



## INTEGRATED HITECH LTD.

No.150/115,116, Cisons Complex, III Floor, Montieth Road, Egmore, Chennai-600 008.  
Phone: 044-42145221, E-mail: etds@easitax.com, easitax.ihl@gmail.com  
Website: www.easitax.com, CIN: L72300TN1993PLC024583, GST.NO. 33AAACI6420R1ZE.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 30<sup>TH</sup> ANNUAL GENEREAL MEETING OF INTEGRATED HITECH LTD. HELD ON 30<sup>TH</sup> SEPTEMBER, 2023 AT ITS REGISTERED OFFICE OF THE COMPANY AT 150/116, THIRD FLOOR, CISONS COMPLEX, MONTIETH ROAD, EGMORE, CHENNAI-600008, AT 10.00 A.M.**

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### 3. Reconstitution of Board

#### 3.1 Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) as a Non-Executive director:-

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

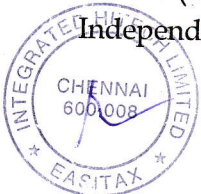
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Ms. Rainy Ramesh Singhi (DIN: 09844099), who was appointed as an additional director of the company with effect from 1<sup>st</sup> January, 2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rainy Ramesh Singhi for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 3.2 Appointment of Mr. Ramesh Chandra Mishra (DIN: 00206671) as Non-Executive Non-Independent Director:-

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

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Ramesh Chandra Mishra (DIN: 00206671) who was appointed as an Additional director (Non-Executive Non-Independent Director) on 2<sup>nd</sup> September, 2023 in accordance with the provisions of Section



161(1) of the Act and the Articles of Association of the Company and who holds office up to the conclusion of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for a period of 5 years starting from 02-09-2023 to 01-09-2028 and whose period of office will be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**3.3 Appointment of Mrs. Sushama Anuj Yadav (DIN: 07910845) as Independent director:-**

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

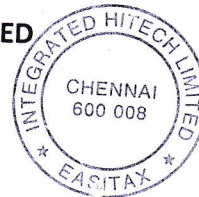
"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sushama Anuj Yadav (DIN: 07910845) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from 2<sup>nd</sup> September, 2023 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 02-09-2023 to 01-09-2028 not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Certified True Copy

**INTEGRATED HITECH LIMITED**

  
**A. Gerald Ebenezer**  
**Managing Director**  
**DIN-02026613**





## INTEGRATED HITECH LTD.

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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013: ITEM No. 3:

**3.1.** The Special Business relates to seeking members' approval for Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) Who is appointed by the Board of Directors as Additional Director with effect from 1<sup>st</sup> January, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

The Board of Directors, on the basis of performance evaluation done by the Nomination and Remuneration Committee of Ms. Rainy Ramesh Singhi (DIN: 09844099) Director, considers that given her background and experience and contributions made by her during her tenure and the continued association of Ms. Rainy Ramesh Singhi (DIN: 09844099) would be beneficial to the company and it is desirable to continue to avail her service as an Non Executive Director.

Ms. Rainy Ramesh Singhi (DIN: 09844099), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 1<sup>st</sup> January, 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Ms. Rainy Ramesh Singhi (DIN: 09844099) holds office upto the date of the ensuing AGM on 30<sup>th</sup> September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Ms. Rainy Ramesh Singhi to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation.

Ms. Rainy Ramesh Singhi possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Ms. Rainy Ramesh Singhi (DIN: 09844099) as a Non -Executive Director liable to retire by rotation.

**3.2.** The Special Business relates to seeking members' approval for Appointment of Mr. Ramesh Chandra Mishra (DIN:00206671) Who is appointed by the Board of Directors as Additional Director with effect from 2<sup>nd</sup> September, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

Mr. Ramesh Chandra Mishra (DIN:00206671), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 2<sup>nd</sup> September , 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Mr. Ramesh Chandra Mishra (DIN:00206671) holds office upto the date of the ensuing AGM on 30<sup>th</sup> September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Mr. Ramesh Chandra Mishra to be appointed as a Non-Executive Non-Independent Director at the ensuing AGM liable to retire by rotation.



Mr. Ramesh Chandra Mishra possesses the requisite knowledge, experience and skill for the position of Non- Executive Non-Independent Director. The Board on receipt of the said notice from a member and on recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr. Ramesh Chandra Mishra as a Non -Executive Non-Independent Director liable to retire by rotation.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company it is proposed to appoint Mr. Ramesh Chandra Mishra (DIN:00206671) as in terms of Non-Executive, Non-Independent Director of the Company Sections 152 of the Companies Act, 2013. Mr. Ramesh Chandra Mishra (DIN:00206671) is liable to retire by rotation. Mr. Ramesh Chandra Mishra (DIN:00206671) will hold the office for a consecutive term of 5 years with effect from 02-09-2023 to 01-09-2028.

3.3. The Special Business relates to seeking members' approval for Appointment of Mrs. Sushama Anuj Yadav (DIN: 07910845) Who is appointed by the Board of Directors as Additional Director with effect from 2nd September, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

Mrs. Sushama Anuj Yadav (DIN: 07910845), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 2nd September , 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Mrs. Sushama Anuj Yadav (DIN: 07910845) holds office upto the date of the ensuing AGM on 30th September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Mrs. Sushama Anuj Yadav to be appointed as a Non-Executive Independent Director at the ensuing AGM not liable to retire by rotation.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company it is proposed to appoint Mrs. Sushama Anuj Yadav (DIN: 07910845) as in terms of Non-Executive, Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mrs. Sushama Anuj Yadav (DIN: 07910845) is not liable to retire by rotation. Mrs. Sushama Anuj Yadav (DIN: 07910845) will hold the office for a consecutive term of 5 years with effect from 02-09-2023 to 01-09-2028.

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A. Gerald Ebenezer  
Managing Director  
DIN-02026613

