losses (see accounting policy (k)). The cost of acquired assets includes (i) the initial estimate at the time of installation and during the period of use, when relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and (ii) changes in the measurement of existing liabilities recognised for these costs resulting from changes in the timing or outflow of resources required to settle the obligation or from changes in the discount rate.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is provided on property, plant and equipment. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed annually, with the effect of any changes recognised on a prospective basis.

The following useful lives are used in the calculation of depreciation:

Leasehold improvements	6 to 10 years
Plant and equipment	4 to 8 years

h) Intangible Assets

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if the product or process is technically and commercially feasible and the consolidated entity has sufficient resources to complete development.

The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in profit or loss as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses (see accounting policy (k)).

Amortisation is charged to profit or loss on a straight-line basis over the estimated useful life, but no more than three years.

Note 1. Significant accounting policies (continued)

h) Intangible Assets

Intellectual property

Intellectual property acquired from third parties is amortised over its estimated useful life.

Computer software

Computer software is stated at cost and depreciated on a straight-line basis over a 2½ to 3 year period.

i) Trade and other receivables

Trade and other receivables are stated at their amortised cost less impairment losses. The carrying amount of uncollectible trade receivables is reduced by an impairment loss through the use of an allowance account.

Allowance for returns is offset against trade receivables for estimated warranty claims based upon historical experience.

j) Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the consolidated entity's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

k) Impairment

The carrying amounts of the consolidated entity's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

For intangible assets that are not yet available for use, the recoverable amount is estimated at each year end date.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through profit or loss.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

l) Employee benefits

Superannuation

Obligations for contributions to defined contribution pension plans are recognised as an expense in profit or loss as incurred. There are no defined benefit plans in operation.

Long-term service benefits

The consolidated entity's net obligation in respect of long-term service benefits, other than pension plans, is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using the rates attached to the Commonwealth Government bonds at the year end date which have maturity dates approximating to the terms of the consolidated entity's obligations.

Note 1. Significant accounting policies (continued)

l) Employee benefits (continued)

Share-based payment transactions

The share option programme allows the consolidated entity's employees to acquire shares of the Company. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using a binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that are expected to vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

Wages, salaries, annual leave, and non-monetary benefits

Liabilities for employee benefits for wages, salaries and annual leave represent present obligations resulting from employees' services provided to the year end date, calculated at undiscounted amounts based on remuneration wage and salary rates that the consolidated entity expects to pay as at the year end date.

m) Provisions

A provision is recognised in the statement of financial position when the consolidated entity has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

n) Trade and other payables

Trade and other payables are stated at their amortised cost.

o) Revenue

The consolidated entity allocates revenue to each element in software arrangements involving multiple elements based on the relative fair value of each element. The typical elements in the multiple element arrangement are licence and maintenance fees. The company's determination of fair value is generally based on the price charged when the same element is sold separately.

Revenue from the sale of licences, where the consolidated entity has no post delivery obligations to perform is recognised in profit or loss at the date of delivery of the licence key.

Revenue from maintenance contracts is recognised rateably over the term of the service agreement, which is typically one year. Maintenance contracts are typically priced based on a percentage of licence fees and have a one year term. Services provided to customers under maintenance contracts include technical support and supply of software updates.

Revenue from multiple element software arrangements, where the fair value of an undelivered element cannot be reliably measured are recognised over the period the undelivered services are provided.

Revenue from consulting services is recognised over the period the services are provided.

No revenue is recognised if there are significant uncertainties regarding the recovery of the consideration due, the costs incurred or to be incurred cannot be measured reliably, there is a risk of return of goods or there is continuing management involvement with the goods.

Note 1. Significant accounting policies (continued)

p) Expenses

Operating lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense and spread over the lease term.

Financing income

Financing income comprises interest receivable on funds invested, foreign exchange gains and losses, and gains and losses on hedging instruments that are recognised in profit or loss (see accounting policy 1(f)).

q) Income tax

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the year end date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the year end date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional dividend franking deficit tax that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

r) Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), or similar taxes, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable or payable is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable or payable are classified as operating cash flows.

Note 1. Significant accounting policies (continued)

s) Significant accounting judgements, estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Intangible assets

An intangible asset arising from development expenditure on an internal project is recognised only when the consolidated entity can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised over the period of expected benefits from the related project commencing from the commercial release of the project. The carrying value of an intangible asset arising from development expenditure is tested for impairment annually when the asset is not yet available for use or more frequently when an indication of impairment arises during the reporting period.

Share based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a binomial option pricing model and applying management determined probability factors relating to non-market vesting conditions.

Receivables

The consolidated entity assesses impairment of receivables based upon assessment of objective evidence for significant receivables and by placing non significant receivables in portfolios of similar risk profiles, based on objective evidence from historical experience adjusted for any effects of conditions existing at each reporting date. This assessment includes judgements and estimates of future outcomes the actual results of which may differ from the estimates at the reporting date.

Note 2. Segment reporting

The information reported to the CODM (being the Chief Executive Officer) for the purposes of resource allocation and assessment of performance is focused on geographical performance. The principal geographical regions are The Americas – operating from the United States with responsibility for the countries in North, Central and South America, Europe – operating from the United Kingdom with responsibility for the countries in Europe, Asia Pacific – operating from Australia with responsibility for the countries in the rest of the world and Corporate Australia – includes revenue and expenses for research and development and corporate head office functions of the company.

Inter-segment pricing is determined on an arm's length basis.

Segment profit represents the profit earned by each segment without allocation of investment revenue and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies.

	Americas		Europe		Asia Pacific		Corporate Australia*		Eliminations		Consolidated	
In thousands of AUD	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**
Sales to customers outside the consolidated entity	26,706	23,007	7,099	5,292	8,858	7,677	1,929	2,225	-	-	44,592	38,201
Inter-segment sales	-	-	-	-	-	-	23,890	18,503	(23,890)	(18,503)	-	-
Total segment revenue	26,706	23,007	7,099	5,292	8,858	7,677	25,819	20,728	(23,890)	(18,503)	44,592	38,201
Total revenue											44,592	38,201
Segment results	777	806	168	116	225	1,179	8,143	3,604	-	-	9,313	5,705
Results from operating activities											9,313	5,705
Financing income											381	341
Income tax expense											(2,229)	(645)
Profit for the year											7,465	5,401
Capital additions**	61	73	37	15	-	-	542	870	-	-	640	958
Depreciation and amortisation expenditure	63	61	20	37	-	-	6,478	6,672	-	-	6,561	6,770
Non-current assets	822	2,417	93	105	-	-	17,926	17,627	(54)	(54)	18,787	20,095

	Americas (USD)		Europe (UK Sterling)	
In thousands of local currency* **	**2011**	**2010**	**2011**	**2010**
Sales to customers outside the consolidated entity	26,489	20,160	4,416	2,940
Inter-segment sales	-	-	-	-
Total segment revenue	26,489	20,160	4,416	2,940
Segment results	662	493	110	75

* Corporate Australia includes both the research and development and corporate head office functions of the Company.
** Excludes internal development costs capitalised but includes third party assets acquired.
*** Segment results represented in local currencies as reviewed by the Chief Operating Decision Maker

Note 3. Finance income

	Consolidated	
In thousands of AUD	**2011**	**2010**
Interest income	381	341
	381	341

Note 4. Expenses

Total expenses include:

	Consolidated	
In thousands of AUD	**2011**	**2010**
Employee benefits expense	24,411	22,817
Depreciation and amortisation	6,561	6,770
Bad and doubtful debt expense	227	129
Operating lease rental expenses	1,258	1,343

Note 5. Auditors' remuneration

2011 and 2010 – Deloitte Touche Tohmatsu

	Consolidated	
In AUD	**2011**	**2010**
Remuneration for audit and review of the financial reports of the Company or any entity in the consolidated entity:		
Audit and review of financial reports:		
Auditors of the company	163,760	139,913
Other auditors	15,308	20,804
Remuneration for other services by the auditors of the Company or any entity in the consolidated entity:		
Taxation services:		
Auditors of the company	15,750	17,405
Other auditors	1,531	2,857
Other services:		
Auditors of the company (sundry accounting advice)	-	3,600

Note 6. Income tax expense

Recognised in profit for the year

		Consolidated	
In thousands of AUD	**Note**	**2011**	**2010**
Current tax expense:			
Current year		2,752	1,356
Prior year adjustments		(69)	(273)
		2,683	1,083
Deferred tax expense:			
Origination and reversal of temporary differences	13	(454)	(438)
Total income tax expense in profit and loss		2,229	645

Numerical reconciliation between income tax expense and profit before tax

	Consolidated	
In thousands of AUD	**2011**	**2010**
Profit before tax	9,694	6,046
Income tax using the domestic corporate tax rate of 30%	2,908	1,814
Increase in income tax expense due to:		
Non-deductible expenses	11	30
Effect of tax rates in foreign jurisdictions	69	58
Decrease in income tax expense due to:		
R&D tax incentive	(751)	(979)
Other	61	(5)
Prior year adjustments	(69)	(273)
Income tax expense	2,229	645

Note 7. Earnings per share

The calculation of basic and diluted earnings per share at 30 June 2011was based on the profit attributable to ordinary shareholders of $7,465,000 (2010: $5,401,000); a weighted number of ordinary shares outstanding during the year ended 30 June 2011 of 166,837,850 (2010: 166,778,141); and a weighted number of ordinary shares (diluted) outstanding during the year ended 30 June 2011 of 167,055,263 (2010: 166,938,786), calculated as follows:

	Consolidated	
In thousands of AUD	**2011**	**2010**
Profit for the year	7,465	5,401

Note 7. Earnings per share (continued)

Weighted average number of shares used as the denominator

	Consolidated	
(Number)	**2011**	**2010**
Number for basic earnings per share:		
Ordinary shares	166,837,850	166,778,141
Effect of employee share options on issue	217,413	160,645
Number for diluted earnings per share	167,055,263	166,938,786
Basic earnings per share (AUD cents)	4.47¢	3.24¢
Diluted earnings per share (AUD cents)	4.47¢	3.23¢

Note 8. Cash and cash equivalents

	Consolidated	
In thousands of AUD	**2011**	**2010**
Cash at bank and on hand	11,635	8,396

Note 9. Trade and other receivables

Current

	Consolidated	
In thousands of AUD	**2011**	**2010**
Trade debtors	14,620	15,993
Less: Allowance for doubtful debts	(244)	(470)
Less: Allowance for returns	(418)	(1,073)
	13,958	14,450
GST receivable	100	98
	14,058	14,548

Note 9. Trade and other receivables (continued)

Non-current

	Consolidated	
In thousands of AUD	**2011**	**2010**
Trade debtors	1,018	1,514

The credit period on sales ranges from 30 to 90 days although in limited circumstances extended payment terms have been offered. No interest is charged on trade debtors.

Ageing of past due but not impaired:

	Consolidated	
In thousands of AUD	**2011**	**2010**
Past due 90 days	1,981	3,884

The movement in the allowance for doubtful debts in respect of trade receivables is detailed below:

	Consolidated	
In thousands of AUD	**2011**	**2010**
Balance at beginning of year	470	521
Amounts written off during the year	(453)	(180)
Increase in provision	227	129
Balance end of year	244	470

The consolidated entity has used the following criteria to assess the allowance loss for trade receivables and as a result is unable to specifically allocate the allowance to the ageing categories shown above:

- historical bad debt experience;
- the general economic conditions;
- an individual account by account specific risk assessment based on past credit history; and
- any prior knowledge of debtor insolvency or other credit risk.

Included in the consolidated entity's trade receivable balance are debtors with a carrying amount of $1,319,000 (2010: $2,341,000) which are 90 days past due at the reporting date which the consolidated entity has not provided for as there has been no significant change in credit quality and the consolidated entity believes that the amounts are still considered recoverable. The consolidated entity does not hold any collateral over these balances.

Note 10. Other current assets

	Consolidated	
In thousands of AUD	**2011**	**2010**
Other prepayments	463	608
Fair value of hedge asset – forward foreign exchange contracts	666	271
	1,129	879

Note 11. Other financial assets

	Consolidated	
In thousands of AUD	**2011**	**2010**
Deposits	1,800	1,818

Deposits are term deposits which are held to secure a bank guarantee on leased premises and a foreign exchange facility.

The carrying amount of other financial assets is a reasonable approximation of their fair value.

Note 12. Property, plant and equipment

	Consolidated	
In thousands of AUD	**2011**	**2010**
Plant and Equipment		
At cost	3,844	4,690
Accumulated depreciation	(3,052)	(3,902)
	792	788
Leasehold Improvements		
At cost	1,993	2,012
Accumulated depreciation	(910)	(736)
	1,083	1,276
Total property, plant and equipment		
At cost	5,837	6,702
Accumulated depreciation	(3,962)	(4,638)
Total written down amount	1,875	2,064

Note 12. Property, plant and equipment (continued)

In thousands of AUD	Consolidated 2011	2010
Plant and Equipment		
Carrying amount at start of year	788	855
Additions	397	338
Effects of foreign currency exchange	(36)	(1)
Depreciation expense	(357)	(404)
Carrying amount at end of year	792	788
Leasehold Improvements		
Carrying amount at start of year	1,276	1,500
Additions	-	1
Effects of foreign currency exchange	6	(5)
Depreciation expense	(199)	(220)
Carrying amount at end of year	1,083	1,276

Note 13. Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Consolidated	Assets		Liabilities		Net	
In thousands of AUD	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**
Property, plant and equipment	-	28	-	-	-	28
Intangible assets	-	-	4,021	4,185	(4,021)	(4,185)
Trade and other payables	567	339	-	-	567	339
Employee benefits	596	510	-	-	596	510
Provisions	243	670	-	-	243	670
Other current liabilities	-	-	-	-	-	-
Unrealised foreign exchange gain	-	-	-	162	-	(162)
Unrealised foreign exchange loss	296	69	-	-	296	69
Deferred tax assets/liabilities	1,702	1,616	4,021	4,347	(2,319)	(2,731)
Set off of deferred tax asset	(1,416)	(874)	(1,416)	(874)	-	-
Net deferred tax assets/liabilities	286	742	2,605	3,473	(2,319)	(2,731)

Note 13. Deferred tax assets and liabilities (continued)

Movement in temporary differences during the year:

In thousands of AUD	Consolidated Balance 1 July 10	Recognised in income	Recognised in equity	Balance 30 June 11
Property, plant and equipment	28	(28)	-	-
Intangible assets	(4,185)	164	-	(4,021)
Trade and other payables	339	228	-	567
Employee benefits	510	86	-	596
Provisions	670	(427)	-	243
Unrealised foreign exchange gain	(162)	162	-	-
Unrealised foreign exchange loss	69	269	(42)	296
	(2,731)	454	(42)	(2,319)

For year ended 30 June 2010:

In thousands of AUD	Consolidated Balance 1 July 09	Recognised in income	Recognised in equity	Balance 30 June 10
Property, plant and equipment	34	(6)	-	28
Intangible assets	(3,993)	(192)	-	(4,185)
Trade and other payables	148	191	-	339
Employee benefits	381	129	-	510
Provisions	351	319	-	670
Other current liabilities	40	(40)	-	-
Unrealised foreign exchange gain	(398)	(3)	239	(162)
Unrealised foreign exchange loss	29	40	-	69
	(3,408)	438	239	(2,731)

Note 14. Intangible assets

The amortisation is recognised in the following line item in the statement of comprehensive income:

In thousands of AUD	Consolidated 2011	2010
Research and development expenses	6,005	6,146
	6,005	6,146

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Note 14. Intangible assets (continued)

Cost		Consolidated		
In thousands of AUD	Software development	Patents & trade-marks	Third party software	Total
Balance at 1 July 2009	32,408	33	1,125	33,566
Fully amortised & offset	(10,539)	(33)	-	(10,572)
Effects of foreign currency exchange	-	-	(21)	(21)
Internally developed	5,932	-	-	5,932
Acquired	392	-	447	839
Balance at 30 June 2010	28,193	-	1,551	29,744
Balance at 1 July 2010	28,193	-	1,551	29,744
Fully amortised & offset	(12,490)	-	(205)	(12,695)
Effects of foreign currency exchange	-	-	(44)	(44)
Internally developed	5,655	-	-	5,655
Acquired	61	-	181	242
Balance at 30 June 2011	21,419	-	1,483	22,902

Amortisation		Consolidated		
In thousands of AUD	Software development	Patents & trade-marks	Third party software	Total
Balance at 1 July 2009	19,234	33	976	20,243
Fully amortised & offset	(10,539)	(33)	-	(10,572)
Effects of foreign currency exchange	-	-	(30)	(30)
Amortisation for year	5,989	-	157	6,146
Balance at 30 June 2010	14,684	-	1,103	15,787
Balance at 1 July 2010	14,684	-	1,103	15,787
Fully amortised & offset	(12,490)	-	(205)	(12,695)
Effects of foreign currency exchange	-	-	(3)	(3)
Amortisation for year	5,821	-	184	6,005
Balance at 30 June 2011	8,015	-	1,079	9,094

Carrying amounts		Consolidated		
In thousands of AUD	Software development	Patents & trade-marks	Third party software	Total
Balance at 30 June 2010	13,509	-	448	13,957
Balance at 30 June 2011	13,404	-	404	13,808

Note 15. Trade and other payables

	Consolidated	
In thousands of AUD	2011	2010
Trade and other creditors	3,365	3,088
	3,365	3,088

The average credit period on trade and other payables is 30 days.

Note 16. Employee benefits

Current

	Consolidated	
In thousands of AUD	2011	2010
Liability for annual leave	1,084	1,168
Liability for long service leave	444	277
	1,528	1,445

Non-current

	Consolidated	
In thousands of AUD	2011	2010
Liability for long service leave	149	171

Pension plans

Employees of the consolidated entity accumulate pension benefits through statutory contributions by the entities in the consolidated entity as required by the laws of the jurisdictions in which they operate, supplemented by individual contributions.

Share based payments

On 4 October 2000, the consolidated entity established a share option programme that entitles employees to purchase shares in the entity. In accordance with this programme, options are exercisable at the market price of the shares at the date of grant.

Note 16. Employee benefits (continued)

The terms and conditions of the grants made and number outstanding at 30 June 2011 are as follows:

- All options vest at the rate of 25% per annum, starting on the first anniversary of the grant date
- The contractual life of each option is five years from the grant date
- Exercises are settled by physical delivery of shares
- Grants marked (*) include performance hurdles as conditions for vesting

Grant date	Exercise Price	Number of Instruments Outstanding	Grant date	Exercise Price	Number of Instruments Outstanding
Jan 2007 (*)	$0.50	160,000	Jul 2008 (*)	$0.35	200,000
Jun 2007	$0.48	545,000	Oct 2008 (*)	$0.31	340,000
Sep 2007 (*)	$0.42	1,000,000	May 2009	$0.28	1,277,500
Mar 2008 (*)	$0.38	350,000			

The number and weighted average exercise prices of share options is as follows:

In thousands of options	Weighted Average exercise price 2011	Number of options 2011	Weighted Average exercise price 2010	Number of options 2010
Outstanding at the beginning of the year	$0.38	5,420	$0.40	6,996
Forfeited during the year	$0.42	(1,523)	$0.47	(1,541)
Exercised during the year	$0.28	(25)	$0.39	(35)
Granted during the year	$-	-	$-	-
Outstanding at the end of the year	$0.37	3,872	$0.38	5,420
Exercisable at the end of the year (vested)	$0.38	1,429	$0.45	1,986

The options outstanding at 30 June 2011 have a weighted average exercise price of $0.37 and a weighted average of contractual life of five years from inception.

During the year ended 30 June 2011, 25,000 options were exercised (2010: 35,000).

The fair values of services received in return for share options granted to employees is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Binomial option-pricing model. The contractual life of the option (five years) is used as an input into this formula. Expectations of early exercise are incorporated into the Binomial formula.

There were no options granted during the 2011 financial year (2010:nil).

Note 16. Employee benefits (continued)

Fair value of share options and assumptions

During the year ended 30 June 2011, the consolidated entity recognised a credit through profit of $89,000 related to the fair value of options granted (2010: expense of $60,000).

Note 17. Provisions

Current

In thousands of AUD	Note	Consolidated 2011	2010
Employee benefits	16	1,528	1,445
		1,528	1,445

Non-current

In thousands of AUD	Note	Consolidated 2011	2010
Employee benefits	16	149	171
Lease make good		379	384
		528	555

Note 18. Other liabilities

Current

In thousands of AUD	Consolidated 2011	2010
Fair value of hedge liabilities - forward foreign exchange contracts	18	232
Deferred revenue	8,719	10,383
	8,737	10,615

Non-current

In thousands of AUD	Consolidated 2011	2010
Deferred revenue	540	365

Note 19. Capital and reserves

Share capital

In thousands of shares	Ordinary shares 2011	2010
On issue 1 July	166,827	166,792
Issued against employee options exercised	25	35
On issue 30 June	166,852	166,827

Effective 1 July 1998, the Company Law reform Act abolished the concept of par value shares and the concept of authorised capital. Accordingly, the company does not have authorised capital or par value in respect of its issued shares.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations where their functional currency is different to the presentation currency of the consolidated entity, as well as from the translation of liabilities that hedge the Consolidated Entity's net investment in a foreign subsidiary.

Employee benefit reserve

The employee benefit reserve arises on the grant of share options to employees under the consolidated entity's Employee Share Option Plan. Amounts are transferred out of the reserve and into share capital when the options are exercised. Refer to note 16 for further details.

Note 19. Capital and reserves (continued)

Dividends

Dividends recognised in the current year by the company are:

In thousands of AUD	Cents per share	Total amount	Franked/ unfranked	Date of payment
2011				
Final 2010	1.0	1,668	45% franked	17 Sep 10
Interim 2011	1.5	2,503	50% franked	11 Mar 11
Total amount	2.5	4,171		
2010				
Final 2009	2.5	4,170	5% franked	18 Sep 09
Interim 2010	1.5	2,502	8% franked	12 Mar 10
Special 2010	0.5	834	unfranked	12 Mar 10
Total amount		7,506		

After the end of the financial year, the following dividend was proposed by the directors. The declaration and subsequent payment of dividends has no income tax consequences. The financial effect of this dividend has not been brought to account in the financial statements for the year ended 30 June 2011 and will be recognised in subsequent financial statements:

In thousands of AUD	Cents per share	Total amount	Franked/ unfranked	Date of payment
Final 2011	2.5	4,171	75% franked	16 Sep 11

The final dividend declared of 2.5 cents together with the interim dividend paid in March 2011 of 1.5 cents takes total dividends for the 2011 financial year to 4.0 cents.

Franking account disclosure:

In thousands of AUD	Company 2011	2010
Adjusted franking account balance	1,446	375
Impact on franking account balance of dividends not recognised	(1,340)	(322)

Note 20. Financial instruments

Capital risk management

The consolidated entity manages its capital to ensure that controlled entities will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of treasury management.

The capital structure of the consolidated entity consists of cash and cash equivalents and equity attributable to equity holders of the company, comprising issued capital, reserves, and retained earnings as disclosed in Notes 8 and 19 respectively.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the financial statements.

Financial risk management objectives

The Board of Directors has overall responsibility for the establishment and oversight of the consolidated entity's financial management framework. The Board has an established Audit and Risk Committee, which is responsible for developing and monitoring the consolidated entity's financial management policies. The Committee provides regular reports to the Board of Directors on its activities.

The Audit and Risk Committee oversees how Management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks.

The main risks arising from the consolidated entity's financial instruments are currency risk, credit risk, liquidity risk and cash flow interest rate risk.

The consolidated entity seeks to minimise the effects of these risks, where deemed appropriate, by using derivative financial instruments to hedge these risk exposures. The use of financial derivatives is governed by the consolidated entity's policies on foreign exchange risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. The consolidated entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

The consolidated entity's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and cash flow interest rate risks. The consolidated entity enters into foreign exchange forward contracts to hedge the exchange rate risk arising from transactions not recorded in an entity's functional currency.

Note 20. Financial instruments (continued)

Foreign currency risk management

The consolidated entity undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amount of the consolidated entity's foreign currency denominated monetary assets and monetary liabilities at the reporting date that are denominated in a currency that is different to the functional currency of the respective entities undertaking the transactions is as follows:

	Consolidated			
	Liabilities		Assets	
In thousands of AUD	2011	2010	2011	2010
US Dollar	-	-	1,700	3,119
Euro	-	-	1,611	1,200
UK Sterling	-	-	9	10

(i) Foreign currency sensitivity.

At 30 June 2011, if the US Dollar, Euro and UK sterling weakened against the Australian dollar by the percentage shown, with all other variables held constant, net profit for the year would increase (decrease) by:

	Consolidated					
	US Impact		Euro Impact		Sterling Impact	
In thousands of AUD	2011	2010	2011	2010	2011	2010
Net profit	189	346	179	133	1	1
Retained earnings	189	346	179	133	1	1
Change in currency (i) – 10% decrease						

(i) This has been based on the change in the exchange rate against the Australian dollar in the financial years ended 30 June 2011 and 30 June 2010.

The sensitivity analysis has been based on the sensitivity rates used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates based on historical volatility.

In management's opinion, the sensitivity analysis is not fully representative of the inherent foreign exchange risk as the year end exposure does not necessarily reflect the exposure during the course of the year. The consolidated entity includes certain subsidiaries whose functional currencies are different to the consolidated entity presentation currency. The main operating entities outside of Australia are based in the United States and the United Kingdom. As stated in the consolidated entity's accounting policies per Note 1, on consolidation the assets and liabilities of these entities are translated into Australian dollars at exchange rates prevailing on the year end date. The income and expenses of these entities is translated at the average exchange rates for the year. Exchange differences arising are classified as equity and are transferred to a foreign exchange translation reserve. The consolidated entity's future reported profits could therefore be impacted by changes in rates of exchange between the Australian Dollar and the United States Dollar and the Australian Dollar and the UK Sterling.

Note 20. Financial instruments (continued)

Forward foreign exchange contracts

The consolidated entity is exposed to foreign currency risk on sales and purchases that are denominated in a currency other than the AUD. The currencies giving rise to this risk are primarily United States Dollar and UK Sterling.

The consolidated entity uses forward exchange contracts to hedge its foreign currency risk. The forward exchange contracts have maturities of less than two years after the year end date.

The consolidated entity classifies its forward exchange contracts hedging forecasted transactions as cash flow hedges and measures them at fair value. The following table details the forward foreign currency contracts outstanding as at reporting date:

Outstanding contracts	Average exchange rate		Foreign Currency		Contract Value		Fair Value	
	2011	2010	2011 FC'000	2010 FC'000	2011 A$'000	2010 A$'000	2011 A$'000	2010 A$'000
Consolidated								
Sell US Dollar								
Less than 3 months	0.89	0.82	2,650	3,700	2,981	4,455	488	84
3 to 6 months	0.99	0.88	1,600	1,625	1,619	1,856	98	(83)
6 to 9 months	1.02	0.86	1,100	1,000	1,082	1,166	26	(39)
9 to 12 months	1.01	0.85	1,500	1,500	1,481	1,758	25	(64)
12 to 15 months	-	0.80	-	1,000		1,244	-	8
Sell UK Sterling								
Less than 3 months	-	0.54	-	35	-	64	-	2
Sell Euros								
Less than 3 months	0.71	0.60	300	430	420	716	12	95
3 to 6 months	0.73	0.59	300	80	409	135	(3)	17
6 to 9 months	0.72	0.60	400	100	559	168	5	19
9 to 12 months	0.72	-	200	-	277	-	(2)	-
							649	39

These hedge assets are classified as a level 2 fair value measurement, being derived from inputs rather than quoted prices that are observable for the asset either directly (ie as prices) or indirectly (ie derived from prices).

Interest rate risk management

The consolidated entity is exposed to interest rate risk on the cash held in bank deposits. Cash in bank and term deposits of $13,435,000 were held by the consolidated entity at the reporting date, attracting an average interest rate of 4.6% (2010: 4.6%) If interest rates had been 50 basis points higher or lower and all other variables were held constant, the consolidated entity's net profit would increase by $67,000 (2010: $35,000).

Note 20. Financial instruments (continued)

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts.

The consolidated entity does not have any significant credit risk exposure to any single counterparty or any consolidated entity of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate liquidity risk management framework for the management of the consolidated entity's short, medium and long-term funding and liquidity management requirements.

The consolidated entity manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

All creditor and other payables shown in note 15 for both 2011 and 2010 carry no interest obligation and have a maturity of less than three months.

Fair value of financial instruments

The carrying value of financial assets and financial liabilities of the consolidated entity is a reasonable approximation of their fair value.

Note 21. Operating leases

Non-cancellable operating lease rentals is for office space with payables as follows:

	Consolidated	
In thousands of AUD	**2011**	**2010**
Less than one year	1,004	1,040
Between one and five years	3,648	4,111
Greater than five years	542	1,356
	5,194	6,507

Note 22. Consolidated entities

	Country of incorporation	Ownership interest 2011	2010
Parent entity:			
Integrated Research Limited	Australia		
Subsidiaries:			
Integrated Research, Inc	USA	100%	100%
Integrated Research UK Limited	UK	100%	100%

Note 23. Reconciliation of cash flows from operating activities

In thousands of AUD	Consolidated 2011	2010
Profit for the year	7,465	5,401
Depreciation and amortisation	6,561	6,770
Provision for doubtful debts	(226)	(51)
Allowance for returns	(655)	753
Interest received	(381)	(341)
Share-based payments expense	(89)	60
Net exchange differences & increase and decrease in reserves	181	(353)
Change in operating assets and liabilities:		
(Increase)/decrease in trade debtors	1,867	(5,752)
(Increase)/decrease in future income tax benefit	456	(348)
(Increase)/decrease in other operating assets	(538)	2,615
Increase/(decrease) in trade creditors	275	(48)
Increase/(decrease) in other operating liabilities	(1,703)	(482)
Increase/(decrease) in provision for income taxes payable	1,453	211
Increase/(decrease) in provision for deferred income taxes	(868)	(329)
Increase/(decrease) in other provisions	56	233
Net cash from operating activities	13,854	8,339

Note 24. Key management personnel disclosures

The following were key management personnel of the consolidated entity at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

Directors (full year)	Other key management personnel (full year)	Other key management personnel (part year)
Steve Killelea Chairman	Peter Adams Chief Financial Officer	Brian Bigley Vice President Europe *(appointed Nov 2010)*
Mark Brayan Chief Executive Officer	Alex Baburin General Manager, Research and Development & Support	Rick Ferguson Vice President Asia Pacific *(resigned Jan 2011)*
Alan Baxter Independent Non-Executive Director	Geoff Bryant Vice President Consulting	John Dunne General Manager, Products & Alliances *(appointed Jan 2011)*
John Brown Independent Non-Executive Director	Andre Cuenin President Americas	
Kate Costello Independent Non-Executive Director	David Leighton Company Secretary	
Peter Lloyd Independent Non-Executive Director	Pierre Semaan Vice President Asia Pacific	
Clyde McConaghy Non-Executive Director		

Key management personnel compensation

The key management personnel compensation are as follows:

In AUD	Consolidated 2011	2010
Short-term benefits	3,088,424	2,757,482
Post-employment benefits	162,692	141,197
Equity compensation benefits	(36,079)	(74,688)
	3,215,037	2,823,991

Individual directors and executives compensation disclosures

Information regarding individual directors and executives compensation is provided in the remuneration report on pages 26 to 33. Apart from the details disclosed in this note, no director has entered into a material contract with the consolidated entity since the end of the previous financial year and there were no material contracts involving directors' interests existing at year-end.

Key management personnel transactions with the consolidated entity

It is the consolidated entity's policy that service contracts for executive directors and senior executives be unlimited in term but capable of termination by either party on one months notice and that the consolidated entity retains the right to terminate the contract immediately by payment in lieu of notice or a severance payment or an amount for redundancy equal to the scale of payments prescribed in the NSW Employment Protection Act. Information regarding individual key management personnel's service contracts is provided in the remuneration report on pages 26 to 33.

Note 24. Key management personnel disclosures (continued)

Equity instruments

All options refer to options over ordinary shares of Integrated Research Limited, which are exercisable on a one-for-one basis under the Employee Share Option Plan (ESOP).

Options and rights over equity instruments granted as compensation

The movement during the reporting year in the number of options over ordinary shares in Integrated Research Limited held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Current Year	Held at 1 July 2010	Granted as compensation	Exercised	Other changes*	Held at 30 June 2011	Vested during the year	Vested and exercisable at 30 June 2011
Directors							
Mark Brayan	1,000,000	-	-	-	1,000,000	-	250,000
Executives							
Peter Adams	350,000	-	-	-	350,000	-	-
Alex Baburin	200,000	-	-	-	200,000	-	-
Andre Cuenin	300,000	-	-	-	300,000	-	-
Rick Ferguson	300,000	-	-	(300,000)	-	-	-
Pierre Semaan	200,000	-	-	-	200,000	-	-
John Dunne	50,000	-	-	-	50,000	-	35,000

Prior Year	Held at 1 July 2009	Granted as compensation	Exercised	Other changes*	Held at 30 June 2010	Vested during the year	Vested and exercisable at 30 June 2010
Directors							
Mark Brayan	1,000,000	-	-	-	1,000,000	-	250,000
Executives							
Peter Adams	350,000	-	-	-	350,000	-	-
Alex Baburin	200,000	-	-	-	200,000	-	-
Andre Cuenin	300,000	-	-	-	300,000	-	-
Rick Ferguson	300,000	-	-	-	300,000	-	-
Pierre Semaan	200,000	-	-	-	200,000	-	-
David Stark	350,000	-	-	(350,000)	-	-	-

*Other changes represent options that expired or were forfeited during the year

There were no options granted as compensation during the current year.

Note 24. Key management personnel disclosures (continued)

25% of options granted vest annually on the anniversary of the grant date, and may also be subject to the consolidated entity achieving certain performance hurdles. Options expire on the earlier of their expiry date or termination of the individual's employment. No options have been granted since the end of the financial year. The options were provided at no cost to the recipients. No options held by key management personnel are vested but not exercisable.

Exercise of options and shares granted as compensation

During the reporting period no shares were issued or granted as compensation.

Movements in shares

The movement during the reporting period in the number of ordinary shares in Integrated Research Limited held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Current Year	Held at 1 July 2010	Purchases	Received on exercise of options	Received as compensation	Sales	Held at 30 June 2011
Directors: Non-executive						
Alan Baxter	-	100,000	-	-	-	100,000
John Brown	101,000	-	-	-	-	101,000
Kate Costello	200,000	-	-	-	-	200,000
Steve Killelea	94,834,951	-	-	-	-	94,834,951
Directors: Executive						
Mark Brayan	25,000	-	-	-	-	25,000

Prior Year	Held at 1 July 2009	Purchases	Received on exercise of options	Received as compensation	Sales	Held at 30 June 2010
Directors: Non-executive						
John Brown	50,000	51,000	-	-	-	101,000
Kate Costello	200,000	-	-	-	-	200,000
Steve Killelea	94,834,951	-	-	-	-	94,834,951
Directors: Executive						
Mark Brayan	25,000	-	-	-	-	25,000

Shareholdings at the date of the Directors' Report for existing Key Management Personnel remain unchanged.

Other transactions with the consolidated entity

There were no other transactions between the key management personnel, or their personally-related entities, and the consolidated entity.

Note 25. Related parties

The consolidated entity has a related party relationship with its key management personnel (see note 24).

At 30 June 2011 Mr Steve Killelea, the Chairman of the Company, owned either directly or indirectly 56.84% of the Company (2010: 56.85%).

Note 26. Parent entity disclosures

Financial Position

	Parent Entity	
In thousands of AUD	**2011**	**2010**
Assets		
Current assets	20,810	18,463
Non-current assets	17,926	17,626
Total Assets	38,736	36,089
Liabilities		
Current Liabilities	10,488	10,058
Non-current liabilities	3,434	4,073
Total Liabilities	13,922	14,131
Net Assets	24,814	21,958
Equity		
Issued Capital	845	835
Employee benefits Reserve	266	544
Hedging reserve	147	(98)
Retained Earnings	23,556	20,677
Total Equity	24,814	21,958

Financial Performance

	Parent Entity	
In thousands of AUD	**2011**	**2010**
Profit for the year	6,864	4,798
Other comprehensive income	245	(558)
Total comprehensive income	7,109	4,240

Note 27. Contingent liabilities

Integrated Research Inc (the group's USA based subsidiary) is subject to a tax audit by the United States Internal Revenue Service (IRS) concerning its withholding tax obligations. The audit covers the financial years ending 30 June 2007, 30 June 2008 and 30 June 2009. The Board of Directors has disputed the IRS's position and has proceeded to an Appeals process. The outcome of the Appeals process is yet to be determined. The Board of Directors has received independent advice confirming the company's position.

Note 28. Subsequent events

For dividends declared after 30 June 2011 see Note 19 in the financial statements. The financial effect of dividends declared and paid after 30 June 2011 have not been brought to account in the financial statements for the year ended 30 June 2011 and will be recognised in subsequent financial reports.

No other transaction or event of a material or unusual nature has arisen in the interval between the end of the financial year and the date of this report, which is likely, in the opinion of the directors of the company, to affect significantly the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity, in future financial years.

78 Directors' Declaration

The directors declare that:

(a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(b) the financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements;

(c) in the directors' opinion, the financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

(d) the directors have been given the declarations required by Section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of the directors made pursuant to Section 295(5) of the Corporations Act 2001.

Dated at North Sydney this 26th day of August 2011.

Steve Killelea
Chairman

Mark Brayan
Chief Executive Officer

Deloitte.

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Independent Auditor's Report to the Members of Integrated Research Limited

Report on the Financial Report

We have audited the accompanying financial report of Integrated Research Limited, which comprises the consolidated statement of financial position as at 30 June 2011, and the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year as set out on pages 42 to 78.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's Independence Declaration

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001. We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of Integrated Research Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Auditor's Opinion

In our opinion:

(a) the financial report of Integrated Research Limited is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2011 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 26 to 33 of the directors' report for the year ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion the Remuneration Report of Integrated Research Limited for the year ended 30 June 2011, complies with section 300A of the Corporations Act 2001.

DELOITTE TOUCHE TOHMATSU

Michael Kaplan
Partner
Chartered Accountants
Sydney, 26 August 2011

Deloitte.

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The Board of Directors
Integrated Research Limited
Level 9, 100 Pacific Highway,
NORTH SYDNEY, NSW, 2000

26 August 2011

Dear Board Members

Auditor's Independence Declaration to Integrated Research Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Integrated Research Limited.

As lead audit partner for the audit of the financial statements of Integrated Research Limited for the financial year ended 30 June 2011, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

DELOITTE TOUCHE TOHMATSU

Michael Kaplan
Partner
Chartered Accountants
Sydney, 26 August 2011

82 ASX Additional Information

Shareholder information

Analysis of numbers of equity security holders by size of holding as at 7 September 2011

			Class of equity security	
			Ordinary shares	
			Shares	Options
1	–	1,000	95	-
1,001	–	5,000	819	4
5,001	–	10,000	481	13
10,001	–	100,000	853	55
100,001	and over		86	5
			2,334	77

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities as at 7 September 2011 are listed below:

		Ordinary Shares	
		Number held	Percentage of issued shares
1	Mr. Stephen John Killelea	94,497,339	56.63
2	Mr. Andrew Rhys Rutherford	5,426,589	3.25
3	B & R James Investments Pty Limited	4,000,000	2.40
4	J P Morgan Nominees Australia Limited	2,767,768	1.66
5	Mr. David Leroy Boyles	2,000,000	1.20
6	Citicorp Nominees Pty Limited	1,834,333	1.10
7	Spectrok Pty Ltd <Hedley Family A/C>	1,270,472	0.76
8	Forsyth Barr Custodians Ltd	1,056,018	0.63
9	Custodial Services Limited	998,350	0.60
10	ABN Amro Clearing Sydney Nominees Pty Ltd	982,503	0.59
11	258 Investments Pty Ltd	750,000	0.45
12	Mr. Kevin John Cairns + Mrs. Catherine Valerie Cairns	647,967	0.39
13	Spectrok Pty Ltd <The Hedley Super Fund A/C>	641,359	0.38
14	Howard Securities Pty Ltd	600,000	0.36
15	Garrett Smythe Ltd	563,155	0.34
16	Mr. Rodney Walter Ross	537,000	0.32
17	Bell Potter Nominees Ltd	532,000	0.32
18	Mr. Benton Alan Scott + Ms. Eleanor Joy Nurton	500,000	0.30
19	Oates Super Pty Ltd	390,000	0.23
20	Fergfam Nominees Pty Ltd	375,263	0.22

Unquoted equity securities

	Number on issue*	Number of holders
Options issued under the Integrated Research Limited Employee Option Plan to take up ordinary shares	3,862,500	77

*Number of unissued ordinary shares under the options.

On-market buy-back

There is no current on-market buy-back.

Substantial holders

Substantial holders in the Company are set out below:

	Number held	Percentage
Stephen John Killelea	94,497,339	56.63

Voting rights

The voting rights attaching to each class of equity securities are set out below:

1. **Ordinary shares.**
   On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.
2. **Options.**
   No voting rights.

Other information

Integrated Research Limited, incorporated and domiciled in Australia, is a publicly listed company limited by shares.

Corporate Directory

Directors	Steve Killelea Chairman and Non-Executive Director Mark Brayan Managing Director and CEO Alan Baxter Independent Non-Executive Director John Brown Independent Non-Executive Director Kate Costello Independent Non-Executive Director Peter Lloyd Independent Non-Executive Director Clyde McConaghy Non-Executive Director
Secretary	David Leighton
Registered Office	Level 9, 100 Pacific Highway North Sydney, NSW, 2060 Phone: (+61 2) 9966 1066
Share Registry	Computershare
Auditors	Deloitte Touche Tohmatsu 225 George Street Sydney, NSW, 2000
Solicitors	Blake Dawson Level 36, Grosvenor Place 225 George Street Sydney, NSW, 2000
Bankers	Westpac Banking Corporation
Securities Exchange Listing	Australian Securities Exchange Code IRI
Country of Incorporation	Integrated Research Limited, incorporated and domiciled in Australia, is a publicly listed company limited by shares.
Notice of Annual General Meeting	The Annual General Meeting of Integrated Research Limited will be held at 3:00pm on Monday, 21st November 2011, at the Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney.

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