

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

Registered Office:

150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai 600008

32ND ANNUAL REPORT 2024-2025

CORPORATE INFORMATION BOARD OF DIRECTORS

Mr. Ebenezer Gerald	Chairman cum Managing Director
Mrs. Rajendhiran Eswari Angali	Non-Executive, Independent Director
Mr. Rajendhiran Jayaram*	Non-Executive, Independent Director
Mrs. Rainy Ramesh Singhi	Non-Executive, Non-Independent Director
Miss. Iranee Tripathy**	Chief Financial Officer
Ms. Shantwana Adhikari***	Chief Financial Officer
Mr. Saroj Kumar Choudhury****	Non-Executive, Independent Director
Ms. Aakansha Vaid	Non-Executive, Independent Director
Mr. Ramesh Chandra Mishra	Non-Executive, Non-Independent Director
Mrs. Sushama Anuj Yadav	Non-Executive, Independent Director
Mrs. Shazia Fatima Mohammed Karimuddin Shaikh	Company Secretary & Compliance Officer

* Mr.Rajendhiran Jayaram resigned as Director w.e.f. 08.02.2025

** Miss. Iranee Tripathy appointed as CFO w.e.f. 28.04.2025

*** Ms. Shantwana Adhikari resigned from post of CFO w.e.f. 28.04.2025

**** Mr. Saroj Kumar Choudhury appointed as Director w.e.f. 01.07.2025

STATUTORY AUDITORS

M/S. A. JOHN MORIS & CO. CHARTERED ACCOUNTANTS, CHENNAI

SECRETARIAL AUDITOR

RABINDRA KUMAR SAMAL, PRACTICING COMPANY SECRETARY

REGISTERED OFFICE:

150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai 600008.

Email : easitax.ihl@gmail.com Website : easitax.com

LISTING

BSE LIMITED SCRIP CODE 532303

REGISTRAR & SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LTD,

1, SUBRAMANIAN BUILDING, CLUB HOUSE ROAD, MOUNT ROAD, CHENNAI – 600 002.

INDEX

Sr. No	Particulars	Page No.
1.	Notice of Meeting	1-34
2.	Scheme of Reduction of Share Capital with Other Annexures Annexure-I	35-90
3.	Management Discussion and Analysis Report Annexure-II	91-94
4.	Directors Report	95-111
5.	Form AOC-1 Annexure-A	112-113
6.	Secretarial Audit Report (MR-3) Annexure-B	114-117
7.	Report on Corporate Governance Annexure- III	118-142
8.	Code of Conduct of Declaration Annexure- IV	143
9.	Certification of Non-Disqualification of Director Annexure- V	144
10.	Auditors Certificate on Corporate Governance Annexure- VI	145
11.	MD and CFO Certification Annexure-VII	146
12.	Independent Auditors Report- Standalone	147-155
13.	Standalone Financials	156-174
14.	Independent Auditors Report- Consolidated	175-183
15.	Consolidated Financials	184-202

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Integrated Hitech Limited will be held on Saturday, 30th August, 2025 at 02:00 p.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS THEREON :

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR IN PLACE OF RETIRING BY ROTATION:

To appoint a director in place of Mrs. Rainy Ramesh Singhi (DIN: 09844099), who is liable to retire by rotation and being eligible, offers herself for re-appointment.

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION :

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s), amendment (s) or re-enactment (s) thereof for the time being in force), and on the basis of the recommendations of the Audit Committee and Board of Directors, M/s. ABNJ & Co., Chartered Accountants (MEF No. MEF42296), Mumbai, be and is hereby appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in year 2030 at such remuneration, as may be mutually agreed between the Statutory Auditors and the Board of Directors and further authorizing the Board of Directors to determine remuneration of remaining period on recommendation of Audit Committee.

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

SPECIAL BUSINESS:

4. TO REGULARISE / APPOINT MR. SAROJ KUMAR CHOUDHURY (DIN: 11143083) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to 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), Mr. Saroj Kumar Choudhury (DIN: 11143083), who was appointed as an Additional (Independent & Non-Executive) Director of the Company with effect from July 01, 2025, 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 he meets the criteria for Independence as provided under Sec 149(6) of Companies Act 2013 and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office upto a period of three months from the date of appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing him as a candidature for the office of Non- Executive Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term of 5 (five) years with effect from July 01, 2025 to June 30, 2030 not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. TO APPOINT MR. RABINDRA KUMAR SAMAL, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY :

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other applicable provisions if any, and on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. Rabindra Kumar Samal, Practicing Company Secretary, being eligible, be and is hereby appointed as Secretarial Auditor of the Company for a term of three (3) consecutive financial years commencing from the conclusion of the ensuing 32ND Annual General Meeting till the conclusion of 35TH Annual General Meeting to be held in the year 2028 (i.e. to conduct the Secretarial Audit for 3 financial year from 2025-26 to 2027-28), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO CONSIDER THE REDUCTION OF CAPITAL OF THE COMPANY :

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

"RESOLVED THAT pursuant to Section 66 of the Companies Act, 2013 read with The National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) thereto, Articles of Association of the Company, SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (and amendments thereto) & Regulation 37 of SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 and subject to confirmation/approval by the NCLT having appropriate Jurisdiction and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India (hereinafter collectively referred to as "the concerned authorities") as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, the subscribed, issued and paid up equity share capital of the company with effective from the appointed date i.e. 01.04.2025 and after securing necessary approvals and permissions:

1. Set off Rs. 9,90,45,540 /- (Rupees Nine Crore Ninety Lakhs Forty-Five Thousand Five Hundred Forty Only) fully paid up capital of the Company out of total accumulated Loss of Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only) against the paid up capital of the Company of Rs. 10,00,46,000/- (Rupees Ten Crore Forty-Six Thousand Only) consisting of 1,00,04,600 fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only).
2. Accordingly, the reduction of capital is amount to **99 %** of the Paid up equity share capital of the Company.

3. the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 10,00,46,000/- (Rupees Ten Crore Forty-Six Thousand Only) consisting of 1,00,04,600 fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 10,00,460/- (Rupees Ten Lakhs Four Hundred and Sixty only) divided into 1,00,046 (One Lakh Forty-Six) Equity Shares of Rs. 10/- (Ten only) each; and
4. Consequently, every shareholder of the Company, whose name appears on the Register of Members as on the Record Date, shall receive 1 Equity Share of Re.10/- (Rupees Ten each Only) in lieu of every 100 (Hundred) Equity Shares of Rs.10/- (Rupees Ten Only) each, held earlier in the Company;

RESOLVED FURTHER THAT the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number.

RESOLVED FURTHER THAT the balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entitled shareholders by the chairman of the Audit Committee.

RESOLVED FURTHER THAT post reduction of capital of the Company, the new capital of the company will not exceed Rs. Rs. 10,00,460/- (Rupees Ten Lakhs Four Hundred and Sixty only) divided into 1,00,046 (One Lakh Forty-Six) Equity Shares of Rs. 10/- (Ten only) each.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to file the company petition for reduction of capital, implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the Hon'ble NCLT having appropriate Jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

7. TO IMPLEMENT THE REDUCTION OF CAPITAL OF THE COMPANY :

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT after reduction of the capital of the company , the paid up capital of the company be re-organised subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the company

with power to increase or reduce its capital from time to time and to divide the shares in the capital as per the Companies Act, 2013 or in any amendment or modification or re-enactment thereof and to attach thereto respectively with such preferential, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the said Companies Act or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act 2013 to that extent applicable or by the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and hereby authorized to implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the NCLT having appropriate jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, including:

- A. Fix the Book Closure/Record Date to give effect to the reduction of capital;
- B. make necessary application to the depositories including NSDL/CDSL and Registrar and Share transfer Agent; and
- C. issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

**By Order of Board of Directors
For Integrated Hitech Limited**

**Date: 21.06.2025
Place: Chennai**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued by the MCA and SEBI ("collectively MCA and SEBI Circulars") (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. The deemed venue for the 32ND AGM shall be the Registered Office of the Company i.e.. 150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai, Tamil Nadu, India, 600008.
3. Since the 32ND AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The Remote E-voting commences on Wednesday, 27TH August, 2025 at 09.00 A.M. (IST) and ends on Friday, 29TH August, 2025 at 05.00 P.M. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Saturday, 23RD August, 2025.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Saturday, 23RD August, 2025, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) cameo@cameoindia.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. Mr. Rabindra Kumar Samal, Practicing Company Secretary, vide Board Resolution dated 21ST June 2025 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
11. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. easitax.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website easitax.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at helpdesk.evoting@cdslindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Annual Report 2024-25, the Notice of the AGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report 2024-25 and the Notice convening the AGM are also available on the Company's website easitax.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-

Voting facility) helpdesk.evoting@cdslindia.com .

15. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
18. Pursuant to Section 91 of the Act The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 24TH August, 2025 to Saturday, 30TH August, 2025 (both days inclusive) for the purpose of AGM.
19. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on easitax.ihl@gmail.com.
20. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
21. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

24. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
25. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 1ST August, 2025, have been considered for the purpose of sending the Notice of AGM and the Annual Report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below: ANNUAL REPORT 2024-25

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The

facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

27. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
28. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
29. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
30. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at : easitax.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and www.evotingindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
31. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (together "SEBI Circulars") respectively .

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Remote E-voting period begins on Wednesday, 27TH August, 2025 at 09.00 A.M. (IST) and end on Friday, 29TH August, 2025 05.00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 23RD August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or

	<p>joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting</p>

demat mode) login through their Depository Participants	option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVS**N for the relevant **“INTEGRATED HITECH LIMITED”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz easitax.ihl@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Wednesday, September 25, 2024 mentioning their name, demat account number/folio number, email id, mobile number at easitax.ihl@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at easitax.ihl@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) .
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Registered Office of RTA

Cameo Corporate Services Limited,

CIN: U67120TN1998PLC041613

SEBI REG.NO.: INR000003753

1, Subramanian Building, Club House Road,
Mount Road, Chennai – 600 002.

TEL: 044-28460390 Fax: 044-28460129

EMAIL: cameo@cameoindia.com

WEB: www.cameoindia.com

**By Order of Board of Directors
For Integrated Hitech Limited**

Date: 21.06.2025

Place: Chennai

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 4 to 7 MENTIONED IN THE ACCOMPANYING NOTICE

ITEM NO . 3 : TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION :

Members at the 27TH AGM of the Company, held on 31ST December, 2020 had approved the appointment of M/s. A. John Moris & Co., Chartered Accountant (FRN: 007220S) as statutory auditors of the Company, to hold office from the conclusion of 27TH AGM till the conclusion of 32ND AGM .

The terms of M/s. A. John Moris & Co., Chartered Accountant (FRN: 007220S) has been expired on this AGM, due to this your Directors had approached to M/s. ABNJ & Co., Chartered Accountants (MEF No. MEF42296), Mumbai, for appointment of new Statutory Auditor of the Company for a period of 5 years commencing of 32ND AGM to 37TH AGM to be held in the year 2030 on following terms and conditions:

- a. Term of appointment: Upto (Five) consecutive years from the conclusion of this AGM till the conclusion of 37th AGM.
- b. Proposed Fees: The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, of the audit firm, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials:
M/s ABNJ & Co., Chartered Accountant (MEF NO. MEF42296)
 - Peer Review Certified Firm - Certificate No. 013365
 - CAG Empanelled Firm
 - RBI Category-I Firm
 - Empanelled for Forensic Audit under Indian Banks Association
 - Empanelled for Special Audit under Income Tax Act
 - Statutory Bank Branch Auditors

- Performed System Audit (Navision) of Domestic & International Clients

The Audit Committee and the Board have recommended their appointment as the Statutory Auditors of the Company for a period of 5 years, at such remuneration as may be determined and recommended by the Audit Committee and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. ABNJ & Co., Chartered Accountants (MEF No. MEF42296), Mumbai, to act as the Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.3. The Board recommends their appointment for approval of the shareholders.

ITEM NO . 4 : TO REGULARISE / APPOINT MR. SAROJ KUMAR CHOUDHURY (DIN: 11143083) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as an Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularize appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Saroj Kumar Choudhury (DIN: 11143083):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming her eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in subsection (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Saroj Kumar Choudhury (DIN: 11143083) was appointed as an Additional Director on the Board with effect from July 01, 2025 and his term of office will expire on the day of AGM or 3-months, whichever is earlier to the extent applicable. However, he can be regularized as a director with the approval of members of the Company at any general meeting. He has qualified the

Independent Director's Examination and fulfils the conditions for their appointment as an Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Saroj Kumar Choudhury as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Saroj Kumar Choudhury fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083) as an Independent Non- Executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 5 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Saroj Kumar Choudhury (DIN: 11143083) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 4 for approval of the members as Special Resolution.

Brief Profile of Mr. Saroj Kumar Choudhury (DIN: 11143083) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Saroj Kumar Choudhury
DIN	11143083
Age	57
Qualification	MBA
Date of Appointment	July 01, 2025
Terms of Proposed appointment	Non-Executive Independent Director, Not liable to retire by rotation
Experience	Mr. Saroj Kumar Choudhury is a MBA and having experience of more than 25 years. He will be serving as Non-Executive Independent Director of the Company and will also be part of various committees of the Board. His term is subject to approval of members of the Company.

Other directorship	Nil
Other listed Chairmanship /Membership	Nil
Partners in LLP	Nil
Shareholding in the Company	Nil
Shareholdings in any Group Companies	Nil
Any relationship with KMP	N.A.
Any relationship with Promoters	N.A.
Disclosure of relationship between inter-se	N.A.

ITEM NO. 5 : TO APPOINT MR. RABINDRA KUMAR SAMAL, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY :

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on April 28, 2025 have approved and recommended the appointment of Mr. Rabindra Kumar Samal as the Secretarial Auditor (Membership No. F7649 and COP. 18278), Company Secretaries in Practice as Secretarial Auditor of the Company for a term of upto 3 (Three) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 35th (Thirty-Five) AGM of the Company to be held in the Year 2028 on following terms and conditions:

- e. Term of appointment: Upto 3 (Three) consecutive years from the conclusion of this AGM till the conclusion of 35th AGM.
- f. Proposed Fees: The professional and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- g. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- h. Credentials: Mr. Rabindra Kumar Samal (Membership No. F7649 and COP. 18278) ('Secretarial Auditor'), is a fellow member of Institute of Company Secretaries of India. A well accredited Company Secretary and a Management Expert, he is highly specialized in Companies Act, the Securities and Exchange Board of India Act, the Stock Exchange Regulation and Take Over Code, Insolvency and Bankruptcy Code, Mergers & Demergers, Oppression & Mismanagement, Arbitration and Reconciliation, SARFESI Act and he regularly appears before authorities like National Company Law Tribunal (NCLT), SEBI, ROC in various matters attributable to a company. He is brilliant in Stress Asset Management. Mr. Rabindra Kumar Samal has spearheaded the functions of a Company Secretary for Corporates in all spheres and possesses of rich experience on meeting statutory Compliances and involving various management decisions and possesses excellent rapport with the SEBI, ROC, Stock Exchange, NCLT and well acquainted with Corporate Lawyers and Auditors. He is renowned for his innovative thinking and professional approach.

He is well versed in the following areas:

- Company Formation (Advisory service regarding the most suitable form of organization, based on the clients specific needs and objectives; incorporation of all types of companies under the Companies Act, 2013, Limited Liability Partnerships, Offshore Companies, Wholly Owned Subsidiaries, and Joint Ventures. Obtaining all required approvals and licenses for commencement of the business) and provide Start up and MSME Registrations.
- Secretarial Audit, Compliance Audit, Scrutinizer role under Companies Act, 2013 and SEBI laws. The scope of audit covers compliance to all the laws applicable to the corporate in addition to the Companies Act, 2013, SEBI and other Securities laws, Foreign Exchange Management Act, Labour Laws as well as the Secretarial Standards issued by ICSI)
- Services of a Company Secretary on retainer basis to small and medium scale companies for which mandatory appointment of Company Secretary is not required (Preparation of Minutes, Maintaining statutory Registrars, filing and Certifications of Forms with ROC and drafting of Statutory documents.
- Due diligences and search Report for various banks for various Banks in Tamil Nadu.
- Filing of various Petitions before NCLT, Regional Director and Drafting various Contracts, Legal Agreements, JV Agreements, MOU, Shareholders Agreement, Applications, petitions, affidavits and Briefing Services to Lawyers, Solicitors and Arbitrators and Conciliators, in the matters of disputes amongst the Promoters, Directors or Stake Holders and assist in Negotiations and Settlements.
- Compliance under SEBI laws related to Preferential issue, bonus issue, public issue, rights issue, QIP, GDR, ECB and merger & demerger of companies, capital reduction, liquidation, winding-up, buy-back, employee stock option, private placement, debenture issue, acquisition and takeover, postal ballot rules, promoters share transfers and holdings,

share transfer, transmission, issue of duplicate certificate, etc. and handling the entire share transfer system and conducting Share Transfer Audit various reporting formalities and compliances, etc

- Issue of search and status reports, Advising on loan documentation, opinion on various company law matters, Advising on creation and registration of charges, Advising lenders in safeguarding their interest consequent to change in the constitution of the borrower including change in management and ownership, Diligence Report – Certification as per the Guidelines on consortium arrangements / multiple banking arrangements issued by the RBI
- Consultation and Advisory Services for Setting up of Joint Venture Company in India, Setting up of Wholly Owned Subsidiaries and Joint Venture Companies Abroad, Opening of Liaison, Project and Branch Offices in India, Drafting of Foreign Collaboration / Joint Venture / Technology Transfer Agreement' Liaison with Reserve Bank of India / Secretariat of Industrial Assistance / Foreign Investment Promotion Board and obtaining necessary approvals, Approvals for External Commercial Borrowings and Obtaining various approvals from RBI under FEMA.
- Advising on Open Offer, Preferential issue, GDRs, FCCB, Formulation and Implementation ESOP / SWEAT EQUITY Schemes, Amalgamation, Merger and Restructuring, Winding-up and striking-off the name of Company and Initial Public Offer (IPO) or Public Issue related consultancy and support services and Issue based consultancy to Large scale Companies and Listed Companies.
Liaison with regulatory authorities' viz. SEBI, Stock Exchange, RBI, Registrar of Companies, Regional Director, Liquidation office, NCLT etc. to obtain all types clearances and approvals.

Mr. Rabindra Kumar Samal has given his consent to act as Secretarial Auditor of the Company and confirmed that his aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

ITEM NO. 6 & 7 : TO CONSIDER THE REDUCTION OF CAPITAL OF THE COMPANY AND TO IMPLEMENT THE REDUCTION OF CAPITAL OF THE COMPANY :

A. ACCUMULATED LOSSES

As on 31.3.2025 the accumulated losses of the company was of Rs 10,43,18,000 /-.

Particulars	(Amount in Rs.)		
	Capital of the company as on 31 st March 2025 (Rs.)	Proposed Utilization against the accumulated losses (Rs.)	Balance capital post Capital Reduction (Rs.)
Paid-up capital	10,00,46,000	9,90,45,540	10,00,460

B. REDUCTION OF CAPITAL PROPOSAL:

The Board proposes to reduce the share capital of the company by Rs. 9,90,45,540/- which amount to 99 % reduction of capital of the Company.

1. set off Rs. 9,90,45,540/- (Rupees Nine Crore Ninety Lakh Forty-Five Thousand Five Hundred Forty Only) fully paid up capital of the Company against the available total accumulated Loss of Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only);
2. Accordingly, the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 10,00,46,000/- (Rupees Ten Crore Forty-Six Thousand Only) consisting of 1,00,04,600 fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 10,00,460/- (Rupees Ten Lakhs Four Hundred and Sixty only) divided into 1,00,046 (One Lakhs Forty-Six) Equity Shares of Rs. 10/- (Ten only) each;
3. Post reduction of capital of the Company, the subscribed and paid of capital of the company will be of Rs. 10,00,460/- (Rupees Ten Lakhs Four Hundred and Sixty only) divided into 1,00,046 (One Lakh Forty-Six) Equity Shares of Rs. 10/- (Ten only) each.

The Company shall also with make all applications/petitions under Section 66 of the Companies Act, 2013, NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Mumbai Maharashtra for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.

C. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- C.1. The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Also, the company based on customers requirements developed certain customized software's and marketed the same through the subsidiaries but due to lack of funds and technical upgradation knowhow, the software's were could not meet with the required results resulting in business losses. Hence it has incurred losses.

- C.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the Company suffered. The Board could not scale up the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- C.3. In light of the above rational and the accumulated losses that are carried forward year on year , in view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the management of the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that will be required has been considered for development and for achieving the same the Company will require would need huge amount of investment both in terms of equity as well as debt.
- C.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.
- C.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders and other stakeholders.
- C.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- C.7. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- C.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- C.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

D. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- D.1. The Company's book would more accurately represent its financial position.

- D.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- D.3. This reduction of capital of the company will help the company to raise fresh capital by private Placement basis.
- D.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- D.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in favour of the Company.
- D.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- D.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.
- D.8. By virtue of article 37 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

E. EFFECTS OF THE SCHEME

- E.1. As at 31st March 2025, the Company has Accumulated Losses of Rs. 10,43,18,000 /- (Rupees Ten Crore Eighty Eight Lakhs Eighty nine Thousand Two Hundred Thirty Only). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".
- E.2. The Net worth of the Company as on 31st March 2025 is of Rs. (42,72,000)/- The losses were on account of adverse market conditions and accumulated in the past 5 years as under :

Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Networth E=A+B+C+D (Rs.)
2020-21	10,00,46,000	-	64,61,260	(5,54,230)	10,59,53,030
2021-22	10,00,46,000	-	59,07,030	(11,24,000)	10,48,29,030

2022-23	10,00,46,000	-	47,83,000	(19,51,000)	10,28,78,000
2023-24	10,00,46,000	-	28,32,000	(7,68,60,000)	2,60,18,000
2024-25	(10,43,18,000)	-	(7,40,28,000)	(3,02,90,000)	(42,72,000)*

*(Paid Up capital reduced by earlier losses plus current year profit/losses)

E.3. As on 31st March 2025 the company has accumulated losses of Rs. 10,43,18,000 /- . Therefore, the Company proposes to utilize balance of Rupees 9,90,45,540 out of Accumulated Losses of Rs. 10,43,18,000 /- against Rs. 10,00,46,000/- paid up , issued, subscribed equity capital of the company consists of 1,00,04,600 Equity Shares of Rs.10/- each.

E.4. The pre and post reduction of issued, subscribed & Paid-Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	(Amount in Rs.)		
	Capital of the company as on 31 st March 2025 (Rs.)	Proposed Utilization against the accumulated losses (Rs.)	Balance capital post Capital Reduction (Rs.)
Paid-up capital	10,00,46,000	9,90,45,540	10,00,460

Through this proposed scheme the company propose to reduce the capital to the extent of 99% percent of the present existing issued, subscribed and paid up capital of the company.

F. ACCOUNTNG TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for reduction of share capital - in its books of accounts in accordance with applicable accounting standards and other accounting principles.

F.1 With effect from the Appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per clause 9.4 above shall be reduced from the Equity Share Capital of the company and correspondingly from the debit balance of the Profit and Loss account of the Company.

F.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable

provisions and laws for the time being in force.

- F.3. ***Post Reduction the capital of the Company:*** Upon the Scheme being effective, issued, subscribed & Paid-Up Capital of the Company will be Rs.10,00,460/-(Rupees Ten Lakhs Four Hundred and Sixty Only), consisting of 1,00,046 (One Lakhs Forty Six) equity shares of Rs. 10/- each.

G. FRACTIONAL SHRAES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. The company will set up a trust to deal with the fractional shares headed by the Chairman of the Audit Committee.

On allotment of the fractional shares to the chairman of the audit committee, the shares will be sold in the open market within 90 days from the date of allotment of shares and based on the entitlement of fractional shareholders.

If any amount not claimed or debited to the said fractional shareholders, the trust as created above, transfers the unclaimed amount within 120 days from the expiry of the negotiable instrument to the Investor Education and Protection Fund (IEPF) of SEBI, and a report will be filed with SE.

The company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the company has compensated the eligible shareholders, and the company will submit such reports within 7 days of compensating the shareholders.

H. PRE AND POST SHAREHOLDING PATTERN

- H.1. Pending convertible warrants into equity shares: There were no convertible warrants to be converted into equity shares pending for allotment in the company.
- H.2. Partly Paid Up Shares: The company does not have any partly paid up shares as on date.
- H.3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of the reduction of capital of the Company. The pre- & post Shareholding pattern of the company as effective date is as under:

Category	Particulars	Before the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	11,05,700	11.05	11,055	11.05
(B)	Public	88,98,900	88.95	88,991	88.95
	TOTAL	1,00,04,600	100	1,00,046	100

- H.4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of the reduction of capital of the Company.
- H.5. This Scheme Solely provide for writing off the accumulated business losses of the company against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis and/or against the reserves of the company.

I. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Those shareholders whose holding is presently in physical code, the company will issue and allot entitled shares post reduction of capital, new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital. And the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date. The Company, instead of requiring the surrender of the old share certificates, as above, directly issues and dispatches the new share certificates of the Company in lieu thereof.

J. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

As per the SEBI Circular bearing No.SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 the Company not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital.

The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder under intimation to the designated Stock Exchange.

The Company has intimated BSE on 21.06.2025 about the proposed Reduction of capital of the Company.

K. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of the agreement/settlement entered into with the employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

L. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of business. The Creditors of the company will not be affected by this reduction of capital as their claim has not been diluted or altered, or alienated directly or indirectly for this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors/lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

M. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

N. JURISDICTION OF NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application/petition under Section 66, read and other applicable provisions of the Act, read with Rules framed thereunder, to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently, the Registered Office of the Company is located in the State of Tamil Nadu under the jurisdiction of the Registrar of Companies, Chennai. Hence, for all purposes the NCLT jurisdiction in Chennai, Tamil Nadu and Registrar of Companies at Chennai has exclusive jurisdiction on the subject matter.

O. MODIFICATIONS / AMENDMENTS TO THE SCHEME

The Company, by its Board or such other committee/person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and/or consent to any modifications/amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.

The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether because of any directive or order of any authority or howsoever, arising out of or under or by the Scheme and/or any matter concerned or connected therewith.

The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so mutually agreed in writing by the Company.

P. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

Q. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

- Q.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be, in terms of this Scheme, shall be subject to the provisions of the Companies Act, 2013, and rules framed thereunder, read with the provisions of the Memorandum and Articles of Association of the Company.
- Q.2. The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having the same ratio.
- Q.3. New Equity shares of the Company issued may be listed and/or admitted to trading on the Bombay Stock Exchange (BSE), where the shares of the Company are listed and/or admitted to trading in terms of the applicable bye-laws and regulations.

- Q.4. The Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary by the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled, the said Stock exchanges shall list and/or admit such equity shares also for trading.
- Q.5. For issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals, including approval of the Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares.
- Q.6. The Equity Shares to be issued by the Company under this Reduction of capital, in respect of Equity Shares which are not fully paid up, shall also be kept in abeyance.
- Q.7. The Company shall issue Equity shares within 90 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s), whichever is later.
- Q.8. The company will make necessary application to the NSDL & CDSL, the depository for admission of the new capital of the company to be raised on account of the Reduction of capital of the Company.

R. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof. The Company may, instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof. In the case of shares held in dematerialised and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Board sought the approval of members for resolution No. 6 and 7 by way of a special resolution and ordinary resolution including authoring the Board to give effect to the resolution post approval from the NCLT (National Company Law Tribunal) and other Statutory and Regulators including Stock Exchange & SEBI. The Company is only listed at BSE. The Board recommends the reduction of capital.

The Directors are interested to extent of their shareholding just like any other shareholder. Members can take inspection at the Registered office of the Company between 11.00 a.m. to

06.00 p.m. and at free of cost can obtain copy of the following Documents till the end of the meeting of the members scheduled to be held on 30th August, 2025:

Sl. No.	Descriptions
1	Certified true copy of the resolution passed by the Board of Directors of the company on 21.06.2025 approving the scheme.
2	Certified copy of the draft Scheme of Reduction of Capital proposed to be filed before the NCLT.
3	Report from the Audit Committee dated 21.06.2025 recommending the draft scheme taking into consideration, inter alia, the valuation report
4	Shareholding pattern of the Company- pre and post Reduction of Capital as per the format provided under Regulation 31 of the LODR Regulations,
5	Audited financials of the Company for the last 3 financial years
6	Capital Built up and Built of the Accumulated Losses
7	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.
8	Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.
9	Networth Certificate and Certificate of Compliance of Accounting Standard by the Statutory Auditor of the Company
10	Memorandum & Article of Association of the Company.

****The Scheme of Reduction of Share Capital and Other Annexures is annexed as Annexure-I and forms the integral part of this Annual Report.***

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India.

Particulars	
Name	Mrs. Rainy Ramesh Singhi
DIN	09844099
Age	34
Date of First Appointment	01.01.2023
Qualification	Semi Qualified Company Secretary
Category	Director
Expertise in specific functional area	Business, Leadership, Strategic and Planning, Governance
Directorships held in other public companies	1. Mansi Finance (Chennai) Limited 2. Mishtann Foods Limited 3. Groarc Industries India Limited
Memberships/ Chairmanships of committees of other public companies	4
No. of Share Held	NIL

**By Order of Board of Directors
For Integrated Hitech Limited**

Date: 21.06.2025

Place: Chennai

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

SCHEME OF REDUCTION OF SHARE CAPITAL

BETWEEN

INTEGRATED HITECH LIMITED
(CIN L72300TN1993PLC024583)

AND

ITS SHAREHOLDERS

(UNDER SECTION 66 AND OTHER APPLICABLE SECTIONS
OF THE COMPANIES ACT, 2013 AND NATIONAL COMPANY LAW TRIBUNAL
(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016)



PREAMBLE OF THE SCHEME

This scheme of reduction of share capital is presented by Integrated Hitech Limited ('Company' or 'IHL'), under the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016 ('Scheme').

PARTS OF THE SCHEME

This Scheme is divided into the following parts:

- a) **PART A**, which deals with definitions and interpretations;
- b) **PART B**, which deals with details of the Company;
- c) **PART C** which deals with reduction of share capital of the Company and listing of shares post reduction of capital; and
- d) **PART D** which deals with general terms and conditions applicable to the Scheme and other matters consequential, incidental, or integrally connected therewith of,



PART A

DEFINITIONS AND INTERPRETATIONS

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context thereof, the following expressions shall have the meanings respectively assigned against them:

- 1.1. **'Accumulated Losses'** shall mean the debit balance in the profit and loss account as shown in the Audited Account of the Company as on March 31, 2025;
- 1.2. **'Act'** or the **'the Act'** means the Companies Act, 2013 as notified, and ordinances, rules and regulations made thereunder and shall include any statutory modification, reenactment or amendments thereof, from time to time;
- 1.3. **'Applicable Law(s)'** or **'Law(s)'** means any statutes, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, Schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force;
- 1.4. **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental, or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, National Company Law Tribunal, Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Bombay Stock Exchange, Securities and Exchange Board of India and other regulatory authorities;
- 1.5. **'Board'** or **'Board of Directors'** to each Company means the Board of such Company and shall include a committee of directors or any person authorised by such Board or such committee of directors duly constituted and authorised for matters pertaining or relating to this Scheme;
- 1.6. **'BSE'** shall mean Bombay Stock Exchange Limited;



- 1.7. **'Effective Date'** means the date on which the certified copy of the order of NCLT sanctioning the Scheme is filed with the Registrar of Companies, Chennai

Any references in this Scheme to the 'date of coming into effect of this Scheme' or 'effectiveness of the Scheme' or 'Scheme taking effect' or 'upon this Scheme coming into effect' shall mean the Effective Date;

- 1.8. **'Employees'** means all the permanent employees, temporary employees and/or part-time employees of the Company as on the Effective Date;
- 1.9. **'Equity Shares'** means fully paid-up equity shares of Rs 10/- each issued by the Company;
- 1.10. **'Income-tax Act, 1961'** or **'IT Act'** means the Income-tax Act, 1961 as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;
- 1.12. **'Listing Agreement'** shall mean the agreement that is entered into between a recognised stock exchange and an entity, on the application of that entity to the recognised stock exchange, undertaking to comply with conditions for listing of designed securities as per the provisions of Listing Regulations;
- 1.13. **'Listing Regulations'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 1.14. **'National Company Law Tribunal'** or **'NCLT'** means the National Company Law Tribunal, Chennai Bench, including all its benches whose jurisdiction the registered office of the Company is situated.
- (Presently, the Registered Office of the Company is located in the State of Tamil Nadu under the jurisdiction of the Registrar of Companies, Chennai)



- 1.15. **'IHL' or 'Company'** shall mean Integrated Hitech Limited, incorporated on March 11, 1993;
- 1.16. **'Order'** means an order passed by the NCLT sanctioning this Scheme;
- 1.17. **'Registrar of Companies' or 'ROC'** means the Registrar of Companies, Chennai, Tamil Nadu.
- 1.18. **"RSC Procedure Rules"** means NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016;
- 1.19. **'Rs' or 'Rupee(s)'** means Indian Rupee, the lawful currency of the Republic of India;
- 1.20. **'Scheme' or 'this Scheme' or 'the Scheme'** means this scheme of reduction of share capital between the Company and its shareholders in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT. This is a reduction of capital of the company under section 66 of the Companies Act, 2013.
- 1.21. **'SEBI'** means Securities and Exchange Board of India;
- 1.22. **'SEBI Circular'** means SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated as on June 30, 2023) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time including EBI recent amendment vid gazette notification dated December 12, 2024;
- 1.23. **'Tax' or 'Taxes' or 'Taxation'** shall mean all taxes (direct/indirect) on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other



governmental charges or duties or other taxes or statutory payments concerning contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly;

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Regulations, Listing Agreement or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

- 2.1. words denoting singular shall include plural and vice versa;
- 2.2. references to "persons" shall include individuals, body corporates (wherever incorporated), government, state or agency of state, unincorporated entities, joint ventures, associations, partnerships and proprietorship;
- 2.3. headings, subheadings, titles, subtitles to clauses, sub-clauses and paragraphs are for information and convenience only, and shall not form part of the operative provisions of This Scheme shall be ignored in construing the same.
- 2.4. references to the word "include" or "including" shall be construed without limitation;
- 2.5. references to days, months and years are to calendar days, calendar months and calendar years, respectively;



- 2.6. Reference to an article, clause, section, paragraph, or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 2.7. reference to a document includes an amendment or supplement to, or replacement or novation of, that document;
- 2.8. word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;
- 2.9. reference to any law or any provision thereof shall include references to any such law or any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision;
- 2.10. A reference to a balance sheet or profit and loss account shall include a reference to any note forming part of it;
- 2.11. One gender includes all genders and references to any gender include a reference to other genders; references to "it" shall be deemed to include references to "him" or "her" as the case may be; and
- 2.12. The Registered Office of the Company is presently located in the State of Tamil Nadu under the jurisdiction of the Registrar of Companies, Chennai.



PART B

DETAILS OF THE COMPANY

3. BACKGROUND OF THE COMPANY SINCE INCORPORATION

- 3.1. The Company was incorporated on 11th March, 1993 under the provisions of the Companies Act, 1956 as a private company limited by shares under the jurisdiction of Registrar of Companies, Tamil Nadu, Chennai in the name and style of Integrated Information Services (Madras) Private Limited and then name of the company was changed from Integrated Information Services (Madras) Private Limited to Integrated Hitech Limited vide Members Resolution passed on 01st January, 1999 and Certificate of change of name issued by Registrar of Companies on 12th January, 1999.
- 3.2. Presently, the registered office of the Company is situated at 150/115, Cisons Complex, 3rd Floor, Moniteth Road, Egmore, Chennai, Chennai-8, Tamil Nadu, India, 600008 and in the state of Tamil Nadu. The Company is in the process of shifting its registered office from the state of Tamil Nadu to the State of Maharashtra, India. The Corporate Identification Number (CIN) of the Company is L72300TN1993PLC024583. The Present Corporate office of the company is located at B-103, Ansa Industrial Estate, Sakinaka, Andheri East, Mumbai, Maharashtra, India, 400072.
- 3.3. The Company has one type of Shares, "Equity Shares" of face value of Rs 10/- each, The Equity Shares of the Company are listed on the BSE.
- 3.4. This Scheme is made under the provisions of Section 66 of the Companies Act, 2013 and other applicable provisions of the Act. It provides for writing off the Accumulated Losses against the capital of the company. The Losses on account of Businesses carried by the Company.



4. MAIN OBJECTS OF THE COMPANY

4.1. That the main objects of the Company as per clause III (A) of the memorandum of association of the Company are:

1. To provide Software & Systems Consultancy to business houses and other institutions in India and abroad;
2. To provide other ancillary Data Processing services and allied Clerical, Supervisory and expert services in Software & Hardware Systems both in India and abroad;
3. To establish and run institutions to conduct classes and train students in Computer technology and Software development;
4. To conduct research in Hardware & Software systems and design programmes to develop programming techniques and design programme packages to be leased or sold in India and abroad;
5. To buy, hire or lease out Computer Systems, Hardware & Software and any business machine to render services in India and abroad;

4.2. The Company is primarily engaged in the business of the above-stated main object.

4.3. In the last five years:

- a) The name and Object of the company have not changed.
- b) There was no change in the registered office of the Company from the state of Tamil Nadu.
- c) Also, there was no change of capital of the Company.

4.4 The company is a listed company and presently listed with BSE. Being a listed company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') apply to the Company.

4.5. Applicable SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2020 , inter-alia read as:

" Nothing contained in Regulation 37 shall apply to draft schemes which Solely provide for writing off accumulated losses against the share capital of the listed entity applied



uniformly across all shareholders on pro-rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for purpose of disclosures."

5. CAPITAL STRUCTURE OF THE COMPANY

- 5.1. The authorised, issued, subscribed and paid-up share capital of the Company as on 31st March 2025 was as under:

Authorised Share Capital	Amount in Rs.
1,10,00,000 Equity Shares of Rupees 10/- each	11,00,00,000
Total	11,00,00,000
Issued, Subscribed & Paid-Up Capital	
1,00,04,600 Equity Shares of Rupees 10/- each	10,00,46,000
Total	10,00,46,000

That there has been no change in the authorised, issued, subscribed and paid-up capital of the Company since 31st March 2025 till the date of approval of the proposed Scheme by the Board.

6. COMPLIANCE WITH TAX LAWS

The Scheme has been drawn up to comply with the provisions of the Income-tax Act, 1961, to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Act at a later date, including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-tax Act, 1961 shall prevail. The Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.



PART C

REDUCTION OF SHARE CAPITAL OF THE COMPANY

7. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- 7.1. The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Also, the company based on customers requirements developed certain customized software's and marketed the same through the subsidiaries but due to lack of funds and technical upgradation knowhow, the software's were could not meet with the required results resulting in business losses. Hence it has incurred losses.
- 7.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the Company suffered. The Board could not scale up the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- 7.3. In light of the above rational and the accumulated losses that are carried forward year on year , in view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the management of the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that will be required has been considered for development and for achieving the same the Company will require would need huge amount of investment both in terms of equity as well as debt.
- 7.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to



depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

- 7.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders and other stakeholders.
- 7.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- 7.7. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid-up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- 7.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- 7.9. The reduction of Capital does not neither result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

8. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- 8.1. The Company's book would more accurately represent its financial position.
- 8.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- 8.3. This reduction of capital of the company will help the company to raise fresh capital on a private placement basis.



- 8.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- 8.5. The Scheme is only for the reduction of share capital of the Company, and it does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
- 8.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company, and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- 8.7. Hence, the Board believe that to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations/sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.
- 8.8. By Article 37 of the Articles of Association of the Company, the Company is authorised to reduce its share capital in any manner and by the provisions of the Companies Act, 2013.

9. EFFECTS OF THE SCHEME

- 9.1. As at 31st March 2025, the Company has Accumulated Losses of Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".
- 9.2. The Net worth of the Company as on 31st March 2025 is of Rs. (42,72,000)/- The losses were on account of adverse market conditions and accumulated in the past 5 years as under :



Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Networth E=A+B+C+D (Rs.)
2020-21	10,00,46,000	-	64,61,260	(5,54,230)	10,59,53,030
2021-22	10,00,46,000	-	59,07,030	(11,24,000)	10,48,29,030
2022-23	10,00,46,000	-	47,83,000	(19,51,000)	10,28,78,000
2023-24	10,00,46,000	-	28,32,000	(7,68,60,000)	2,60,18,000
2024-25	(10,43,18,000)	-	(7,40,28,000)	(3,02,90,000)	(42,72,000)*

- (Paid Up capital reduced by earlier losses plus current year profit/losses)

- 9.3. As on 31st March 2025 the company has accumulated losses of Rs. 10,43,18,000 /- . Therefore, the Company proposes to utilize balance of Rupees 9,90,45,540 out of Accumulated Losses of Rs. 10,43,18,000 /- against Rs. 10,00,46,000/- paid up , issued, subscribed equity capital of the company consists of 1,00,04,600 Equity Shares of Rs.10/- each.
- 9.4. The pre and post reduction of issued, subscribed & Paid-Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	(Amount in Rs.)		
	Capital of the company as on 31 st March 2025 (Rs.)	Proposed Utilization against the accumulated losses (Rs.)	Balance capital post Capital Reduction (Rs.)
Paid-up capital	10,00,46,000	9,90,45,540	10,00,460



Through this proposed scheme the company propose to reduce the capital to the extent of 99% percent of the present existing issued, subscribed and paid up capital of the company.

Note : *The company has taken into account the financial positions for past 5-years.*

9.5. ACCOUNTING TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for the reduction of share capital in its books of accounts by applicable accounting standards and other accounting principles.

9.5.1 With effect from the Appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per clause 9.4 above shall be reduced from the Equity Share Capital of the company and correspondingly from the debit balance of the Profit and Loss account of the Company.

9.5.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions and laws for the time being in force.

9.6. **Post Reduction the capital of the Company:** Upon the Scheme being effective, issued, subscribed & Paid-Up Capital of the Company will be Rs.10,00,460/- (Rupees Ten Lakhs Four Hundred and Sixty Only), consisting of 1,00,046 (One Lakhs Forty Six) equity shares of Rs. 10/- each.

9.7. FRACTIONAL SHRAES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. The company will set up a trust to deal with the fractional shares headed by the Chairman of the Audit Committee.



On allotment of the fractional shares to the chairman of the audit committee, the shares will be sold in the open market within 90 days from the date of allotment of shares and based on the entitlement of fractional shareholders

If any amount not claimed or debited to the said fractional shareholders, the trust as created above, transfers the unclaimed amount within 120 days from the expiry of the negotiable instrument to the Investor Education and Protection Fund (IEPF) of SEBI, and a report will be filed with SE.

The company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the company has compensated the eligible shareholders, and the company will submit such reports within 7 days of compensating the shareholders.

10. PRE AND POST SHAREHOLDING PATTERN

- 10.1. Pending convertible warrants into equity shares: There were no convertible warrants to be converted into equity shares pending for allotment in the company.
- 10.2. Partly Paid Up Shares: The company does not have any partly paid up shares as on date.
- 10.3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of the reduction of capital of the Company. The pre- & post Shareholding pattern of the company as effective date is as under:

Category	Particulars	Before the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	11,05,700	11.05	11,055	11.05
(B)	Public	88,98,900	88.95	88,991	88.95
	TOTAL	1,00,04,600	100	1,00,046	100



- 10.4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of the reduction of capital of the Company.
- 10.5. This Scheme Solely provide for writing off the accumulated business losses of the company against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis and/or against the reserves of the company.

11. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES

- 11.1. The said new Equity Shares issued and allotted by the Company in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- 11.2. The shares to be issued to the members of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and shall have the same ratio.
- 11.3. The Company shall issue Equity shares within 90 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s), whichever is later.
- 11.4. The company will make necessary applications to the NSDL & CDSL, the depository for admission of the new capital of the company to be raised on account of the Reduction of capital of the Company.

11.5. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders

Those shareholders whose holding is presently in physical code, the company will issue and allot entitled shares post reduction of capital, new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital. And the old share certificates held by them in



the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date. The Company, instead of requiring the surrender of the old share certificates, as above, directly issues and dispatches the new share certificates of the Company in lieu thereof.

12. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on the BSE. Hence, the designated stock exchange shall be BSE.

13. COMPLIANCE WITH LISTING AGREEMENT

- 13.1. Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the listing benefits of the Company on the BSE, where the shares of the Company are listed, shall continue, and the Company will comply with the applicable provisions of the SEBI (LODR) Regulations, 2015 and Listing Agreement with the BSE.

The Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary by the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per the SEBI (LODR) Regulations, 2015. On such formalities being fulfilled, the said Stock exchanges shall list and/or admit such equity shares also for trading.

- 13.2. To issue equity shares to the shareholders of the Company, shall, if and to the extent required, apply for and obtain the required statutory approvals, including approval of the Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares
- 13.3. The New Equity shares issued and allotted to the members post reduction of the capital of the company under this scheme may be listed and/or admitted to trading on the Bombay Stock Exchange (BSE), where the shares of the Company are listed and/or admitted to trading in terms of the applicable bye-laws and regulations.



PART D

GENERAL TERMS AND CONDITIONS

14. CONDUCT OF BUSINESS BY THE COMPANY

The Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the ordinary course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company during the course or after the approval of the Scheme.

15. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of the agreement/settlement entered into with the employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

16. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of business. The Creditors of the company will not be affected by this reduction of capital as their claim has not been diluted or altered, or alienated directly or indirectly for this Capital Reduction.



Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors/lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

17. CHANGE OF MANAGEMENT

There will be no change in Management or shareholding of the promoters on account of Reduction of capital.

18. LEGAL PROCEEDINGS

Without prejudice to the foregoing, if any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature by or against the Company is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected because of this reduction of share capital or anything contained in this Scheme, but the proceedings of the Company will be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company before this Scheme.

19. CONTRACTS, DEEDS, AGREEMENTS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Company is a party subsisting or affecting immediately on the Effective Date, shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced by or against the Company as fully and as before this Scheme.



20. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application/petition under Section 66, read and other applicable provisions of the Act, read with Rules framed thereunder, to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently, the Registered Office of the Company is located in the State of Tamil Nadu under the jurisdiction of the Registrar of Companies, Chennai. Hence, for all purposes the NCLT jurisdiction in Chennai, Tamil Nadu and Registrar of Companies at Chennai has exclusive jurisdiction on the subject matter.

21. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 21.1. The Company, by its Board or such other committee/person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and/or consent to any modifications/amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.
- 21.2. The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether because of any directive or order of any authority or howsoever, arising out of or under or by the Scheme and/or any matter concerned or connected therewith.
- 21.3. The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so mutually agreed in writing by the Company.



22. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

- 22.1. The Scheme being approved by the shareholders of the Company by way of a Special resolution in a general meeting of the Company;
- 22.2. The Company will file the scheme as per Regulation 37 with recognised stock exchanges, BSE, for disclosures.
- 22.3. The Scheme being sanctioned by the NCLT under Section 66 of the Act and the Rules framed thereunder;
- 22.4. Certified true copy of the Order being filed with the Registrar of Companies, by the Company.

23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals referred to in the Clause 9, 11 and 13 being denied or not being available, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

24. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

25. SEVERABILITY

If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board, affect the adoption, validity or interpretation of the other parts and/or provisions of this Scheme. It is hereby clarified that the Board, in their absolute discretion, may adopt any part of this Scheme or declare



the entire Scheme to be null and void, and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the Company or its shareholders or creditors or Employees or any other person.

26. COSTS, CHARGES AND EXPENSES

All costs, charges, duties and levies (except for stamp duty costs) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Company.

27. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act is as follows:

"(a) The Issued, subscribed and Paid-up capital of the company is of Rs. 10,00,46,000 /- (Rupees Ten Crore Forty Six Thousand only) consisting of 1,00,04,600 (One Crore Four Thousand six Hundred) equity shares of Rs.10/- each will be reduced to Rs.10,00,460/- (Rupees Ten Lakhs Four Hundred Sixty Only), consisting of 1,00,046 (One Lakhs Forty Six) equity shares of Rs. 10/- each."

(b)The Company shall not be required to use the words "AND REDUCED" as part of its corporate name, and such use is dispensed with.

28. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

28.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be, in terms of this Scheme, shall be subject to the provisions of the Companies Act, 2013, and rules framed thereunder, read with the provisions of the Memorandum and Articles of Association of the Company.

28.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having the same ratio.



28.3 New Equity shares of the Company issued may be listed and/or admitted to trading on the Bombay Stock Exchange (BSE), where the shares of the Company are listed and/or admitted to trading in terms of the applicable bye-laws and regulations.

28.4 The Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary by the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled, the said Stock exchanges shall list and/or admit such equity shares also for trading.

28.5 For issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals, including approval of the Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares.

28.6 The Equity Shares to be issued by the Company under this Reduction of capital, in respect of Equity Shares which are not fully paid up, shall also be kept in abeyance.

28.7 The Company shall issue Equity shares within 90 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s), whichever is later.

28.8. The company will make necessary application to the NSDL & CDSL, the depository for admission of the new capital of the company to be raised on account of the Reduction of capital of the Company.

29. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof. The Company may, instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof. In the case of shares held in dematerialised and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.



Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

Certified true copy

For INTEGRATED HITECH LIMITED



Ramesh Chandra Mishra

Director

DIN: 00206671

Dated on this June 21 , 2025 at Chennai

AJM/CERT/158/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008

We, the statutory auditors of INTEGRATED HITECH LIMITED, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 9.5 of the Draft Scheme of arrangement of reduction of share capital of INTEGRATED HITECH LIMITED in terms of the provisions of section(s) 66 of Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013 and/or the accounting treatment in respect of financial statements of the company as prescribed by the Institute of Chartered Accountants of India as specified under Section 143(10) of the Act which prevail over the accounting treatment for the same as prescribed under the aforesaid Accounting Standards (wherever applicable), except the following: Not Applicable.

REASON OF LOSSES AND COMMENTS/OPINION ON THE REASON FOR LOSSES:

As per management representation, received from company, main object given in MOA of the company and details given in financial statement we have noted that the company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Hence it has incurred losses.

We are opined/commented that above stated loss is genuine loss and it was occurred due to change in market conditions and it is business losses.



No.5, Lakshmipuram 1st Street, Delvasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014.
Tel : +91-44-2811 6003-4 / 2811 1712, 7667034935, E-mail : info@ajohnmoris.com, Website : www.ajohnmoris.com

Branches : Ahmedabad / Bengaluru / Bhubaneswar / Chittoor / Coimbatore / Delhi / Erode / Guwahati /
Hyderabad / Jharkand / Kochi / Madurai / Mumbai / Nagercoil / Nagpur / Surat / Thrissur / Tirunelveli /
Tiruppur / Trivandrum / Tuticorin / Visakhapatnam

This Certificate is issued at the request of the INTEGRATED HITECH LIMITED pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Bombay Stock Exchange.
This Certificate should not be used for any other purpose without our prior written consent.

For A John Moris & Co.
Chartered Accountants
Firm Registration No. - 007220 S

(CA S Murali kanna)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKU2080



Place: Chennai
Date: 04.08.2025

AJM/CERT/159/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Monith Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having office at No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable as the scheme of arrangement is for reduction of share capital of the Company.

For A John Moris & Co,
Chartered Accountants
Firm Registration No.: - 007220 S


(CA S Murali Kannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKV1748

Place: Chennai
Date: 04.08.2025

AJM/CERT/160/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having office at No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(a) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable as the scheme of arrangement is for reduction of share capital of the Company.

For A John Moris & Co,
Chartered Accountants
Firm Registration No.: 007220 S


(CA S Murali kannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDL4071

Place: Chennai
Date: 04.08.2025

AJM/CERT/165/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008

Sub: Certificate relating to Networth Certificate (excluding Revaluation Reserve) together with related workings Pre and post Scheme for the Transferee and/or resulting company connected the capital reduction/reorganization, and to the Scheme of Reduction of Company M/s. INTEGRATED HITECH LIMITED having CIN : L72300TN1993PLC024583 under section 66 of the Companies Act, 2013 and NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016.

Dear Sir,

We A John Moris & Co, Chartered Accountants, the Statutory Auditors of M/s. Integrated Hitech Limited having CIN : L72300TN1993PLC024583, a company incorporated under the Companies Act, 1956 having its Registered Office at 150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai, Tamil Nadu, India, 600008 ("the Company") has examined the Books of Accounts of the company and certify that:

The Networth of the Company as on 31-03-2025 is as under:

Particulars	Amount (Rs.)
Paid Equity Share Capital 1,00,04,600 Equity Shares of Rupees 10/- each	10,00,46,000
Reserves & Surplus	
a. Securities Premium	-
b. Profit & Loss A/c (31/03/2025)	(3,02,90,000)
c. Earlier years Retained Earnings	(7,40,28,000)
Less: Misc. Expenses (to the extent not written off)	-
Preliminary Expenses	-
NET WORTH AS ON 31-03-2025	(42,72,000)
As per cl. 9.6 the Scheme of arrangements the post reduction, the capital of the company (99% reduction of Capital) proposed. This proposed capital will be consist of 1,00,046 equity shares of face value of Rs.10/- each.	10,00,460



No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014.
Tel : +91-44-2811 6003-4 / 2811 1712, 7667034935, E-mail : info@ajohnmoris.com, Website : www.ajohnmoris.com

Branches : Ahmedabad / Bengaluru / Bhubaneswar / Chittoor / Coimbatore / Delhi / Erode / Guwahati / Hyderabad / Jharkand / Kochi / Madurai / Mumbai / Nagercoil / Nagpur / Surat / Thrissur / Tirunelveli / Tiruppur / Trivandrum / Tuticorin / Visakhapatnam

For A John Moris & Co.,
Chartered Accountants
Firm Registration No. :- 0072208

S. Murali Kannan

S Murali Kannan
(Partner)
M.No. 211698
UDIN: 25211698BMIDLC3638

Place: Chennai
Date: 04-08-2025



AJM/CERT/162/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having office at No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that the reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve in the matter of Reduction of Share Capital are as under:

1. The reason for the capital reduction/ reorganization of capital of the Company:

- 1.1 The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Hence it has incurred loss.
- 1.2 The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the Company suffered. The Board could not scale up the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- 1.3 In light of the above rational and the accumulated losses that are carried forward year on year, in view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the management of the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that will be required has been considered for development and for achieving the same the Company will require would need huge amount of investment both in terms of equity as well as debt.
- 1.4 The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.



No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014,
Tel : +91-44-2811 6003-4 / 2811 1712, 7667034935, E-mail : info@ajohnmoris.com, Website : www.ajohnmoris.com

Branches : Ahmedabad / Bengaluru / Bhubaneswar / Chittoor / Coimbatore / Delhi / Erode / Guwahati /
Hyderabad / Jharkand / Kochi / Madurai / Mumbai / Nagercoil / Nagpur / Surat / Thrissur / Tirunelveli /
Tiruppur / Trivandrum / Tuticorin / Visakhapatnam

- 1.5 The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders and other stakeholders.
- 1.6 The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- 1.7 The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid-up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- 1.8 The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- 1.9 The reduction of Capital does not neither result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.
2. **Relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve:**
 - 2.1 Provision of section 133 of the Companies Act, 2013 read with Rules framed thereunder, and Generally Accepted Principles in India are relevant provisions for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve. The extract of the provision of Section 133 is as given under:

"The Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949, in consultation with and after examination of the recommendations made by the National Financial Reporting Authority.

Provided that until the National Financial Reporting Authority is constituted under section 132 of the Companies Act, 2013 (18 of 2013), the Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949 (38 of 1949), in consultation with and after examination of the recommendations made by National Advisory Committee on Accounting Standards Constituted under section 210A of the Companies Act, 1956."



For A John Moris & Co.,
Chartered Accountants
Firm Registration No.: - 007220 S


(CA S Muralikannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKW1499

Place: Chennai
Date: 04.08.2025

AJM/CERT/163/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having registered office at No.5, Lakshmiapuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that the Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized in the matter of Reduction of Share Capital:

Nature of reserves	Amount (Rs.)
Retained Earnings (Profit and loss A/c)	10,43,18,000
Capital redemption reserve	0
Other reserves	0
Capital reserve	0
Securities premium	0
General reserve	0
TOTAL	10,43,18,000

For A John Moris & Co.,
Chartered Accountants
Firm Registration No.: - 007220 S

S. Murali Kannan

(CA S Murali Kannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKX1250



Place: Chennai
Date: 04.08.2025

AJM/CERT/167/2025-26

To,

The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having registered office at No.5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that the accumulated losses in the matter of the Capital Reduction of last 5 (Five) financial years are as follows:

Financial Year	Year wise Profit/(Losses) (Rs.)	Net worth after adjustment of Profit / (Losses) (Rs.)
2020-21	(5,54,230)	10,59,53,030
2021-22	(11,24,172)	10,48,28,858
2022-23	(19,51,247)	10,28,76,000
2023-24	(7,68,59,687)	2,60,17,829
2024-25	(3,02,90,245)	(42,72,415)

For A John Moris & Co.,
Chartered Accountants
Firm Registration No.: - 007220 S

S. Murali Kannan

(CA S Murali Kannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKY9753



Place: Chennai
Date: 04.08.2025

AJM/CERT/166/2025-26

To,
The Board of Directors,
INTEGRATED HITECH LIMITED
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore,
Chennai, Tamil Nadu, India, 600008.

We A John Moris & Co, Chartered Accountants, having office at No.5, Lakshmiapuram 1st Street, Deivasigamani Road (Near Music Academy), Royapettah, Chennai - 600 014, FRN: 007220 S Auditors of INTEGRATED HITECH LIMITED hereby undertake and certify that the Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment in the matter of Reduction of Share Capital:

Provision of section 133 of the Companies Act, 2013 read with Rules framed thereunder, and Generally Accepted Principles in India are relevant provisions for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve. The extract of the provision of Section 133 is as given under:

"The Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949, in consultation with and after examination of the recommendations made by the National Financial Reporting Authority.

/Provided that until the National Financial Reporting Authority is constituted under section 132 of the Companies Act, 2013 (18 of 2013), the Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949 (38 of 1949), in consultation with and after examination of the recommendations made by National Advisory Committee on Accounting Standards Constituted under section 210A of the Companies Act, 1956."

For A John Moris & Co,
Chartered Accountants
Firm Registration No.: - 007220 S

(CA S Murali kannan)
Partner
Mem. No.: 211698
UDIN: 25211698BMIDKZ8019

Place: Chennai
Date: 04.08.2025

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

I Ramesh Chandra Mishra Director of the Company hereby undertake that Valuation report from Registered Valuer, along with workings, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ["SEBI Master Circular"] is not applicable to the Scheme of arrangement as this is case of reduction of share capital of the Company.

For Integrated Hitech Limited,



Ramesh Chandra Mishra

Director

DIN: 00206671



Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008
Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072
Mobile No: 9223400434, Contact No: 044-42145221
Email id : easitax.ihl@gmail.com ; Website : easitax.com ;
GST NO : 33AAACI6420R1ZE

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF INTEGRATED HITECH LIMITED HELD ON SATURDAY, 21st JUNE, 2025 AT 2:00 PM AT THE REGISTERED OFFICE OF THE COMPANY.

Subject: Non Applicability Valuation report from Independent Chartered Accountant as per Para I(A)(4) of Annexure I of SEBI Circular No. SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ["SEBI Master Circular"] dated June 20, 2023.

"RESOLVED THAT the Board hereby take on record the fact that the Reduction of share capital of the company has not resulted into any change in the Shareholding Pattern of the company post reduction of share capital of the company."

"RESOLVED FURTHER THAT Valuation report from Independent Chartered Accountant as per Para I(A)(4) of Annexure I of SEBI Circular No. SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ["SEBI Master Circular"] dated June 20, 2023 be and is hereby not applicable to the Reduction of share capital of the company."

//CERTIFIED TRUE COPY//

For Integrated Hitech Limited,



Ramesh Chandra Mishra
Director
DIN: 00206671

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008
Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072
Mobile No: 9223400434, Contact No: 044-42145221
Email id : easitax.ihl@gmail.com ; Website : easitax.com ;
GST NO :33AAACI6420R1ZE

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN INTEGRATED HITECH LIMITED AND ITS SHAREHOLDERS ADOPTED AT ITS MEETING HELD ON 21ST JUNE, 2025.

The following members of the Audit Committee were present:

Sr. No	Name	Designation
1	Mrs. Sushama Anuj Yadav	Chairman (Independent non-executive Director)
2	Mrs. Aakansha Vaid	Independent non-executive Director

1. Background

A meeting of the Audit Committee of the Company was held on Saturday 21st June, 2025 to consider and recommend to the Board of Directors of the Company, the draft Scheme for reduction of Share Capital ("Scheme") under Section 66 of the Companies Act, 2013 (including other applicable provisions of the Act and the rules framed there under of Suncity Synthetics Limited (herein after referred as "the Company") with its shareholders, in accordance with the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023 ("Master Circular"), the rules thereof, and BSE Notice No. 20230929-30 dated 29.09.2023 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("the Rules") including any amendments thereof, as applicable.

The Scheme provides that the accumulated losses of up to Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only) as on 31 March 2025, be adjusted from the issued, subscribed and paid-up equity share capital of the Company of Rs. 10,00,46,000/- (Ten Crore Ninety Forty Six Thousand only) from 1,00,04,600 Equity Shares of face value of Rs.10/- each leaving a balance of Rs. 10,00,460/- consist of 1,00,046 equity shares of face value of Rs. 10/- each. I.e. about 99% of the issued, subscribed and paid up share capital of the Company, without payment of any consideration to the members from the paid up capital of the company as the said amount is not re-presented any asset of the Company.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

The draft scheme is and shall be conditional upon and subject to:

- a) Approval of the Board and the members of the Company through special resolution in terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023;
- b) Since there were no extinguishment of any creditors right, the approval of the creditors of the Company is not applicable. The Company will follow any direction as prescribed under the Act and/or as may be directed by the National Company Law Tribunal, Mumbai Bench ("NCLT"), and/or any other appropriate authority as may be applicable;
- c) The Company will obtain the observation letter/no-objection letter from the relevant stock exchange for the implementation of the Scheme. BSE is the designated stock exchange;
- d) Sanction by the NCLT under Section 66 and any other applicable provision of the Act;
- e) Certified copy of the order of the NCLT sanctioning the Scheme and the minute of the reduction being filed with the Registrar of Companies, Chennai, Tamilnadu ROC') by the Company; and
- f) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of the Scheme.

This report of the Audit Committee is made in compliance with the requirement of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023 ('SEBI Master Circular') read with BSE notice no. 20230929-30 dated 29.09.2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange and Board of India ('SEBI') as amended from time to time, which requires the Audit Committee to submit its report to the Board, that the draft Scheme of the reduction of capital of the Company is not detrimental to the shareholders of the Company.

- The following documents were placed before the Audit Committee:
- Draft Scheme for reduction of Capital;

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore, Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East, Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- Audited Financial Statements of the Company for the year ended March 31, 2025;
- Valuation Report received from the registered valuer (securities and Financial Assets) M/s. Jay Ashok Shah Chartered Accountant
- A certificate from the statutory auditors of the Company, M/s. A. John Morris & Co, Chartered Accountants, confirming that the proposed accounting treatment in the books of the Company relating to the reduction of share capital of the Company as set out in Clause 9.5 of the draft Scheme is outside the purview of the applicable accounting standards as specified under Section 133 of the Companies Act, 2013.

In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

Following documents were considered by the Committee:

- a. Draft Scheme for reduction of Capital;
- b. Audited Financial Statements of the Company for the year ended March 31, 2025;
- c. Valuation Report received from the registered valuer (securities and Financial Assets) M/s. Jay Ashok Shah Chartered Accountant
- d. A certificate from the statutory auditors of the Company, M/s. John Morris & Co. Chartered Accountants, confirming that the proposed accounting treatment in the books of the Company relating to the reduction of share capital of the Company as set out in Clause 9.5 of the draft Scheme is outside the purview of the applicable accounting standards as specified under Section 133 of the Companies Act, 2013.

In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

- e. Draft undertaking to be given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : casitax.ihl@gmail.com ; Website : casitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable to the Scheme along with draft certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. PROPOSED SCHEME FOR REDUCTION OF CAPITAL:

The Audit Committee reviewed and considered the draft Scheme for reduction of Share capital of the Company on the following grounds:

A. NEED AND RATIONALE FOR THE PROPOSED SCHEME FOR REDUCTION OF SHARE CAPITAL:

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner subject to compliance of the Listing Regulations and the SEBI Circular;

The accumulated carry forward losses resulting from the cessation of business operations, have substantially wiped off the value represented by the Share Capital. thus, the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and the reflected liabilities and assets Company in its books of accounts.

3. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- i. The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Also, the company based on customers requirements developed certain customized software's and marketed the same through the subsidiaries but due to lack of funds and technical upgradation knowhow, the software's were could not meet with the required results resulting in business losses. Hence it has incurred losses.
- ii. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the Company suffered. The Board could not scale up the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore, Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East, Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- iii. In light of the above rational and the accumulated losses that are carried forward year on year , in view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the management of the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that will be required has been considered for development and for achieving the same the Company will require would need huge amount of investment both in terms of equity as well as debt.
- iv. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.
- v. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders and other stakeholders.
- vi. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- vii. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid-up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- viii. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- ix. The reduction of Capital does not neither result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024563

4. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

Here the Scheme of arrangement is for reduction of share capital of the Company which provide following benefits:

- i. The Company's book would more accurately represent its financial position.
- ii. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- iii. This reduction of capital of the company will help the company to raise fresh capital on a private placement basis.
- iv. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- v. The Scheme is only for the reduction of share capital of the Company, and it does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
- vi. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company, and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- vii. Hence, to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations/sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

5. IMPACT OF THE SCHEME ON THE SHAREHOLDERS

- a. As at 31st March 2025, the Company has Accumulated Losses of Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore, Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East, Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : casitax.ihl@gmail.com ; Website : casitax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- b. The Net worth of the Company as on 31st March 2025 is of Rs. (42,72,000)/-. The losses were on account of adverse market conditions and accumulated in the past 5 years as under :

Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Networth E=A+B+C+D (Rs.)
2020-21	10,00,46,000	-	64,61,260	(5,54,230)	10,59,53,030
2021-22	10,00,46,000	-	59,07,030	(11,24,000)	10,48,29,030
2022-23	10,00,46,000	-	47,83,000	(19,51,000)	10,28,78,000
2023-24	10,00,46,000	-	28,32,000	(7,68,60,000)	2,60,18,000
2024-25	(10,43,18,000)	-	(7,40,28,000)	(3,02,90,000)	(42,72,000)*

- (Paid Up capital reduced by earlier losses plus current year profit/losses)

- c. As on 31st March 2025 the company has accumulated losses of Rs. 10,43,18,000 /-. Therefore, the Company proposes to utilize balance of Rupees 9,90,45,540 out of Accumulated Losses of Rs. 10,43,18,000 /- against Rs. 10,00,46,000/- paid up, issued, subscribed equity capital of the company consists of 1,00,04,600 Equity Shares of Rs.10/- each.
- d. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	(Amount in Rs.)		
	Capital of the company as on 31 st March 2025 (Rs.)	Proposed Utilization against the accumulated losses (Rs.)	Balance capital post Capital Reduction (Rs.)
Paid-up capital	10,00,46,000	9,90,45,540	10,00,460

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

SCHEME NOT DETRIMENTAL TO THE SHAREHOLDERS OF THE COMPANY:

In terms of the draft Scheme, upon the scheme becoming effective the accumulated losses of accumulated losses of up to Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only) as on 31 March 2025, be adjusted from the issued, subscribed and paid-up equity share capital of the Company of Rs. 10,00,46,000/- (Ten Crore Ninety Forty Six Thousand only) from 1,00,04,600 Equity Shares of face value of Rs.10/- each leaving a balance of Rs. 10,00,460/- consist of 1,00,046 equity shares of face value of Rs. 10/- each. i.e. about 99% of the issued, subscribed and paid up share capital of the Company. The Capital reduction will not cause any prejudice to the shareholders of the company, as it does not entail any discharge of consideration by the Company in form of cash, or otherwise.

The Company's equity capital structure and the shareholding pattern subsequent to the Scheme will remain unchanged and this reduction will allow the creation of distributable reserves in future for dividend which may get held up due to accumulated losses.

The Committee is of the informed opinion that the proposed scheme is in the best interest of the shareholders of the company and not detrimental to the interest of the shareholders and it has no adverse impact on any shareholders.

6. COST BENEFITS ANALYSIS OF THE SCHEME OR OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- The Company's book would more accurately represent its financial position.
- The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- This reduction of capital of the company will help the company to raise fresh capital by private placement basis and other mode of capital raising.
- The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in Favor of the Company.
- This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.lhl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

- h. By virtue of article 14 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

7. RECOMMENDATION /COMMENTS BY THE AUDIT COMMITTEE ON THE SCHEME

Taking into consideration the proposed Scheme, other information's and Valuation report received from the registered valuer (Securities and Financial Assets) M/s. Jay Ashok Shah Chartered Accountant having Registration No. IBBI/RC/07/2022/14720, draft accounting treatment certificate and draft certificates from the statutory auditor, and considering the above rationale of the Scheme, the Audit Committee confirms that the proposed Scheme is not detrimental to any of the shareholders of the Company and is in the best interest of the Company and its shareholders, creditors, and all other stakeholders.

Thus, the Audit Committee hereby recommends the proposed Scheme to the Board of Directors of the Company for its consideration and approval and to proceed with the designated SE for obtaining the in- principle approval accordingly.

By Order of the Audit Committee

Certified true copy

For Integrated Hitech Limited,



Ramesh Chandra Mishra
Director
DIN: 00206671

Dated on this June 21, 2025 at Chennai.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008
Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072
Mobile No: 9223400434, Contact No: 044-42145221
Email id : casitax.jhl@gmail.com ; Website : casitax.com ;
GST NO :33AAACI6420R1ZE

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF INTEGRATED HITECH LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN INTEGRATED HITECH LIMITED AND ITS SHAREHOLDERS.

The following Independent Directors were present:

1. Mrs. Sushama Anuj Yadav
2. Mrs. Aakansha Vaid

The Committee of Independent Directors unanimously elected Mrs. Sushama Anuj Yadav as the Chairman of the meeting. Thereafter, she took the chair and presided over the meeting.

1. Background

A meeting of the Independent Directors Committee of the Company was held on Saturday 21st June, 2025 to consider and recommend to the Board of Directors of the Company, the draft Scheme for reduction of Share Capital ("Scheme") under Section 66 of the Companies Act, 2013 (including other applicable provisions of the Act and the rules framed there under of Suncity Synthetics Limited (herein after referred as "the Company") with its shareholders, in accordance with the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023 ("Master Circular"), the rules thereof, and BSE Notice No. 20230929-30 dated 29.09.2023 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("the Rules") including any amendments thereof, as applicable.

The Scheme provides that the accumulated losses of up to Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only) as on 31 March 2025, be adjusted from the issued, subscribed and paid-up equity share capital of the Company of Rs. 10,00,46,000/- (Ten Crore Ninety Four Six Thousand only) from 1,00,04,600 Equity Shares of face value of Rs.10/- each leaving a balance of Rs. 10,00,460/- consist of 1,00,046 equity shares of face value of Rs. 10/- each. i.e. about 99% of the issued, subscribed and paid up share capital of the Company, without payment of any consideration to the members from the paid up capital of the company as the said amount is not re-presented any asset of the Company.



Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore, Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East, Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.ihl@gmail.com ; Website : easitax.com ;

GST NO :33AAACI6420R1ZE

INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

The draft scheme is and shall be conditional upon and subject to:

- a) Approval of the Board and the members of the Company through special resolution in terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023;
- b) Since there were no extinguishment of any creditors right, the approval of the creditors of the Company is not applicable. The Company will follow any direction as prescribed under the Act and/or as may be directed by the National Company Law Tribunal, Mumbai Bench ("NCLT"), and/or any other appropriate authority as may be applicable;
- c) The Company will obtain the observation letter/no-objection letter from the relevant stock exchange for the implementation of the Scheme. BSE is the designated stock exchange;
- d) Sanction by the NCLT under Section 66 and any other applicable provision of the Act;
- e) Certified copy of the order of the NCLT sanctioning the Scheme and the minute of the reduction being filed with the Registrar of Companies, Chennai, Tamilnadu ROC) by the Company; and
- f) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of the Scheme.

This report of the Independent Directors Committee is made in compliance with the requirement of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023 ("SEBI Master Circular") read with BSE notice no. 20230929-30 dated 29.09.2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange and Board of India ("SEBI") as amended from time to time, which requires the Independent Directors Committee to submit its report to the Board, that the draft Scheme of the reduction of capital of the Company is not detrimental to the shareholders of the Company.

- The following documents were placed before the Independent Directors Committee.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008
Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072
Mobile No: 9223400434, Contact No: 044-42145221
Email id : casitax.ihl@gmail.com ; Website : casitax.com ;
GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- Draft Scheme for reduction of Capital;
- Audited Financial Statements of the Company for the year ended March 31, 2025;
- Valuation Report received from the registered valuer (securities and Financial Assets) M/s. Jay Ashok Shah Chartered Accountant
- A certificate from the statutory auditors of the Company, M/s. A. John Morris & Co, Chartered Accountants, confirming that the proposed accounting treatment in the books of the Company relating to the reduction of share capital of the Company as set out in Clause 9.5 of the draft Scheme is outside the purview of the applicable accounting standards as specified under Section 133 of the Companies Act, 2013.

In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

Following documents were considered by the Committee:

- a. Draft Scheme for reduction of Capital;
- b. Audited Financial Statements of the Company for the year ended March 31, 2025;
- c. Valuation Report received from the registered valuer (securities and Financial Assets) M/s. Jay Ashok Shah Chartered Accountant
- d. A certificate from the statutory auditors of the Company, M/s. A. John Morris & Co, Chartered Accountants, confirming that the proposed accounting treatment in the books of the Company relating to the reduction of share capital of the Company as set out in Clause 9.5 of the draft Scheme is outside the purview of the applicable accounting standards as specified under Section 133 of the Companies Act, 2013.

In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008
Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072
Mobile No: 9223400434, Contact No: 044-42145221
Email id : casitax.ihl@gmail.com ; Website : casitax.com ;
GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- e. Draft undertaking to be given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part 1 of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable to the Scheme along with draft certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. Comments by the Independent Directors Committee on the Scheme

2.1 NEED FOR THE PROPOSED SCHEME FOR REDUCTION OF SHARE CAPITAL:

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner subject to compliance of the Listing Regulations and the SEBI Circular;

The accumulated carry forward losses resulting from the cessation of business operations, have substantially wiped off the value represented by the Share Capital. thus, the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and the reflected liabilities and assets Company in its books of accounts.

2.2 RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- a. The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Also, the company based on customers requirements developed certain customized software's and marketed the same through the subsidiaries but due to lack of funds and technical upgradation knowhow, the software's were could not meet with the required results resulting in business losses. Hence it has incurred losses.
- b. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- c. In light of the above rational and the accumulated losses that are carried forward year on year, in view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : egasitax.ihl@gmail.com ; Website : egasitax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

value addition to the shareholders, the management of the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that will be required has been considered for development and for achieving the same the Company will require would need huge amount of investment both in terms of equity as well as debt.

- d. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.
- e. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.
- f. The proposed reduction of share capital also does not envisage any pay out to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- g. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- h. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- i. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

2.3 SYNERGIES OF BUSINESSES OF THE ENTITIES INVOLVED IN THE SCHEME

Here the Scheme of arrangement is for reduction of share capital of the Company which provide following benefits:

- a. The Company's book would more accurately represent its financial position.
- b. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- c. This reduction of capital of the company will help the company to raise fresh capital by private placement basis and other mode of capital raising.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : gasitax.ihl@gmail.com ; Website : gasitax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- d. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- e. The Scheme is only for the reduction of share capital of the Company, and it does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
- f. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company, and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- g. Hence, to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations/sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

2.4 IMPACT OF THE SCHEME ON THE SHAREHOLDERS

- a. As at 31st March 2025, the Company has Accumulated Losses of Rs. 10,43,18,000 /- (Rupees Ten Crore Forty Three Lakhs Eighteen Thousand Only). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".
- b. The Net worth of the Company as on 31st March 2025 is of Rs. (42,72,000)/- . The losses were on account of adverse market conditions and accumulated in the past 5 years as under :

Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Network E=A+B+C+D (Rs.)
2020-21	10,00,46,000	-	64,61,260	(5,54,230)	10,59,53,030
2021-22	10,00,46,000	-	59,07,030	(11,24,000)	10,48,29,030
2022-23	10,00,46,000	-	47,83,000	(19,51,000)	10,28,78,000
2023-24	10,00,46,000	-	28,32,000	(7,68,60,000)	2,60,18,000
2024-25	(10,43,18,000)	-	(7,40,28,000)	(3,02,90,000)	(42,72,000)*

- (Paid Up capital reduced by earlier losses plus current year profit/losses)
- c. As on 31st March 2025 the company has accumulated losses of Rs. 10,43,18,000 /- . Therefore, the Company proposes to utilize balance of Rupees 9,90,45,540 out of Accumulated Losses of Rs. 10,43,18,000 /- against Rs. 10,00,46,000/- paid up , issued, subscribed equity capital of the company consists of 1,00,04,600 Equity Shares of Rs.10/- each.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easytax.ihl@gmail.com ; Website : easytax.com ;

GST NO :33AAACI6420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

- d. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	(Amount in Rs.)		
	Capital of the company as on 31 st March 2025 (Rs.)	Proposed Utilization against the accumulated losses (Rs.)	Balance capital post Capital Reduction (Rs.)
Paid-up capital	10,00,46,000	9,90,45,540	10,00,460

3. REASON OF LOSSES AND COMMENTS/OPINION ON THE REASONS FOR LOSSES:

The company in the past 15 years invested in the development of various Income Tax related software and the investment was eroded as the technology has become obsolete and expenses on Human Resources, working capital become converted into losses, the company could not able to meet the changed scenario and compete in the market. Also, the company based on customers requirements developed certain customized software's and marketed the same through the subsidiaries but due to lack of funds and technical upgradation knowhow, the software's were could not meet with the required results resulting in business losses. Hence it has incurred losses.

The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the Company suffered. The Board could not scale up the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

The committee is opined / commented that above stated loss is genuine loss and it was occurred due to change in market condition and it is business losses.

4. RECOMMENDATION OF THE INDEPENDENT DIRECTOR COMMITTEE

Taking into consideration the proposed Scheme, other information's and Valuation report received from the registered valuer (Securities and Financial Assets) M/s. Jay Achok Shah Chartered Accountant having Registration No. 1001/RC/07/2022/14720, draft accounting treatment certificate and draft certificates from the statutory auditor,

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : easitax.lhl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE



INTEGRATED HITECH LIMITED

CIN: L72300TN1993PLC024583

and considering the above rationale of the Scheme, the Independent Directors Committee confirms/ opined that the proposed Scheme of reduction is not detrimental to any of the shareholders of the Company and is in the best interest of the Company and its shareholders, creditors, and all other stakeholders.

Thus, the Independent Directors Committee hereby also recommends the proposed Scheme to the Board of Directors of the Company for its consideration and approval and it is in the interest of the shareholders and Company.

By Order of the Committee Independent Directors

Certified true copy

For Integrated Hitech Limited,



Ramesh Chandra Mishra
Director
DIN: 00206671

Dated on this June 21, 2025 at Chennai.

Registered Office Address: 150/115, Cisons Complex, 3RD Floor, Moniteth Road Egmore,
Chennai, Chennai-8, Tamil Nadu, India, 600008

Corporate Office Address : B-103 Ansa Industrial Estate, Sakinaka Andheri East,
Mumbai, Maharashtra, India, 400072

Mobile No: 9223400434, Contact No: 044-42145221

Email id : casitax.lhl@gmail.com ; Website : easitax.com ;

GST NO :33AAAC16420R1ZE

Annexure-II

MANAGEMENT DISCUSSION AND ANALYSIS

Presently, the company is in the process of development and service of various tax compliance software such as e-filing of Income Tax Returns Software for individuals and corporate bodies, e-filing of Tax Deducted at Source (e-TDS) software for corporate and also in the process of developing GST Software for filing and management of GST for both Individual and Corporate. The company is in the process of development of Hospital Management Software (HMS) and Cloud Resource Management (CRM).

The Hospital Management software has wide application in the health care Industry for day to day operation, management data storage and retrieval which would make the patient care delivery system a seamless one. The transition would be to a smooth, efficient and paperless environment with ultimate result in patient satisfaction.

Our e-TDS software is being used in some of the Banks in India and most likely once the software reaches its final stage, would find application in other Banks/FI's.

There are several factors which may affect our results of operations, financial condition and cash flows. These factors may include:

- Human Resource Management
- Our relationship with clients - companies, banks, institutions, individuals, etc.
- Key Strategic Highlights
- Risk and Concerns
- Internal Control Systems and Adequacy
- Cautionary Statement

We have briefly elaborated the above factors below:

HUMAN RESOURCE MANAGEMENT:

Human capital is pivotal for the growth and success of the organisation. Our Company strives to foster a safe, congenial, and inclusive work environment and promotes trust, transparency, and a sense of teamwork through comprehensive and well-documented HR policies.

The key areas for driving Human Resource initiatives at Company are as follows:

The Company ensures strict adherence to its internal codes and has clearly defined zero-tolerance policy towards discrimination of any kind. The Company's structured talent management framework leads to cohesive talent actions across all levels, and ably supports the process of talent acquisition, onboarding, learning and development, performance management and succession planning. Periodic, regular performance conversations and real-time feedback form the backbone of the performance management process. Personnel capability building sessions are conducted regularly across levels, engaging talent across the board - right from trainees to senior leadership.

The Company's culture is centred on the four core pillars, which are as:

- 1. Engaging with Compassion**
- 2. Transparency**
- 3. Respect**
- 4. Ethics**

The company acknowledges the efforts of its people and takes great pride in the dedication, sincerity and hard work of its workforce. We take up various projects based on availability of right mix of man power. Thus, our growth is likely to be affected by our ability to attract and retain skill and technical manpower. Our Ability to hire, train and retain people will determine the ability of our company to achieve desired objectives.

These factors and a number of future developments may have impact on our results of operations, financial condition and cash flow in future periods.

OUR RELATIONSHIP WITH CLIENTS-COMPANIES, BANKS, FINANCIAL INSTITUTIONS, INDIVIDUALS ETC:

The operations and revenues of our company for any period will depend on orders in hand. Our ability to get new and also repeated orders will determine the growth of our company. As in any business our ability to maintain good relations with market intermediaries like banks and financial institutions will determine our growth.

KEY STRATEGIC HIGHLIGHTS:

- Growth in the Market
- New opportunities through collaboration/Marketing Arrangements
- New products, business models, etc.
- Margin enhancement
- Innovation and sustainability
- Investment opportunities

As a Company, Integrated Hitech Limited is optimistic about the future as well as its growth path. The Company is confident in its ability to grow its business organically enhancing the production by adopting new technologies.

The Company constantly looks at margin improvement and risk mitigation initiatives through specific projects and global support.

RISK AND CONCERNS:

Risk is an integral and unavoidable component of all businesses. Integrated Hitech Limited is committed to manage its risk in a proactive manner. Though risks cannot be completely eliminated, an effective risk management plan ensures that risks are reduced, avoided, retained or shared.

The Company faces various risks which are incidental to the Company's operations in the various segment lines, like new competitor setting up business or expanding of the existing players owing to the market available. The Company functions in a dynamic business

environment and its operations may be exposed to varied risks. To mitigate its impact, we have a comprehensive risk management framework in place that covers identification, assessment, development of mitigation strategy, action plan implementation, monitoring, reporting to and updating the Board and Audit Committee.

The Board of Directors, Audit Committee is in charge of keeping an eye on Risks and evaluating the effectiveness of risk management strategy or process. The Company has very well versed internal financial control structure. These controls were assessed throughout the year under review and no material weaknesses were observed in their design or operations. The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

Your Company has a robust and reliable system of internal controls commensurate with the nature of our business, and the scale and complexity of our operations. The Company has adopted policies and procedures covering all financial, operating and compliance functions. These controls have been designed to provide a reasonable assurance over:

1. Timely preparation of Reliable Financial Information
2. Accuracy and completeness of the accounting records
3. Compliance with applicable Laws and Regulations
4. Safeguarding of Assets from unauthorized use or loss
5. Prevention and Detection of Frauds and Errors
6. Effectiveness and efficiency of operations

The current system of Internal Financial Controls (IFC) is aligned with the requirement of the Companies Act 2013. The Company has an Internal Audit function which functionally reports to the Chairperson of the Audit Committee, thereby maintaining its objectivity. The Internal Audit function is supported by a dedicated internal audit team and resources from external audit firms. The annual internal audit plan is carved out from a comprehensively defined Audit Universe that encompasses all businesses, functions, risks, compliance requirements and maturity of controls.

The Audit Committee of the Board is presented with key control issues and the actions taken on issues highlighted. The Audit Committee deliberates with the management, considers the systems as laid down and meets the internal auditors and statutory auditor to ascertain their views on the internal control framework. The Company recognises the fact that any internal control framework would have some inherent limitations and hence has inculcated a process of periodic audits and reviews to ensure that such systems and controls are updated at regular intervals.

CAUTIONARY STATEMENT:

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and

regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to your Company's Operations. These include climatic and economic conditions affecting demand and supply, government regulations, taxation, and natural calamities over which the Company does not have any direct control.

**For and behalf of Board of Directors
Integrated Hitech Limited**

**Date: 21.06.2025
Place: Chennai**

**Sd/-
Ramesh Mishra
Director
DIN:00206671**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

DIRECTORS REPORT TO THE SHARE HOLDER'S

Dear Stakeholders,

Your Directors have pleasure in presenting Thirty Second 32ND Director's Report of Integrated Hitech Limited ('The Company'), together with the Audited Financial Statements (standalone and consolidated) for the Financial Year ended March 31, 2025.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE :

The standalone and consolidated financial highlights of the Company's operations are summarized below :

			(Rs. In Lakhs)	
	Standalone		Consolidated	
PARTICULARS	2024-25	2023-24	2024-25	2023-24
Revenue from operations	3.76	1.66	3.76	1.66
Other Income	0	5.00	0	5.00
Total Income	3.76	6.66	3.76	6.66
Total expenses	306.66	775.26	306.66	775.26
Profit/(Loss) before Exceptional Item and Tax	(302.90)	(768.60)	(302.90)	(768.60)
Exceptional Item	0	0	0	0
Profit/(Loss) before Tax	(302.90)	(768.60)	(302.90)	(768.60)
Total Tax Expenses	0	0	0	0
Profit / (Loss) for the period	(302.90)	(768.60)	(302.90)	(768.60)
Earnings per Equity Share (in Rs)				
Basic	(3.03)	(7.68)	(3.03)	(7.68)
Diluted	(3.03)	(7.68)	(3.03)	(7.68)

2. BUSINESS PERFORMANCE/STATE OF THE COMPANY'S AFFAIRS :

During the Financial year under review, your company has made loss of Rs. 302.90 (Rs. In Lacs) as against loss of Rs. 768.60 (Rs. In Lacs) in the previous financial year.

3. TRANSFER TO RESERVES :

During the year under review, no amount has been transferred to the general reserve of the Company.

4. DIVIDEND :

The Company has not recommended any dividend for the financial year 2024-25 due to losses.

5. INCREASE IN ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL :

During the financial year under review, there was no change in Authorized Share Capital as well as Paid up Share Capital of the Company.

6. LISTING OF EQUITY SHARES :

The Company's equity shares are listed on the following Stock Exchange:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India

7. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES :

The Company does not have any Associates and/or Joint Venture Companies as defined under Section 2(6) of the Companies Act, 2013..

In accordance with the first proviso to Section 129(3) of the Companies Act, 2013 read with Rules 5 and 8 of the Companies (Accounts) Rules, 2014, the key highlights of the financial performance of the subsidiary, as prescribed in Form AOC-1, are presented in **Annexure - A** to this Report.

Pursuant to Section 136 of the Companies Act, 2013, the standalone and consolidated financial statements of the Company, along with the audited financial statements of the subsidiary, are made available on the Company's official website easitax.com for the benefit of shareholders and other stakeholders. These documents will also be available for inspection during business hours at our registered office.

The Company ensures that the governance mechanisms applicable to its subsidiary comply with the principles of transparency, accountability, and ethical conduct as adopted by the parent Company. The performance of the subsidiary is evaluated periodically, and any material developments are disclosed appropriately in the consolidated financial statements and Board Reports.

8. NATURE OF BUSINESS:

During the Financial Year under review, there were no changes in nature of business of the company.

9. CHANGE IN NAME OF THE COMPANY:

During the Financial Year under review, the Company has not changed its name.

10. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL(KMP) :

Composition:

The Company recognizes that a diverse and well-balanced Board is fundamental to its sustained success and effective governance. In alignment with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the composition of the Board reflects an optimal mix of Executive and Non-Executive Directors.

The Board comprises individuals with a wide spectrum of expertise, including industry knowledge, financial acumen, legal insight, and operational experience. The Directors also bring in diverse regional, cultural, and geographical perspectives, which contribute meaningfully to informed decision-making and help maintain the Company's strategic edge in a competitive environment.

As of March 31, 2025, the Board consisted of Seven (7) Directors, including:

- One Executive Directors and
- Six Non-Executive Directors, wherein Two are Non-Executive Non-Independent Directors and Three are Non Executive Independent Directors (including one Independent Woman Director)

Change in Directorship during the year :

During the Financial Year 2024-25, Mrs. Aakashsha Vaid was appointed as an Additional Non-Executive Independent Director with effect from February 10, 2025 and was appointed as Non-Executive Independent Director by Members in the Extra Ordinary General Meeting held on April 30, 2025 for a period of Five Years.

Mr. Ebenezer Gerald (DIN: 02026613), Managing Director whose term was expired was recommended for reappointment for a term of 3 Years w.e.f. 10.02.2025 to 09.02.2028 and was approved by Members in the Extra Ordinary General Meeting held on April 30, 2025.

Mr. Rajendhiran Jayaram resigned from the post of Independent Director with effect from February 08, 2025 due to Other Professional Commitments as mentioned in his Resignation Letter. He had confirmed there are no Material reasons for his resignation Letter.

Mrs. Rajendhiran Eswari Angali second term as an Independent Director has come to an end on 15.06.2025.

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Saroj Kumar Choudhury (DIN: 11143083) was appointed as an Additional Non-Executive Independent Director with effect from July 01, 2025 for a period of Five Years commencing from July 01, 2025 to June 30, 2030, subject to approval of shareholders by way of Special Resolution at the ensuing Annual General Meeting.

Directors retiring by rotation

Pursuant to the provisions of Section 152 of the Act read with the relevant rules made thereunder, Mrs. Rainy Ramesh Singhi (DIN: 09844099) Non-Execute Non-Independent Director being longest in the office is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, has sought re-appointment.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended their re-appointment and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings, necessary details of Mrs. Rainy Ramesh Singhi, are provided as an Annexure to the Notice of the Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Key Managerial Personnel

Mr. Ebenezer Gerald (DIN: 02026613), Managing Director whose term was already expired was recommended for reappointment for a term of 3 Years w.e.f. 10.02.2025 to

09.02.2028 and was approved by Members in the Extra Ordinary General Meeting held on April 30, 2025.

During the year under review, Ms. Shantwana Adhikari resigned from the post of Chief Financial Officer w.e.f. 28.04.2025. Miss. Iranee Tripathy was appointed as Chief Financial Officer w.e.f. 28.04.2025.

11. INDEPENDENT DIRECTORS :

Statement on Declaration given by Independent Directors :

The Company has four Independent Directors, namely Mr. Rajendhiran Jayaram, Mrs. Rajendhiran Eswari Angali, Mrs. Sushama Anuj Yadav and Mrs. Aakansha Vaid. Each of them has submitted the requisite declarations under Section 149(7) of the Act, affirming that they meet the criteria of independence as outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In accordance with Regulation 25(8) of the SEBI Listing Regulations, all Independent Directors have further confirmed that they are not aware of any circumstances or situations that could impair their independence or affect their ability to exercise objective judgment free from external influence.

The Board of Directors has reviewed and duly noted these declarations and confirmations after conducting a thorough assessment of their accuracy. The Independent Directors have also affirmed compliance with the provisions of Schedule IV of the Act (Code for Independent Directors) and the Company's Code of Conduct. There has been no change in the status or circumstances that would affect their designation as Independent Directors during the reporting period.

Additionally, the Company has received confirmation from all Independent Directors regarding their registration in the Independent Directors' databank, maintained by the Indian Institute of Corporate Affairs, in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company easitax.com.

Familiarization Programme for Independent Directors :

Your Company has adopted a formal Familiarisation Programme for Independent Directors to support their effective participation on the Board. As part of the familiarisation process, the Company provides detailed insights into its business operations, industry dynamics, organizational structure, and group-level businesses. Independent Directors are also informed about the regulatory and compliance obligations under the Companies Act, 2013 and the SEBI Listing Regulations.

12. DIRECTORS' RESPONSIBILITIES STATEMENT:

Pursuant to the requirement under Section 134 (5) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts, the applicable accounting standard had

- been followed along with proper explanation relating to material departures
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
 3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
 4. The Directors have prepared the Annual accounts on a going concern basis.
 5. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
 6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

13. NUMBER OF MEETINGS OF THE BOARD :

During the year under review, the Board has demonstrated a high level of involvement in guiding the Company, supported by detailed discussions and timely decisions. During the financial year, Seven (7) meetings of the Board of Directors were held, the details of which are given in the Corporate Governance Report of the Company, which forms a part of the Annual Report. The intervening gap between the meetings was within the prescribed period under the Act and the SEBI Listing Regulations.

INDEPENDENT DIRECTOR'S MEETING :

During the year under review, the Independent Directors of the Company met 1 (one) time on February 10, 2025.

14. ANNUAL BOARD EVALUATION :

The Company has established a comprehensive framework for evaluating the performance of the Board of Directors, its Committees, and individual Directors, in line with the requirements of Sections 134 and 178 of the Act, Regulation 17(10) of the SEBI Listing Regulations, and the Company's Nomination and Remuneration Policy.

As part of this evaluation process, structured and confidential questionnaires were circulated to all Directors to obtain feedback on various aspects of the Board's functioning, the effectiveness of its Committees, and the performance of each Director. The observations and responses received were compiled, analyzed, and subsequently presented to the Chairman of the Board for review and discussion.

The evaluation of Directors covered several aspects, including their attendance and participation in meetings, understanding of the Company's operations and business environment, application of knowledge and expertise, quality of contributions to discussions, maintenance of confidentiality, integrity, and independent judgment. Directors were also evaluated on their alignment with the Company's core values, commitment to fiduciary responsibilities, and adherence to the Code of Conduct.

The Board's performance was assessed based on criteria such as the effectiveness of its oversight on compliance and governance matters, clarity in the roles of the Chairman and Executive/Non Executive Directors, the diversity and mix of skills and expertise, strategic involvement, and overall guidance in areas such as risk management, financial reporting, ethics, and succession planning. Particular emphasis was placed on the Board's ability to provide strategic foresight and review the implementation of key initiatives and policies.

The evaluation of Committees considered their structure, independence, frequency of meetings, adherence to defined procedures, effectiveness in fulfilling their responsibilities, and the extent of their contribution to Board decisions. The Committees were also assessed on their ability to engage meaningfully with internal and external auditors, and their role in supporting oversight functions.

Based on the outcome, the Board concluded that the overall performance of the Board, its Committees, and individual Directors, including Independent Directors, was found to be satisfactory.

15. COMMITTEES OF THE BOARD :

As on March 31, 2025, the Board has constituted the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility

During the year, all recommendations made by the committees were approved by the Board.

Details of all the Committees such as terms of reference, composition and meetings held during the year under review are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

16. PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- (i) All Directors had attended the Board meetings;
- (ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.
- (v) The compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

17. CORPORATE SOCIAL RESPONSIBILITY:

Since the provisions of section 135 of the Companies Act, 2013 is not applicable to the Company as the limits are not breached, a report on CSR activities is not required to be annexed with this report.

18. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT:

The HR function is strategically integrated with the Company's long-term vision and is geared towards enhancing employee experience, performance, and future readiness. This year, Integrated Hitech Limited remained committed to nurturing an inclusive and collaborative workplace culture that encourages transparency, creativity, and mutual respect. The Company actively promotes a learning oriented environment by investing in skill-building, leadership development, and cross-functional exposure, ensuring employees continue to grow and thrive within the organization.

In addition to professional growth, the Company places great value on employee well-being and work-life balance, striving to create a healthy, engaging, and performance-driven culture. Through various initiatives and feedback mechanisms, the Company ensures continuous dialogue with its workforce, reinforcing its commitment to building long-term, fulfilling relationships with employees.

To enhance team spirit and cultivate a welcoming environment, the Company also organized various interactive sessions and team-building activities, which encouraged open communication, collaboration, and relationship-building across departments. These initiatives played a significant role in reinforcing team spirit and enhancing organizational cohesion.

19. NOMINATION AND REMUNERATION POLICY:

The Company has established a comprehensive Policy on Director Appointment and Remuneration, which also encompasses Key Managerial Personnel and other employees. This policy serves as a framework for the Nomination and Remuneration Committee to identify and recommend individuals who possess the necessary qualifications, skills, and experience to serve as Directors. It also lays down clear criteria for assessing the independence of Directors in accordance with regulatory requirements and the Company's governance standards.

Furthermore, the policy ensures that the Company's remuneration strategy is aligned with its overarching business objectives. Remuneration packages are designed to reward individual contributions as well as overall organizational performance, while remaining competitive and in line with industry benchmarks. This approach not only motivates Directors and employees to deliver sustainable value but also supports the retention of high-caliber talent.

In addition to fixed and variable pay components, the policy emphasizes transparency, fairness, and alignment with shareholder interests. The Committee regularly reviews the policy to adapt to changing regulatory landscapes and evolving best practices in corporate governance. This enables the Company to maintain a balanced and performance-driven reward system that fosters long term growth and accountability.

The remuneration policy approved by the board of Directors is available on the website of the Company [easitax.com](https://www.easitax.com).

20. BOARD POLICIES:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company easitax.com.

- a) Code of Conduct for Directors and Senior Management
- b) Nomination and Remuneration Policy
- c) Policy on Disclosure of Material Events
- d) Policy on preservation of Documents
- e) Policy on archival of data
- f) Whistle Blower Policy
- g) Policy on Related Party Transactions
- h) POSH Policy
- i) Dividend Distribution Policy
- j) Policy on Material Subsidiary

21. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

There was material changes and commitments have occurred between the end of the Company's financial year of the Company to which the financial statements relate and the date of the report which may affect the financial position of the Company or its status as a "Going Concern".

1. Mr. Ebenezer Gerald (DIN: 02026613), Managing Director whose term was already expired was recommended for reappointment for a term of 3 Years w.e.f. 10.02.2025 to 09.02.2028 and was approved by Members in the Extra Ordinary General Meeting held on April 30, 2025.
2. Board of Directors has decided to go for reduction of paid up share capital upto 99% in view of accumulated losses exceeding the paid-up capital subject to approval of Shareholders in the ensuing Annual General Meeting;

22. INTERNAL FINANCIAL CONTROL SYSTEMS THEIR ADEQUACY AND RISK MANAGEMENT:

The Company has in place a robust internal control system, commensurate with the size, scale, and complexity of its operations. These controls are supported by well-documented policies and standard operating procedures that govern key business processes. The internal control framework is designed to ensure the orderly and efficient conduct of business, including adherence to internal policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

In compliance with Section 138 of the Act and the applicable provisions of the SEBI Listing Regulations, the Company has established a structured Internal Audit function. The scope, authority, and functioning of the internal audit are defined and reviewed periodically by the Audit Committee. Internal audits are conducted at regular intervals to assess the effectiveness of operational and financial controls and to provide assurance on the design and operating effectiveness of internal systems.

The internal audits during the year focused on key functional areas such as inventory management, stock, Human Resources, IT systems, and operational efficiency. The audit findings were presented to the Audit Committee on a quarterly basis, along with management's responses and action plans. Follow-up mechanisms are in place to ensure the timely implementation of corrective measures.

The internal control environment of the Company is dynamic and responsive to evolving business needs. It is reviewed periodically and strengthened as required to ensure high standards of governance, transparency, and accountability are maintained throughout the organization.

The internal and operational audit responsibilities are assigned to Mr. S. Sridharan, who function independently and report directly to the Audit Committee to ensure objectivity and transparency in the audit process. The primary focus of their audit activities is to conduct a comprehensive assessment of business risks, evaluate the effectiveness of internal controls, and review core business processes for efficiency, compliance, and alignment with industry best practices.

23. INVESTOR EDUCATION AND PROTECTION FUND (IEPF) :

There is no amount due to be transferred to the IEPF account.

24. RELATED PARTY TRANSACTIONS :

Your Company has in place a Policy on Related Party Transactions for purpose of identification and monitoring of Related Party Transactions and is published on the Company's website at easitax.com.

The Company has established a robust and transparent framework for the review, approval, and monitoring of Related Party Transactions (RPTs). This framework ensures that all transactions with related parties are conducted in a fair, arm's-length manner and are aligned with the Company's commitment to ethical business practices and regulatory compliance.

In accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Materiality and Dealing with Related Party Transactions, all relevant information pertaining to proposed RPTs—including transaction details, nature of the relationship, commercial rationale, and pricing justification—is submitted for prior review and approval of the Audit Committee.

The Audit Committee plays a critical oversight role by ensuring that such transactions are in the best interest of the Company and its stakeholders, and do not result in any conflict of interest. For material RPTs and those requiring shareholder approval, the Company ensures timely disclosure and compliance with all applicable regulatory requirements and SEBI circulars.

Additionally, the Company periodically updates its Related Party Transaction policy to incorporate changes in law and evolving governance best practices. The Company has not entered into any transactions with related parties during the year under review which requires reporting in Form AOC-2 in terms of Section 134(3) and 188(1) of the Act read

with Rule 8(1) of the Companies (Accounts) Rules, 2014.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has neither given any loans or guarantees nor made any investments as covered under the provisions of section 186 of the Companies Act, 2013 during the financial year 2024-25.

26. DEPOSITS:

During the financial year, The Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 of the Act, read with the Rules made thereunder, and therefore, no amount of principal or interest on deposit was outstanding as of the Balance Sheet date. The Company does not have any deposits which are not in compliance with the requirements of Chapter V of the Act.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations, except:

During the year under review, the Company received the mail dated 28TH June, 2024 from BSE for payment of SOP Fine for late submission of Regulation 24A of SEBI (LODR) Regulation, 2015 and the company paid the fine of Rs. 2,360/- on 09TH July, 2024.

During the year under review, the Company received the mail dated 21ST August, 2024 from BSE for payment of SOP Fine for Non – Compliance with requirement to appoint Qualified Company Secretary of Regulation 6(1) of SEBI (LODR) Regulation, 2015 and the company paid the fine of Rs. 15,340/- on 04TH September, 2024.

Regional Director, Southern Region, Tamilnadu has rejected application for Change in Registered Office from State of Tamilnadu to State of Maharashtra due to pending Inspection under Section 206(5) of Companies Act, 2013.

There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

28. ENVIRONMENT, HEALTH AND SAFETY :

Your Company remains fully committed to upholding the highest standards of legal compliance and operational excellence in all aspects of Health, Safety, and Environmental (HSE) management. During the year under review, the Company continued to focus on energy and water conservation, enhanced utilization of renewable energy sources, and efforts to minimize waste generation across operations. These initiatives are in alignment with the Company's broader goals of sustainable development and environmental stewardship.

In line with this commitment, the management has actively fostered a culture of safety and well-being across the organization. The Company organizes routine fire safety drills, along with periodic health check-ups for both permanent and contractual employees, ensuring

proactive care and risk prevention at the workplace.

The Company recognizes that safety is not a one-time initiative but an ongoing journey of continuous improvement. Accordingly, it has outlined future plans aimed at further enhancing the overall workforce well-being, promoting a proactive approach to health and safety, and embedding a strong safety-first culture throughout all operational sites.

Additionally, your Company reaffirms its commitment to providing a safe, healthy, and secure working environment across all manufacturing units and office, thereby ensuring a responsible and people-centric approach to organizational growth.

29. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company is committed to fostering a work environment that upholds the highest standards of safety, ethics, and legal compliance across all levels of its operations. To this end, a structured Vigil Mechanism and Whistle blower Policy have been implemented in line with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

These mechanisms are designed to enable employees and other stakeholders to confidentially report concerns regarding actual or suspected misconduct, including unethical behavior, violations of legal or regulatory requirements, and breaches of the Company's Code of Conduct. The system ensures that disclosures are handled in a fair, transparent, and secure manner, without fear of retaliation. Comprehensive information on the Company's Vigil Mechanism and Whistle blower Policy is provided in the Corporate Governance Report, which forms an integral part of this Integrated Annual Report. The Policy is also available on the Company's official website at easitax.com.

There were no Complaints received for the financial year ended March 31, 2025.

30. RISK MANAGEMENT POLICY:

The Company continues to have an effective Risk Management process in place. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis.

31. AUDITORS AND REPORT:

a) STATUTORY AUDITORS:

M/s. A. John Moris & Co., Chartered Accountant (FRN: 007220S), Statutory Auditors were appointed as the Statutory Auditors of the Company to hold office up to the conclusion of the Annual General Meeting of the Company to be held for the Financial Year 2024-25. As the term of the existing Statutory Auditors is expiring in the ensuing Annual General Meeting the Board of Directors on the recommendation of Audit Committee in their meeting held on July 01, 2025 have proposed to the Members for their approval in the ensuing Annual General Meeting to appoint ABNJ & Co., Chartered Accountants (MEF No. MEF42296) as the Statutory Auditors of the Company for a term of five years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in year 2030.

The Auditor's Report on the Financial Statements for the year ended March 31, 2025, is unqualified and free from any adverse remarks, qualifications, disclaimers, or

reservations. The notes accompanying the financial statements are comprehensive and self-explanatory, requiring no additional clarifications. Furthermore, the Auditors have not reported any instances of fraud under Section 143(12) of the Companies Act, and consequently, no disclosures are necessary under Section 134(3)(ca) of the Act.

b) SECRETARIAL AUDITOR & REPORT:

Pursuant to the requirements of Section 204 (1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Rabindra Kumar Samal, Practising Company Secretaries (Membership No. F7649 and COP. 18278) was appointed to conduct secretarial audit for the financial year 2024-25.

Further, pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has approved, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company, appointment of Mr. Rabindra Kumar Samal, Practising Company Secretaries (Membership No. F7649 and COP. 18278), as Secretarial Auditors of the Company for a term of 3 years starting from FY 25-26. The Company has received a consent letter from Mr. Rabindra Kumar Samal, that they are not disqualified and are eligible to hold the office as Auditors of the Company, if appointed.

The Secretarial Audit Report, provided by the Secretarial Auditor, is annexed as **Annexure-B** and forms an integral part of this Report. The observations made in the Report are self-explanatory and do not warrant any further comments or explanations from the Board. Furthermore, the Secretarial Auditor has not reported any instances of fraud under Section 143(12) of the Companies Act, 2013. Accordingly, there are no disclosures required under Section 134(3)(ca) of the Act.

Board's Reply :

Board of Directors taking necessary actions to rectify the observations, remarks in the Secretarial Auditors Report.

c) INTERNAL AUDITORS:

The Company has appointed Mr. S. Sridharan, as the Internal Auditors of the company for the Financial Year 2024-25. The Audit Committee determines the scope of Internal Audit in line with regulatory and business requirements.

32. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

33. ACCOUNTING STANDARDS :

The Company has followed Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

34. ANNUAL RETURN :

In accordance with the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company has been made available on the Company's official website easitax.com.

35. CORPORATE GOVERNANCE :

The Company remains steadfast in its commitment to upholding the highest standards of Corporate Governance, emphasizing transparency, accountability, and ethical business practices in all aspects of its operations. In accordance with Regulation 34 read with Schedule V of the SEBI Listing Regulations, a separate report on Corporate Governance has been included as part of this Integrated Annual Report as **Annexure-III**.

Additionally, a certificate issued by Mr. Rabindra Kumar Samal, Practising Company Secretaries, Secretarial Auditor of the Company, confirming compliance with the Corporate Governance requirements as prescribed under the Listing Regulations is annexed as **Annexure- VI**.

36. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

The Management Discussion and Analysis Report for the year under review, as stipulated under the Regulation 34 read with Schedule V of SEBI Listing Regulations, forms part of this Annual Report and is annexed as **Annexure-II**.

The state of the affairs of the business along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

37. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is firmly committed to fostering a safe, respectful, and inclusive workplace and maintains a zero-tolerance policy towards any form of discrimination or harassment. In alignment with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has implemented a comprehensive Anti-Harassment and Grievance Redressal Policy.

To ensure proper handling of such matters, an Internal Complaints Committee (ICC) is constituted at the Group level to address and resolve complaints related to sexual harassment in a timely and fair manner. The policy clearly outlines the procedures, roles, and responsibilities involved in addressing such concerns and aims to offer guidance and support to employees across all offices of the Company. The policy covers all women employees, including those who are permanent, temporary, or contractual. It is introduced to all employees during their induction.

During the financial year under review, the Company has not received any complaints pertaining to sexual harassment.

The details of complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during FY 2024-25 are as follows:

Sr. No.	Particulars	Complaints
1	Number of complaints at the beginning of the financial year	NIL
2	Number of complaints filed and resolved during the financial year	NIL
3	Number of complaints pending at the end of the financial year	NIL

38. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, and foreign exchange earnings and outgo is as follows:

➤ **Conservation of energy: -**

1. The steps taken or impact on conservation of energy: N.A.
2. The steps taken by the Company for utilizing alternate sources of energy: N.A.
3. The capital investment on energy conservation equipment: N.A.

➤ **Technology absorption:**

1. The efforts made towards technology absorption: N.A.
2. The benefits derived like product improvement, cost reduction product development or import substitution: N.A.
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
 - The details of technology imported: N.A.
 - The year of import: N.A.
 - Whether the technology been fully absorbed. N.A.
4. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and: N.A.
5. The expenditure incurred on Research and Development. N.A.

➤ **Foreign Exchange Earnings and Outgo: N.A.**

39. SECRETARIAL STANDARDS COMPLIANCES:

Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

40. DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

41. REDUCTION OF CAPITAL:

The Company during the couple of years made business and due to unfavorable market conditions incurred losses which eroded the issued, paid-up, subscribed capital of the company completely. Keeping the future plan of the company it is proposed to reduce the capital of the company to the extent of 99%. Hence, Board of Directors in their meeting held on 21st June, 2025 approved draft scheme of reduction of Share Capital and proposed to place before the Members for their approval. After approval of Shareholders the Company will take necessary steps to file an application/scheme to Hon'ble NCLT and

comply the provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI circular relating to scheme of arrangement.

As on 31st March 2025 the company has accumulated losses of Rs. 10,43,18,000 /- . Therefore, the Company proposes to utilize balance of Rupees 9,90,45,540 out of Accumulated Losses of Rs. 10,43,18,000 /- against Rs. 10,00,46,000/- paid up , issued, subscribed equity capital of the company consists of 1,00,04,600 Equity Shares of Rs.10/- each.

The Losses of the company accumulated in the past couple of years and the details as under:

Year	Year wise Profit/(Losses)(Rs.)
2020-21	(5,54,230)
2021-22	(11,24,000)
2022-23	(19,51,000)
2023-24	(7,68,60,000)
2024-25	(3,02,90,000)

The reduction of capital is applicable to all the shareholders in the same ratio. There will be no change of promoters holdings post reduction of Capital.

The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of the reduction of capital of the Company. The pre- & post Shareholding pattern of the company as effective date is as under:

Categ ory	Particulars	Before the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	11,05,700	11.05	11,055	11.05
(B)	Public	88,98,900	88.95	88,991	88.95
	TOTAL	1,00,04,600	100	1,00,046	100

42. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

43. LISTING WITH STOCK EXCHANGES:

Shares of the Company are listed on BSE Limited and the Company confirms that it has paid the annual Listing Fees for the year 2024-25.

44. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned. The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code. Declaration of Code of Conduct is annexed as **Annexure- IV**.

45. SHIFTING OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER:

The Members of the Company in the Annual General Meeting held on September 30, 2024 approved the proposal for shifting of Registered office from the State of Tamilnadu to state of Maharashtra. Regional Director, Southern Region, Tamilnadu has rejected application for Change in Registered Office from State of Tamilnadu to State of Maharashtra due to pending Inspection under Section 206(5) of Companies Act, 2013.

46. DISCLOSURE REQUIREMENTS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

47. MAINTAINANCE OF COST RECORDS:

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

48. CAUTIONARY STATEMENT:

Certain statements made in this Report, including those under Management Discussion and Analysis, Corporate Governance, the Notice to Shareholders, and other sections of the Annual Report, may constitute "forward-looking statements" as per applicable laws and regulations. These statements reflect the Company's current intentions, expectations, projections, or forecasts regarding future performance.

However, actual outcomes may vary materially from those expressed or implied, owing to changes in market conditions, economic developments, or unforeseen circumstances. The

Company does not assume any obligation or responsibility for the accuracy or completeness of such forward-looking statements, which may be subject to revision based on future events, developments, or the availability of new information.

49. ACKNOWLEDGEMENTS:

The Directors acknowledge and sincerely appreciate the dedication, perseverance, and hard work demonstrated by all employees across the Company. They also extend their heartfelt thanks to the shareholders, government bodies, regulatory authorities, banks, stock exchanges, depositories, auditors, customers, vendors, business associates, suppliers, distributors, and the communities surrounding the Company's operations. The Directors are grateful for their continued support, trust, and confidence in the Company's Management.

**For and behalf of Board of Directors
Integrated Hitech Limited**

**Date: 21.06.2025
Place: Chennai**

**Sd/-
Ramesh Mishra
Director
DIN:00206671**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

Annexure - A

**[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule – 5 of
Companies (Accounts) Rules, 2014]**

[Statement containing salient features of the financial statement of Subsidiaries/Associate
Companies/Joint Ventures]

Part “A” Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

As no commercial activity has commenced at both the subsidiary in Singapore and USA, the financial information relating to the subsidiaries are not furnished and consolidated financial information is also not furnished.

Sl.No.	Particulars	Details
1.	Name of the Subsidiary	1. Integrated Hitech Singapore Pte Ltd, 2. Integrated Hitech (America) Corporation
2.	The date since which subsidiary has been acquired 1. Integrated Hitech Singapore Pte Ltd 2. Integrated Hitech (America) Corporation	14/04/2001 16/03/2001
3.	Reporting period for the subsidiary concerned if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
5.	Share Capital	
6.	Reserve & Surplus	
7.	Total Assets	
8.	Total Liabilities	
9.	Investments	
10.	Turnover/ Total Income	
11.	Profit before taxation	
12.	Provision for taxation	
13.	Profit after taxation	
14.	Proposed dividend	
15.	% of Shareholding	

Notes: The following information shall be furnished at the end of the statement

- Names of the subsidiaries, which are yet to commence operations: 2(Two)
- Names of the subsidiaries which have been liquidated or sold during the year: NIL

PART “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: The Company does not have any associate companies and Joint Ventures. Hence the information required under this head is not being furnished.

**For and behalf of Board of Directors
Integrated Hitech Limited**

**Date: 21.06.2025
Place: Chennai**

**Sd/-
Ramesh Mishra
Director
DIN:00206671**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

ANNEXURE- B

FORM NO. MR- 3

Secretarial Audit Report for the Financial Year Ended March 31, 2025
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To
The Members
Integrated Hitech Limited
150/115, Cisons Complex
3rd Floor, Moniteth Road
Egmore, Chennai- 600008

We have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Integrated Hitech Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed website and other records made available to us and maintained by the Company for the Financial Year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (vi) In our opinion and as identified as informed by the management, the Company has adequate systems to monitor and ensure compliance (including the process of renewal /fresh/pending applications with government authorities), the following laws are specifically applicable to the company.
 1. The Information Technology Act, 2000 and the rules made thereunder.
 2. Software Technology Parks of India rules and regulations.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time.

We have also reviewed the compliances of the following:

- i) Address other than registered office at which the books of accounts maintained.
- ii) Remote e-voting of the company in a fair and transparent manner.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company has not complied with the 100% promoters holding in the demat form.*
2. *Filing of various forms and returns with Registrar of Companies in the prescribed time or within the extended time with payment of additional fees under Companies Act, 2013.*
3. *During the year under review, the Company received the mail dated 28TH June, 2024 from BSE for payment of SOP Fine for late submission of Regulation 24A of SEBI (LODR) Regulation, 2015 and the company paid the fine of Rs. 2,360/- on 09TH July, 2024.*
4. *During the year under review, the Company received the mail dated 21ST August, 2024 from BSE for payment of SOP Fine for Non – Compliance with requirement to appoint Qualified Company Secretary of Regulation 6(1) of SEBI (LODR) Regulation, 2015 and the company paid the fine of Rs. 15,340/- on 04TH September, 2024.*
5. *Regional Director, Southern Region, Tamilnadu has rejected application for Change in Registered*

Office from State of Tamilnadu to State of Maharashtra due to pending Inspection under Section 206(5) of Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period following events have occurred, which has major bearing on the Company's affairs:

1. Adoption of Memorandum of Association as per Companies Act, 2013
2. Adoption of Articles of Association as per Companies Act, 2013

Place: Chennai

Date: 28.04.2025

Sd/-
Rabindra Kumar Samal
Practicing Company Secretary
FCS No.:7649 CP No.: 18278
UDIN: F007649G000223172

This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

ANNEXURE – A

To
The Members
Integrated Hitech Limited
150/115, Cisons Complex
3rd Floor, Moniteth Road
Egmore, Chennai- 600008

Our report of even date is to be read along with this letter.

1. Maintenance of statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Chennai
Date: 28.04.2025

Sd/-
Rabindra Kumar Samal
Practicing Company Secretary
FCS No.:7649 CP No.: 18278
UDIN: F007649G000223172

ANNEXURE- III

Report on Corporate Governance

[Report on Corporate Governance pursuant to the Companies Act, 2013 ("the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI Listing Regulations"} and forming a part of the report of the Board of Directors]

1. Company's philosophy on Corporate Governance

The Company's corporate governance philosophy revolve around fair and transparent governance and disclosure practices in line with the Principles of Good Corporate Governance. This philosophy is backed by principles of concerns, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, clients, associates and the community at large. The Company believes that good Corporate Governance is a continuous process and strives to improve its Corporate Governance practices to meet shareholder's expectations. The business is governed and supervised by a strong Board of Directors and together with the management, they are committed to uphold the principles of excellence across all activities.

The Company is compliant with the latest provisions of the SEBI Listing Regulations as amended from time to time.

2. Board of Directors

The composition of the Board as on March 31, 2025 comprised of 6 (Six) Directors with optimum combination of Whole Time Directors and Independent Directors i.e., 1 (One) Executive Director , 2 (two) are Non-Executive Non-Independent Directors and 3 (three) are Non-Executive Independent Directors (including one Independent Woman Director). All the members are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive and Non-Executive Directors.

The Board Members are not related to each other and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI Listing Regulations, 2015 and the Act.

Board Procedure-

The Board Meeting is conducted at regular intervals i.e. at least once in every quarter to discuss and decide the business strategies, policies and to review the performance of the Company. All the necessary documents and information pertaining to the matters to be considered at each Board Meeting and Committee Meeting is made available to the Board of Directors and Committee Members to discharge their responsibilities effectively.

The details of other Directorships/Chairmanship and Membership of Committees held by Directors of the Company (including the company) as on March 31, 2025 is given below:

Attendance, Directorships and Committee positions-

Name of Directors	Category	No. of Other Directorships and Committee Chairmanship(s)/Membership(s)			Particulars of Directorships in other Listed Entities	
		*Directorships	#Chairmans hip	#Members hip	Name of the Company	Category of Directors hip
Mr. Ebenezer Gerald (DIN: 02026613)	Chairpers on, Promoter, Managing Director	5	0	0	0	0
Mrs. Rajendhiran Eswari Angali (DIN: 05345622)	Non-Executive Independent Director	2	1	3	1. Mansi Finance (Chennai) Limited	Independe nt Director
Mrs. Rainy Ramesh Singhi (DIN: 09844099)	Non-Executive Non-Independent Director	4	0	4	1. Mansi Finance (Chennai) Limited 2. Mishtann Foods Limited 3. Groarc Industries India Limited	Independe nt Director Independe nt Director Independe nt Director
Mrs. Aakashsha Vaid*** (DIN: 02796417)	Non-Executive Independent Director	2	1	5	1. Deccan Bearings Limited 2. Yash Trading and Finance Limited	Independe nt Director Independe nt Director
Mr. Ramesh Chandra Mishra (DIN: 00206671)	Non-Executive Non-Independent Director	9	0	2	1. Suncity Synthetics Limited 2. RRP Semiconductor Limited	Non-Independe nt Director Non-Independe nt Director
Mrs. Sushama	Non-Executive Independent	3	2	4	1. Wagend Infra Venture Limited	Independe nt Director

Anuj Yadav (DIN:07910845)	Director				2. Nutricircle Limited	Independent Director
Mr. Rajendhiran Jayaram** (DIN: 01784664)	Non-Executive Independent Director	2	2	0	1. Groarc Industries India Limited	Whole Time Director

**** Mr. Rajendhiran Jayaram resigned from the post of Independent Director w.e.f. 08.02.2025.**

*****Mrs. Aakansha Vaid was appointed as an Additional Non-Executive Independent Director w.e.f. 10.02.2024.**

Notes:

1. While considering the total number of directorships, directorships in foreign companies and companies incorporated under Section 8 of the Act have been excluded.
2. While calculating number of Membership of Committee in other Companies, it includes Audit Committee, and Stakeholders' Relationship Committee of Public Companies (listed and unlisted) only.
3. In terms of Part C of Schedule V of the SEBI Listing Regulations, it is hereby disclosed that there is no other inter-se relationship amongst the Directors.
4. The number of Directorship, Chairmanship/ Membership in Committees of all Directors is within prescribed limit under the Act and Regulation 26 of the SEBI Listing Regulations.

Board Meetings

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other matters regarding the Company. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company.

The Company always ensures that the Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI Listing Regulations. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto.

Meetings held during the financial year 2024-25

Seven (7) Board Meetings were held during the year under review and gap between the two meetings did not exceed 120 days. The meetings were held on the following dates:

Board Meeting Dates	May 27, 2024	June 11, 2024	August 09, 2024	September 02, 2024	November 11, 2024	December 31, 2024	February 10, 2025
Mode of Meeting	Physical Meeting at the Registered Office						

The attendance of each Director at the Board Meeting and the last Annual General Meeting is given thereunder:

Name of Directors	Particulars of attendance for the Board Meetings		Attendance for last AGM held on 30th September, 2024
	Meetings held during the Director's tenure	Board Meetings Attended	
Mr. Ebenezer Gerald (DIN:02026613)	7	7	
Mrs. Rajendhiran Eswari Angali (DIN:05345622)	7	7	
Mrs. Rainy Ramesh Singhi (DIN:09844099)	7	7	
Mrs. Aakansha Vaid*** (DIN: 02796417)	7	1	X
Mr. Ramesh Chandra Mishra (DIN: 00206671)	7	7	
Mrs. Sushama Anuj Yadav (DIN:07910845)	7	7	
Mr. Rajendhiran Jayaram** (DIN: 01784664)	7	6	

**** Mr. Rajendhiran Jayaram resigned from the post of Independent Director w.e.f. 08.02.2025.**

*****Mrs. Aakansha Vaid was appointed as an Additional Non-Executive Independent Director w.e.f. 10.02.2024.**

Independent Directors

The term "Independent Director" is defined under Section 149 of the Act and the applicable rules, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. In accordance with Section 149(7) of the Act, all Independent Directors have submitted declarations confirming that they meet the independence criteria laid out in Section 149(6) of the Act and the SEBI Listing Regulations. Based on these declarations, the Board has reviewed and verified their authenticity and confirms that the Independent Directors meet all requirements of independence and are fully compliant with the provisions of the Act and SEBI Listing Regulations.

Additionally, all Independent Directors have affirmed that there are no existing or foreseeable circumstances that could impact their status as Independent Directors or hinder their ability to effectively perform their duties. They are also in compliance with the limit on the number of independent directorships as prescribed under Regulation 17A of the SEBI Listing Regulations.

For the financial year ended March 31, 2025, there were one resignation from Independent Director and one Appointment in Independent Director on the Board. Furthermore, all Directors have confirmed that they do not serve as members in more than 10 committees or as Chairpersons in more than 5 committees, in accordance with Regulation 26(1) of the SEBI Listing Regulations, across all companies where they hold directorships.

In line with Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are publicly accessible on the Company's website at easitax.com.

Familiarisation Programmes

At the time of appointment, the Independent Directors are made aware of their roles and responsibilities through a formal letter of appointment which stipulates various terms and conditions. At Board and Committee meetings, the Independent Directors are regularly familiarised on the business model, strategies, operations, functions, policies and procedures of the Company and its Subsidiaries. All Directors attend the familiarisation programmes as these are scheduled to coincide with the Board meeting calendar.

The details of such programmes for familiarization of Independent Directors with the Company are available at the website of the Company at the web link easitax.com/resource/Corporate_Governance.aspx.

Matrix Setting Out the Skills/Expertise/Competence of the Board of Directors

The Board of Directors of the Company plays a pivotal role in guiding the strategic direction and ensuring the effective governance of the organization. In order to fulfil its responsibilities and maintain a high standard of corporate oversight, the Board continually assesses the collective skills and competencies required in the context of the Company's evolving business landscape, sectoral challenges, and regulatory requirements.

In compliance with Regulation 34(3) and Schedule V of the SEBI Listing Regulations, the Board has identified a set of core skills, expertise, and competencies that are necessary for the effective functioning of the Company. These attributes are currently available among the Board members, who bring diverse professional experiences and a strong commitment to ethical governance and strategic excellence.

The identified skills reflect the nature of the industry, the Company's strategic priorities, and the dynamic global business environment in which it operates. The Board regularly reviews these skills to ensure continued alignment with emerging trends, risks, and stakeholder expectations.

Business	Understanding of business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Leadership	Extended Leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principle financial officer, principle accounting officer, controller, public accountant, auditor or person performing similar function.
Marketing	Experience in developing strategies to grow sales and market share, build awareness and equity and enhance enterprise reputation.

In terms of requirement of SEBI Listing Regulations, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as follows:

Name of the Director	Area of Expertise					
	Business	Leadership	Strategy and Planning	Governance	Financial	Sales & Marketing
Mr. Ebenezer Gerald (DIN:02026613)	☑	☑	☑	☑	☑	☑
Mrs. Rajendhiran Eswari Angali (DIN:05345622)		☑		☑	☑	
Mrs. Rainy Ramesh Singhi	☑	☑	☑	☑		☑

(DIN:09844099)						
Mrs. Aakansha Vaid*** (DIN: 02796417)	✓	✓	✓	✓	✓	
Mr. Ramesh Chandra Mishra (DIN: 00206671)	✓	✓	✓	✓	✓	✓
Mrs. Sushama Anuj Yadav (DIN:07910845)		✓	✓	✓	✓	
Mr. Rajendhiran Jayaram ** (DIN: 01784664)	✓	✓		✓	✓	

Committees of Board of Directors

The mandatory Committees constituted by the Board of Directors of the Company are as under:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholder's Relationship Committee.

The composition of all the mandatory Committees meets the requirements of the Act and the SEBI Listing Regulations.

The details of the role and composition of the Committees of the Board including the number of meetings held during the Financial Year under review and attendance thereat, are provided below.

Audit Committee

The terms of reference of the Audit Committee satisfy the requirement of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI Listing Regulations.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Chairman of the Committee is financially literate and all other members of the Audit Committee have accounting or related financial management expertise.

Terms of Reference-

The brief terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Mandatorily review the following information:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3) Internal audit reports relating to internal control weaknesses;
- 4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- 5) Statement of deviations;
- a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
- b) Annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Composition, Meetings and Attendance

During the Financial year 2024-25, the Audit Committee met Five (5) times.

The composition of the Audit committee, date of the meeting till 1ST April, 2024 to 9TH February, 2025 and attendance of the Audit committee meetings is given below:

Name of Members	Category	Meeting Dates	May 27, 2024	June 11, 2024	August 09, 2024	November 11, 2024	
		Mode of Meeting	Physical Meeting at the Registered Office				
		No of Meetings Attended					
Mr. Rajendhiran Jayaram (Chairperson)	Independent Director	4	✓	✓	✓	✓	
Mrs. Rainy Ramesh Singhi (Member)	Non-Independent Director	4	✓	✓	✓	✓	
Mrs. Rajendhiran Eswari Angali	Independent Director	4	✓	✓	✓	✓	

(Member)						
-----------------	--	--	--	--	--	--

The Composition of Audit Committee was reconstituted on 10TH February, 2025, date of the meeting from 10TH February, 2025 to 31ST March, 2025 and attendance of the Audit committee meetings is given below:

Name of Members	Category	Meeting Dates	February 10, 2025
		Mode of Meeting	Physical Meeting at the Registered Office
		No of Meetings Attended	
Mrs. Sushama Anuj Yadav (Chairperson)	Independent Director	1	✓
Mrs. Aakansha Vaid (Member)	Independent Director	1	✓
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director	1	✓

The Functional Heads, Internal Auditors, Representatives of Statutory Auditors attend the meetings of Audit Committee from time to time. The Chairperson of the Audit Committee Meeting was present at the 31st Annual General Meeting held on September 30, 2024.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("**NRC**") of the Company is duly constituted as per Regulation 19 of the SEBI Listing Regulations, read with the provisions of Section 178 of the Act.

The present composition of the NRC is in accordance with the provisions of the Act and the rules made thereunder and SEBI Listing Regulations, it consists of Three (3) Non-Executive Independent Directors as on March 31, 2025. The Nomination and Remuneration Committee recommends the nomination of Directors, and carries out evaluation of performance of individual Directors. Besides, it recommends remuneration policy for Directors, Key Managerial Personnel and the Senior Management of the Company.

Terms of Reference-

The brief terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
 - a) Use the services of an external agencies, if required
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings and Attendance

During the Financial Year 2024-25 Nomination and Remuneration Committee met 6 (Six) times.

The composition of the Nomination and Remuneration Committee, date of the meeting till 1ST April, 2024 to 9TH February, 2025 and attendance of the Nomination and Remuneration Committee meetings is given below:

Name of Members	Category	Meeting Dates	May 27, 2024	June 11, 2024	August 09, 2024	September 02, 2024	December 31, 2024
		Mode of Meeting	Physical Meeting at the Registered Office				
		No of Meetings Attended					
Mr. Rajendhiran Jayaram (Chairperson)	Independent Director	5	✓	✓	✓	✓	✓

Mrs. Rainy Ramesh Singhi (Member)	Non-Independent Director	5	✓	✓	✓	✓	✓
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director	5	✓	✓	✓	✓	✓

The Composition of Nomination and Remuneration Committee was reconstituted on 10TH February, 2025, date of the meeting from 10TH February, 2025 to 31ST March, 2025 and attendance of the Nomination and Remuneration Committee meetings is given below:

Name of Members	Category	Meeting Dates	February 10, 2025
		Mode of Meeting	Physical Meeting at the Registered Office
		No of Meetings Attended	
Mrs. Sushama Anuj Yadav (Chairperson)	Independent Director	1	✓
Mrs. Aakansha Vaid (Member)	Independent Director	1	✓
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director	1	✓

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of Section 134(3)(p) of the Act read with the SEBI Listing Regulations, the Nomination and Remuneration Committee carried out the annual performance evaluation of the Directors individually including the Chairman and the Board evaluated the overall effectiveness of the Board of Directors including its Committees based on the ratings given by the Nomination & Remuneration Committee of the Company.

The performance evaluation of the Independent Non-Executive Directors was carried out by the entire Board on the criteria and framework adopted by Board (the concerned Director being evaluated did not participate). On the basis of ranking filled in the evaluation questionnaire and discussion of the Board, the Directors have expressed their satisfaction on the performance of the Independent Non-Executive Directors.

5. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") is constituted as per the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

It consists of three (3) Directors who are non- Executive Directors as on March 31, 2025. The Chairperson of Stakeholders Relationship Committee attends the Annual General Meeting to answer the queries raised by the Shareholders / Security holders, if any.

Composition, Meetings and Attendance

During the Financial Year 2024-25 the Stakeholders Relationship Committee met 3 (Three) times. The Composition of the Committee, date of the meetings and attendance of Stakeholders Relationship Committee members in the said meetings is given below –

Name of Members	Category	Meeting Dates	May 27, 2024	November 11, 2024	December 31, 2024	
		Mode of Meeting	Physical Meeting at the Registered Office			
		No of Meetings Attended				
Mr. Rajendhiran Jayaram (Chairperson)	Independent Director	3	✓	✓	✓	
Mrs. Rainy Ramesh Singhi (Member)	Non-Independent Director	3	✓	✓	✓	
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director	3	✓	✓	✓	

The Composition of Stakeholders Relationship Committee was reconstituted on 10TH February, 2025. The present members are as follows :

Name of Members	Category
Mrs. Aakansha Vaid (Chairperson)	Independent Director
Mrs. Sushama Anuj Yadav (Member)	Independent Director
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director
Mr. Ramesh Chandra Mishra (Member)	Non-Independent Director

Name, designation and contact details of the Compliance Officer

Mrs. Shazia Fatima Mohammed Karimuddin Shaikh, Company Secretary and Compliance Officer (ICSI M. NO.: A28104), is the Compliance Officer of the Company.

The Compliance Officer can be contacted at:

INTEGRATED HITECH LIMITED

Office Address- 150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai 600008.

Tel: +91 9223400434

- Email: easitax.ihl@gmail.com
- Website : easitax.com

Status of investors' complaints as on March 31, 2025

During the year, zero **(0)** Complaints were received through the SCORES portal of SEBI. No request for Share Transfer or Dematerialisation was pending for approval as on March 31, 2025.

The details of shareholders' complaints received and disposed of, during the year under review are as under:

No. of Investor complaints pending at the beginning	0
No. of Investor complaints received	0
No. of Investor complaints disposed off	0
No. of Investor complaints unresolved	0

Particulars of Senior Management and Changes Therein Since the Close of Previous Financial Year

Sr. No.	Members of Senior Management Team	Role / Designation
1.	Mr. Ebenezer Gerald	Managing Director
2.	Mr. Rajendhiran Jayaram (upto 08.02.2025)	Non Executive Director
3.	Mr. Ramesh Chandra Mishra	Non Executive Director
4.	Mrs. Rainy Ramesh Singhi	Non Executive Director
5.	Ms. Shantwana Adhikari	Chief Financial Officer (CFO)
6.	Mrs. Shazia Fatima Mohammed Karimuddin Shaikh (Appointed w.e.f. 11.06.2024)	Company Secretary & Compliance Officer

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (“CSR”) has been constituted as per the provisions of Section 135 of the Act and other applicable provisions of Companies (Corporate Social Responsibility Policies) Rules, 2014. The Committee comprises of Three (3) Directors. The Chairperson of the committee is an Independent Director.

Terms of Reference-

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, as amended, read with Rules framed thereunder;
2. Recommend the amount of expenditure to be incurred on such activities;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time;
4. To do such other acts, deeds and things as may be required to comply with the applicable laws;
5. To perform such other activities as may be delegated by the Board or specified/ provided under the Act or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Composition, Meetings and Attendance

During the Financial Year 2024–25, No meeting of Corporate Social Responsibility Committee were held.

The Composition of the Committee is given below –

The Composition of the Corporate Social Responsibility Committee till 9TH February, 2025 is given below –

Name of Members	Category
Mr. Rajendhiran Jayaram (Chairperson)	Independent Director
Mrs. Rainy Ramesh Singhi (Member)	Non-Independent Director
Mrs. Rajendhiran Eswari Angali (Member)	Independent Director

The Composition of Corporate Social Responsibility Committee was reconstituted on 10TH February, 2025. The present members are as follows :

Name of Members	Category
Mrs. Aakansha Vaid (Chairperson)	Independent Director
Mrs. Sushama Anuj Yadav (Member)	Independent Director
Mrs. Rajendhiran Eswari Angali	Independent Director

(Member)	
Mr. Ramesh Chandra Mishra (Member)	Non-Independent Director

CSR initiatives undertaken by the Company during the FY 2024-25

During the Financial Year 2024-25, No CSR Initiatives taken as CSR is Not Applicable to the company.

7. Remuneration of Directors

A. Policy on Remuneration

At Integrated Hitech Limited, our people are central to our success. We consider our human capital as one of our most valuable assets. Accordingly, our remuneration framework is designed to ensure fair, transparent, and competitive compensation for Directors, senior management, and employees across all levels.

Our remuneration strategy is focused on:

- Attracting and retaining top talent,
- Recognizing and rewarding performance, and
- Aligning individual goals with the Company's long-term vision and objectives.

No loans or advances were made to any Directors during the financial year 2024-25.

The Nomination and Remuneration Policy outlines the guiding principles and is accessible to all stakeholders through the Company's official website at: [easitax.com/resource/Corporate Governance.aspx](https://easitax.com/resource/Corporate%20Governance.aspx)

B. Remuneration to Independent Directors

Independent Directors are compensated solely through sitting fees for attending Board and Committee meetings. In order to maintain independence, no performance-linked incentives or stock options are extended to Independent Directors.

There are no pecuniary relationships or transactions between the Non-Executive Directors and the Company that require disclosure under applicable regulations.

C. Remuneration to Executive Director

The remuneration of the Managing Director and Whole-Time Directors is governed by applicable provisions of the Companies Act, 2013, relevant rules, SEBI regulations, and shareholder approvals. It includes a combination of fixed pay, allowances, and retirement benefits. No performance-linked incentives were paid during FY 2024-25.

Service Contract, Notice Period and severance Fee

- The term of appointment for Executive Directors is **three years**, subject to retirement by rotation as per the Companies Act, 2013.
- The notice period for termination is **90 days** from either side.
- **No severance fee** is payable on termination of appointment.

8. General Body Meetings

A) Details of Last Three Annual General Meetings are as under

AGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
29 TH	2021-2022	Thursday, September 29, 2022 10:00 a.m.	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	A) Regularisation of appointment of Mrs. Sudha Gerald (DIN: 02356484) as a director
30 TH	2022-23	Saturday, September 30, 2023 10:00 a.m.	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	A) Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) as a Non-Executive director. B) Appointment of Mr. Ramesh Chandra Mishra (DIN: 00206671) as Non-Executive Non Independent Director. C) Appointment of Mrs. Sushama Anuj Yadav (DIN: 07910845) as Independent director D) Approval of Related Party Transaction E) To Approve shifting of Registered office from one state to another state subject to approval of shareholders in Annual General Meeting F) Alteration of Memorandum of Association of the Company
31 ST	2023-24	Monday, September 30, 2024	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	A) Change of Registered office of the company from State of Tamilnadu

		10:00 a.m.		to the State of Maharashtra B) Adoption of Memorandum of Association as per provisions of the Companies Act, 2013 C) Adoption of Articles of Association as per the provisions of the Companies Act, 2013
--	--	------------	--	---

The Chairperson of the Audit Committee was present at all the above AGMs. All resolutions moved at the Annual General Meeting were passed by the requisite majority of shareholders.

B) Extraordinary General Meetings

No Extraordinary General Meetings were held during the financial year 2024-25 i.e. the year under review.

C) Details of resolutions passed by way of postal ballot

There is currently no proposal to pass any resolution by way of postal ballot. None of the matters scheduled for consideration at the upcoming Annual General Meeting require approval through a postal ballot process.

9. Means of Communication

Quarterly Results	The Company communicates to the Stock Exchange about the quarterly financial results within 30 minutes from the conclusion of the Board in which the same is approved.
Newspapers wherein results normally published	The results are usually published in the Financial Express (English) and Madras Mani (Regional) newspapers.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI Listing Regulations and under the Act are being posted at Company's website: easitax.com
	All the official news releases and presentations on significant developments in the Company to the institutional investors or analysts are hosted on Company's website easitax.com and provided to the Stock Exchanges https://www.bseindia.com/
	The Company ensures necessary updation of details pertaining to calls or presentations to institutional investors or analysts to the Stock Exchanges and also uploads the same on the website of the Company.
Designated e-mail	To serve the investors better and as required under SEBI Listing

address for investor services	Regulations, the designated e-mail address for investors complaints is easitax.ihl@gmail.com
--------------------------------------	---

10. General Shareholder Information

a) Annual General Meeting - Date, Time and Venue	32 nd Annual General Meeting through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM facility) [Deemed Venue for the meeting: Registered Office: 150/115, Cisons Complex,3rd Floor, Moniteth Road Egmore, Chennai 600008]
b) Financial Year	April to March
c) Registered Office	150/115, Cisons Complex,3rd Floor, Moniteth Road Egmore, Chennai 600008
d) Corporate Office	B 103 Ansa Industrial Estate, Sakinaka Andheri East, Mumbai, Maharashtra, India, 400072
g) CIN	L72300TN1993PLC024583
h) Name and Address of Stock Exchanges where Company's securities are listed	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India.
j) Listing fees	The Annual Listing fees for the financial year 2025-26 has been paid to BSE Limited.
k) Share Registrar and Transfer Agents	M/s. Cameo Corporate Services Ltd 1, Subramanian Building, Club House Road, Mount Road, Chennai – 600 002 Phone No. 044 - 28460390 Email: - cameo@cameoindia.com
l) Company Secretary & Compliance officer	Mrs. Shazia Fatima Mohammed Karimuddin Shaikh

n) Share Transfer System

Pursuant to the directive of the Securities and Exchange Board of India (SEBI), physical transfer of shares has been dispensed with. In reference to SEBI Circular dated January 25, 2022, the security holder/ claimant shall submit duly filled up Form ISR-4 for processing of service request related to transmission, transposition, consolidation/sub-division/endorsement of share certificate, issue of duplicate share certificate along with requisite documents. The Company/RTA shall issue letter of confirmation after processing the service requests which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to

the Depository Participant for dematerializing the said securities. The Form ISR-4 is available on the website of the Company.

o) Shareholding Pattern (Equity) as on March 31, 2025

	No. of Shares	% Equity
Promoter	11,05,700	11.05
Non Resident Indian	40,008	0.40
Public	71,63,235	71.6
Body Corporate	10,66,847	10.66
Others	6,28,810	6.29
Total	1,00,04,600	100

q) Distribution of Shareholding as on March 31, 2025

Sr. No	Shareholding of Shares Amount(Rs.)	Number of Shareholders Number	% of Total Shareholders %	Shares Amount	% of Total Share Capital %
1	10 to 5000	19743	93.6086	24501270	24.4900
2	5001 to 10000	684	3.2431	5717450	5.7148
3	10001 to 20000	331	1.5694	5058570	5.0562
4	20001 to 30000	115	0.5453	2966080	2.9647
5	30001 to 40000	41	0.1944	1461780	1.4611
6	40001 to 50000	48	0.2276	2311420	1.3104
7	50001 to 100000	58	0.2750	4311510	4.3095
8	100001 and above	71	0.3366	53717920	53.6932
	Total	21091	100	100046000	100

r) Dematerialization of Shares and Liquidity

71.92% of the Paid-up Capital is held in Dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2025 under ISIN No: **INE934A01012**

Particulars	NSDL	CDSL	Physical	Total
Shares	4641638	2552854	2810008	10004600
Shares (%)	46.40%	25.52%	28.09	100

s) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments

The Company has not issued any GDRs, ADRs, Warrants or any convertible instruments.

t) Commodity Price Risk or Foreign exchange risk and hedging activities

The Company faces risks related to exchange rate fluctuations. Effective planning and strategic measures help protect the Company's interests amid volatility in foreign exchange rates and commodity prices. The Company has not entered into any commodity hedging activities.

u) Plant Locations

There are no Plant Locations of the company.

v) credit rating

Credit Ratings not Applicable to the company.

w) Address for correspondence

Registered Office: 150/115, Cisons Complex, 3rd Floor, Moniteth Road Egmore, Chennai 600008.

x) Details with respect to Demat Suspense Account/Unclaimed Suspense Account as per Regulation 34(3) of SEBI Listing Regulations

Particulars	Shareholders		Physical	
	No. of Shareholder	No. of equity shares	No. of Shareholder	No. of equity shares
Aggregate no. of shareholders and the outstanding shares in the suspense account lying as on April 1, 2024	NIL	NIL	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense accounts during the year	-	-	-	-
Number of shareholders to whom shares were transferred from the suspense account	-	-	-	-

during the year				
Shares Transferred to IEPF A/c	-	-	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2025	NIL	NIL	NIL	NIL

11. Other Disclosures

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the year under review, all the related party transactions that were entered into were on an arm's length basis and in the ordinary course of business, and there were no material related party transactions that had potential conflict with the interest of the Company at large. The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act, and Rules framed thereunder and Regulation 23 of the SEBI Listing Regulations. Details of Related Party Transactions are disclosed in the notes to the Financial Statements as per the applicable Indian Accounting Standards. There were no Related Party Transactions during the year.

b) Details of Non-Compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market except as mentioned below and for which Company has paid below mentioned fines:

Sl. No.	Particulars	Fine Paid (Amount in Rs.)
1	Non-compliance with submission of Secretarial Compliance Report (Regulation 24A)	2,360
2	Non-compliance with requirement to appoint a Qualified Company Secretary as the Compliance Officer	15,340

c) Disclosure of Vigil Mechanism/ Whistle Blower Policy and access to the Chairperson of the Audit Committee;

The Company has put in place a mechanism for employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Companies Code of Conduct or Ethics Policy. The said Policy provides for adequate safeguards against victimization of

employees who avail of the mechanism and also provides for direct access to the higher levels of supervisors, managers including the Audit Committee. We confirm that during the financial year 2024-25 no employee of the Company was denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. easitax.com/resource/Corporate_Governance.aspx.

This policy also provides for adequate safeguards against victimization of employees who avail of the mechanism and provides for direct access to the Ombudsperson/Audit Committee Chairperson under the Code.

No personnel have been denied access to the Audit Committee.

d) Details of compliance with all the mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to corporate governance.

e) Web Link where policy for determining 'material' subsidiaries is disclosed;

To determine 'material subsidiary', the Company has adopted a 'Policy for Determining Material Subsidiary' and the same has been hosted on the website of the Company on the following web link; easitax.com/resource/Corporate_Governance.aspx.

f) Web link where policy on dealing with related party transactions:

The Company has formulated a policy on materiality of Related Party Transactions and dealing with Related Party Transactions in line with the requirements of Section 177 (4) (iv) and 188 of the Act, read with Rules framed thereunder and the SEBI Listing Regulations, amended from time to time. This Policy has been posted on the website of the Company at the easitax.com/resource/Corporate_Governance.aspx.

g) Disclosure of commodity price risk and commodity hedging activities- NA

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): NA

i) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report. (Annexure - V)

j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

During the Financial Year 2024-25 there have not been any instances where the Board of Directors have not accepted any recommendations of any committee of the Board which is mandatorily required.

k) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is part during the Financial Year 2024-25.

Total fees which is required to be paid by the Company to the Statutory Auditors of the Company 'M/s. John Moris & Co., Chartered Accountants' on the consolidated basis is as follows; Auditors Remuneration (exclusive of tax & GST)

Particulars	2024-25 (in lakhs)
Audit fees	0.10
Total	0.10

l) Disclosures in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to creating and maintaining an environment in which employees can work without any fear of harassment, exploitation or intimidation. The Company makes sure that every employee is made aware that the company is strongly opposed to sexual harassment and such behaviour is prohibited both by law and Integrated Hitech Limited.

Integrated Hitech Limited ensures complete anonymity and confidentiality of information. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on the end of the financial year	Nil

m) Disclosure by the listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':

No loans or advances were extended to firms or companies in whom directors hold interests throughout the year.

n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The Company has no material Subsidiary and hence this clause is not applicable.

12) Non-Compliance of any Requirement of Corporate Governance Report

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI Listing Regulations.

13) Discretionary Requirements

The Company has voluntarily complied with the following discretionary requirements as provided under Regulation 27 (1) read with Part E of the Schedule II of the SEBI Listing Regulations:

The Board	The Company has Executive Director as Chairperson.
Shareholder Rights	The quarterly and half-yearly financial performances are published in the newspapers and are also posted on the website of the Company, the same are not being sent to the members.
Modified opinion(s) in audit report	The Statutory Auditors have issued an unmodified audit opinion on the financial statements of the Company for the year ended March 31, 2025.
Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company has same persons to the post of the Chairperson and the Managing Director.
Reporting of internal auditor	The Internal Auditor reports to Chairperson cum Managing Director and has direct access to the Audit Committee.

**For and behalf of Board of Directors
Integrated Hitech Limited**

**Date: 28.04.2025
Place: Chennai**

**Sd/-
Ramesh Mishra
Director
DIN:00206671**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

ANNEXURE- IV

CODE OF CONDUCT OF DECLARATION

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Directors and Senior Management Personnel of the Company to whom Code of Conduct is made applicable, it is declared that the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct for the year ended March 31, 2025.

**For and behalf of Board of Directors
Integrated Hitech Limited**

**Date: 21.06.2025
Place: Chennai**

**Sd/-
Ramesh Mishra
Director
DIN:00206671**

**Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613**

ANNEXURE- V
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Integrated Hitech Limited
150/115, Cisons Complex
3rd Floor, Moniteth Road
Egmore, Chennai- 600008

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Integrated Hitech Limited having CIN: L72300TN1993PLC024583 and having Registered office at 150/115, Cisons Complex, 3rd Floor, Moniteth Road, Egmore, Chennai- 600008 (hereinafter referred to as '**the Company**'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (**DIN**) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company *
1	Ebenezer Gerald	02026613	12.10.1995
2	Rajendhiran Eswari Angali	05345622	15.06.2015
3	Rainy Ramesh Singhi	09844099	01.01.2023
4	Ramesh Chandra Mishra	00206671	30.09.2023
5	Sushama Anuj Yadav	07910845	30.09.2023
6	Aakashsha Vaid	02796417	10.02.2025

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 28.04.2025

Sd/-
Rabindra Kumar Samal
Practicing Company Secretary
FCS No.:7649 CP No.: 18278
UDIN: F007649G000223150

ANNEXURE- VI

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

**To,
The Members,
Integrated Hitech Limited
150/115, Cisons Complex, 3rd Floor,
Moniteth Road Egmore, Chennai 600008.**

We have examined the compliance on the conditions of Corporate Governance by **M/s. Integrated Hitech Limited** ('the Company') for the year ended on March 31, 2025. As stipulated under Regulations 17 to 27, clauses (b) (i) of sub-regulation (2) of Regulation 46 and para C. D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**).

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2024.

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

**Place: Chennai
Date: 28.04.2025**

**Sd/-
Rabindra Kumar Samal
Practicing Company Secretary
FCS No.: 7649 CP No.: 18278
UDIN: F007649G000223216**

ANNEXURE-VII

Managing Director (MD) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2025 and to the best of our knowledge and belief :
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee :
 - i. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

**For and behalf of Board of Directors
Integrated Hitech Limited**

Sd/-
Shantwana Adhikari
CFO

Sd/-
Ebenezer Gerald
Managing Director
DIN: 02026613

Date: 21.06.2025
Place: Chennai

INDEPENDENT AUDITOR'S REPORT

To the Members of Integrated Hitech Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of integrated Hitech Limited ("the Company") which comprise the Balance Sheet as at March 31st, 2025 and the statement of Profit and Loss and the cash flows Statement for the year then ended and notes to the financial statements including a summary of significant accounting policies. In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of their state of affairs of the Company as at March 31st, 2025, and loss and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act 2013, Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by ICAI and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significance in our audit of the financial statements of the current period. These matters we addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters No such matters were identified during the course of our audit.

Emphasis of Matter Paragraph

1.Trade Receivables:Trade receivables amounting to ₹52,79,284 have remained outstanding for a period exceeding three years. The management has reported that the concerned parties are untraceable despite repeated follow-ups. Accordingly, the management has decided to write off the said receivables as per note no.9 as it's irrecoverable during the year.

2.Rent Receivable:

The management confirmed that rent receivable amounting to ₹1,52,000 could not be recovered, as the party remains untraceable. Consequently, the management has resolved to adjust the outstanding rent receivable against the advance paid to the said party, and the remaining balance has been written off as note.24 during the year.

3.Impairment of computer and software Assets:

The computer and software assets were found to be non-functional and not in usable condition for over a year. Based on the evaluation conducted by the management, these assets have been scrapped, resulting in a recognized loss of ₹1,48,75,758 during the year as per accounting policy no.3.

4.Investment in subsidiaries incorporated in USA and Singapore:

As per note no.8, the subsidiaries incorporated in the United States of America and Singapore have incurred continuous losses during the year under review, resulting in the diminution of the carrying value of the investments. The investment in the USA subsidiary has been valued at USD 100, and the investment in the Singapore subsidiary has been fully impaired to ₹0. The corresponding loss has been recognized in the statement of profit and loss for the year.

5.Prior Period Item:

An amount of ₹12,06,291.20 under commission charges has been incurred which is prior period item.

6.Write-off of Balances:

The management has written off the balances during the year due to the inability to trace the counterparties referred in:

- Loan from others: ₹37,68,434
- Other Payable: ₹16,00,000
- Advance to Suppliers: ₹53,43,390

Upon necessary due diligence and verification procedures, management concluded that these amounts were irrecoverable and accordingly, they have been written off in the books of account.

Our opinion is not Qualified based on the above points mentioned.**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements in term of the requirements of the Companies Act 2013 that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error which have been used for the purpose of preparation of the financial statements by the Directors of the Company as aforesaid.

In preparing the financial statements the respective Board of Directors of the companies are responsible for assessing the ability of the Company to continue as a going concern disclosing as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Company is responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act we report to the extent applicable that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.

(d) In our opinion the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Company as on 31st March 2025 taken on record by the Board of Directors of the Company none of the directors of the companies are disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls refer to our separate report in Annexure

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules 2014 in our opinion and to the best of our information and according to the explanations given to us:

i) There were no pending litigations which would Impact the financial position.

ii)The Company did not have any material foreseeable losses on long term contracts including derivative contracts.

iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by The Company.

Date: 28-04-2025
Place: Chennai

For A John Moris& Co.,
Chartered Accountants,
FRN: 007220 S
Sd/-
CA S Muralikannan
M.No.: 211698
UDIN: 25211698BMICYI4502

**ANNEXURE 'A' TO THE AUDITORS' REPORT OF THE AUDITOR TO THE MEMBERS IN
ACCORDANCE WITH THE COMPANIES (AUDITORS'REPORT) ORDER 2020**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us fixed assets are physically verified by the management at reasonable intervals which in our opinion is reasonable looking to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company the Company does hold title deeds of immovable properties.

2. The company is providing a service and hence provision relating to inventory is not applicable.

3. According to the information and explanations given to us and on the basis of our examination of the books of account it was observed that the Company has not granted Loans to corporate listed in the register maintained under section 189 of the Companies Act 2013.

4. In our opinion and according to the information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Act with respect to the investments made. The company has not granted any loans to its directors.

5. During the year the Company has not accepted any deposits from non-members. As such the compliance with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act 2013 and rules framed there under are not applicable.

6. As per information & explanation given by the management maintenance of cost records has not been prescribed by the Central Government under subsection (1) of section 148 of the Companies Act 2013 for any of the activities of the Company.

7. (a) According to the records the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax and other applicable statutory dues during the year.

(b) According to the information and explanations given to us there is no amounts payable in respect of income tax and service tax which have not been deposited on account of any disputes.

(c) According to the information and explanations given to us no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

8. According to the records, there are no transactions recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. Based on our audit procedures and on the information and explanations given by the management we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution bank or debenture holder.

10. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

11. According to the information and explanations given to us no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

12. The Company is not a chit fund or a Nidhi /mutual benefit fund/society. Accordingly, this paragraph of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.

14. The company is not mandatorily required to appoint an internal auditor (under Sec 138 read with Rule 13), hence this paragraph of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the Company the Company has not entered into any non-cash transactions its directors.

16. According to the information and explanations given to us and based on our examination of the records of the company,

a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934,

b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

17. According to the records, the company has incurred a cash loss of Rs. 3,02,90,000 during the current financial year and has incurred cash loss of Rs. 7,65,68,488 during the immediately preceding financial year.

18. There has not been any resignation of the statutory auditors during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, information and explanations given to us and on the basis of our examination of the books of account, no material uncertainty exists as on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. The company does not fall under the category of companies to which CSR obligations apply as specified in Schedule VII under Sec 135 of the Companies Act, 2013 and hence this paragraph of the order is not applicable.

21. There have been no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the Standalone Financial Statements.

**For A John Moris & Co.,
Chartered Accountants,
FRN: 007220 S**

**Place: Chennai
Date: 28-04-2025**

**Sd/-
CA S Muralikannan
Partner
M.No.: 211698
UDIN: 25211698BMICYI4502**

ANNEXURE - 'B' TO THE AUDITORS' REPORT
REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (1) OF SUBSECTION 3
OF SECTION 143 OF THE COMPANIES ACT 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of M/s. Integrated Hitech Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business including adherence to company's policies the safeguarding of its assets the prevention and detection of frauds and errors the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Companies Act 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act 2013 to the extent applicable to an audit of internal financial controls both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists and testing and evaluating the design and operating

Effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent Limitations of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Company has in all material respects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A John Moris & Co.,
Chartered Accountants,
FRN: 007220 S**

**Sd/-
CA S Muralikannan
Partner
M. No.: 211698
UDIN:25211698BMICYI4502**

**Place: Chennai
Date: 28-04-2025**

<p style="text-align: center;"> INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Stand-alone Balance Sheet as at 31st March, 2025 </p>			
Particulars	Note	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
		Rs. (in Lakhs)	Rs. (in Lakhs)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	13	9.73	160.93
(b) Capital Work in progress			
(C) Investment Property			
(D) Goodwill			
(E) Other Intangible asset			
(F) Intangible asset under development			
(G) Biological assets other than bearer plant			
(H) Financial assets			
(i) Invetment in subsidiaries and Joint ventures	8	0.09	63.15
(ii) Invetment			
(iii)Trade receivable			
(iv) Loans			
(v)Others (to be specified)			
(l) Deferred tax assets(Net)			
(J) Other non current asset			
Total non-current assets		9.82	224.08
Current assets			
(a) Inventories			
(b) <u>Financial Assets</u>			
(i) Investments	9	0.01	53.50
(ii) Trade receivables			
(iii) Contract assets			
(iv) Bank balances other than cash and cash equivalent	12	0.71	21.03
(v) cash and cash equivalent	10	0.02	0.02
(v) Other Receivables	11	2.48	54.10
(v) Other financial Assets			
(C) Current tax asset (Net)			
(D) Other current assets			
Total current assets		3.23	128.66
TOTAL ASSETS		13.05	352.74
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1	1,000.46	1,000.46
(b) Other equity	2	(1,043.18)	(740.28)
Total equity		(42.72)	260.18
Liabilities			
Non-Current liabilities			
(a) <u>Financial liabilities</u>			
(i) Borrowings	3	-	-
(ia) Lease liability			
(ii) Trade Payables			
(b) Provisions		-	-
(C) Deferred tax Liability(Net)	4	-	-
(D) Other non current Liability		-	-
Total Non- Current liabilities		-	-
Current liabilities			
(a) <u>Financial Liabilities</u>			
(i) Borrowing	6	41.53	87.31
(ia)Lease liability			
(ii) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises			-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	5	14.24	5.15
(iii) Other financial liability			
(b) Other Current liability			
(C) Provisions	7	-	0.10
(D) Current tax liability (Net)		-	-
Total current liabilities		55.77	92.56
TOTAL LIABILITIES		55.77	92.56
TOTAL EQUITY AND LIABILITIES		13.05	352.74
See accompanying notes to the financial statements		For and on behalf of Board of Directors,	
As per the report of the even date attached		Integrated Hitech Limited,	
For A John Moris & Co Chartered Accountants FRN 007220 S		<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Sd/- (Iranee Tripathy) Chief Financial Officer </div> <div style="text-align: center;"> Sd/- (Gerald Ebenezer A) Chairman cum Managing Director DIN:02026613 </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;"> Sd/- (Shazia Fatima Mohammed Karimuddin Shaikh) Company Secretary </div> <div style="text-align: center;"> Sd/- (Ramesh Chandra Mishra) Director DIN: 00206671 </div> </div>	
M.No:211698 UDIN: 25211698BMICYI4502 Date: 28-04-2025 Place:Chennai			

<p style="text-align: center;">INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Standalone Statement of profit and loss for the year ended 31st March, 2025</p>				
S. No.	Particulars	Note	Figures as at the end of current accounting period Rs. (in Lakhs)	Figures as at the end of Previous accounting period Rs. (in Lakhs)
I	Revenue From Operations	14	3.76	1.66
II	Other Income	15	-	5.00
III	Total Income (I+II)		3.76	6.66
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of stock in trade			
	Changes in inventories of finished goods , Stock in trade , Work in progress and Scrap			
	Employee benefits expense	16	7.91	13.07
	Finance cost			
	Depreciation and amortization expense	17	1.01	2.92
	Impairment losses			
	Other expenses	18	297.75	759.27
	Direct Input to WIP/ Expenses capitalised			
	Provisions			
	Total expenses (IV)		306.66	775.26
	Profit / (Loss) before extraordinary items and tax (III-IV)		(302.90)	(768.60)
	Exceptional items		-	-
V	Profit / (loss) before tax (III-IV)		(302.90)	(768.60)
VI	Tax expense:			
	(1) Current tax		-	-
	(3) Deferred tax		-	-
			-	-
VII	Profit or loss for the period from continuing operations		(302.90)	(768.60)
	Profit or loss for the period from discontinued operations		-	-
	Tax expense of discontinued operations		-	-
	Profit or loss for the period from continuing operations after Tax		-	-
	PROFIT OR LOSS FOR THE PERIOD		(302.90)	(768.60)
VIII	Other Comprehensive Income		-	-
	(i) Items that will not be reclassified to profit or loss			
	- Changes in fair value of FVOCI equity instruments		-	-
IX	Total other comprehensive income		-	-
X	Total comprehensive income for the year (VII+IX)		(302.90)	(768.60)
XI	Earnings per equity share:			
	Basic & Diluted (Face value Rs.10 per equity share)		(3.03)	(7.68)
<p><i>See accompanying notes to the financial statements</i> <i>As per the report of the even date attached</i></p>				
For A John Moris & Co Chartered Accountants FRN 007220 S Sd/- (CA S Muralikannan) Partner M.No:211698 UDIN: 25211698BMICY14502 Date: 28-04-2025 Place:Chennai		<p style="text-align: center;">For and on behalf of Board of Directors, Integrated Hitech Limited,</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Sd/- (Iranee Tripathy) Chief Financial Officer </div> <div style="text-align: center;"> Sd/- (Gerald Ebenezer A) Chairman cum Managing Director DIN:02026613 </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;"> Sd/- (Shazia Fatima) Mohammed Karimuddin Shaikh) Company Secretary </div> <div style="text-align: center;"> Sd/- (Ramesh Chandra Mishra) Director DIN: 00206671 </div> </div>		

<p style="text-align: center;">INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Standalone Statement of cash flows for the year ended 31st March, 2025</p>				
Sr. No.	Particulars		Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
			Rs. (in Lakhs)	Rs. (in Lakhs)
A	<u>Cash flow from operating activities</u>			
	Net Profit / (Loss) before extraordinary items and tax		(302.90)	(768.60)
	<u>Adjustments for:</u>			
	Finance costs		-	-
	Depreciation and amortisation expense		1.01	2.92
	Rental income			(5.00)
	Derecongised Loss on intangible asset - Web Portals			507.46
	Balances w/off		64.60	
	Loss on Sale of Scrap		148.76	
	Operating profit before working capital changes		(88.53)	(263.22)
	<u>Adjustments for (increase) / decrease in operating assets</u>			
	Trade Receivables		53.49	198.86
	Short term loans and advances		51.63	(0.48)
	<u>Adjustments for increase / (decrease) in operating liabilities</u>			
	Trade payable		9.09	(2.63)
	Other current liabilities		(45.79)	61.18
	Short term provisions		(0.10)	
	Cash generated from operations		68.32	256.92
	Direct taxes paid (net)		-	-
	Net cash from operating activities (A)		(20.21)	(6.30)
B	<u>Cash flows from investing activities</u>			
	Sale Proceeds for property, plant and equipment (PPE)			
	Proceeds from Sale of Investment		-	
	Net cash (used in) investing activities (B)		-	-
C	<u>Cash flow from financing activities</u>			
	Repayment of borrowings		-	-
	Rent paid			5.00
	Net cash (used in) financing activities (C)		-	5.00
	NET INCREASE IN CASH AND CASH EQUIVALENTS [A+B+C]		(20.21)	(1.30)
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		20.95	22.25
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		0.74	20.95
<i>As per our Report of even date attached</i>				
For A John Moris & Co Chartered Accountants FRN 007220 S Sd/- (CA S Muralikannan) Partner M.No:211698 UDIN: 25211698BMICY14502 Date: 28-04-2025 Place:Chennai		For and on behalf of Board of Directors, Integrated Hitech Limited, <div style="display: flex; justify-content: space-around;"> <div> Sd/- (Iranee Tripathy) Chief Financial Officer </div> <div> Sd/- (Gerald Ebenezer A) Chairman cum Managing Director DIN:02026613 </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> Sd/- (Shazia Fatima) Mohammed Karimuddin Shaikh) Company Secretary </div> <div> Sd/- (Ramesh Chandra Mishra) Director DIN: 00206671 </div> </div>		

Notes to Standalone financial statements for the year ended 31st March, 2025

A. CORPORATE INFORMATION:

Integrated Hightech Limited is a Public limited company by shares having its registered office at 150/115, CISIONS COMPLEX, 3RD FLOOR, MONTIETH ROAD, EGMORE, CHENNAI-8 Chennai TN 600008 IN, bearing CIN L72300TN1993PLC024583. The company is listed in Bombay Stock Exchange. The Principal business activity of the company is Software Development Services.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Estimation of current tax expenses and payable

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, land and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

4. Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as

5. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

6. Foreign Currency Transactions: NIL

7. Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on invoices raised for service provided on an accrual basis.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts, any taxes or duties collected on behalf of the government which are levied on sales such as Goods & Service tax (GST) and service tax.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

8. Employee Benefits:

Employee Benefits: - The Company does not fall within the applicability of Employee Benefit plans.

9. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

10. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

11. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

12. Leases:**Where the Company is Lessee**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

13. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in financial statements.

1 Equity share capital

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Authorised:		
Equity Shares of Rs 10 each	1,000.46	1,000.46
Issued, Subscribed and Paid up:		
Equity Shares of Rs 10 each	1,000.46	1,000.46
Total	1,000.46	1,000.46

Notes:**1.1 Reconciliation of number of shares outstanding at the beginning and end of the year:**

Authorised share capital:	No. of shares	Amount
	Rs.	Rs.
Balance as at 31st March, 2023	1,10,00,000	11,00,00,000.00
Add / (Less): Changes during the year		
Balance as at 31st March, 2024	1,10,00,000	11,00,00,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2025	1,10,00,000	11,00,00,000.00

Issued, Subscribed and Paid up share capital:	No. of shares	Amount
	Rs.	Rs.
Balance as at 31st March, 2023	1,00,04,600	10,00,46,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2024	1,00,04,600	10,00,46,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2025	1,00,04,600	10,00,46,000.00

1.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a per value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

2 Reserves & Surplus

A Other Equity		
Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Share forfeiture a/c	-	-
Securities premium	-	-
Retained earnings	(1,043.18)	(740.28)
Total	(1,043.18)	(740.28)
B Securities Premium	-	-
C Retained earnings	-	-

3 Borrowings

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
UnSecured		
From Others	-	-
Total	-	-

4 Deferred Tax Liability

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Deferred Tax Liabilities	-	-
- on account of depreciation	-	-
Total	-	-

5 Trade payables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Dues to Micro and Small enterprises		
Audit Fees Payable	4.99	
Dues to Others	8.83	5.15
TCS Payable	0.01	
TDS Payable	0.03	
GST Payable	0.38	
Total	14.24	5.15

6 Short Term Borrowings

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Other payables	0.86	16.00
Loan from Director	40.66	33.63
Loan from others	-	37.68
Total	41.53	87.31

7 Provisions

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Short Term provisions	-	0.10
Total	-	0.10

Notes to Standalone financial statements for the year ended 31st March, 2025

8 Investments

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Investment in Shares of Integrated Hitech (America) Corporation	0.09	63.15
Total	0.09	63.15

9 Trade Receivables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Unsecured, considered good	0.01	53.50
Total	0.01	53.50

10 Cash and cash equivalent

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Cash and cash equivalent	0.02	0.02
Total	0.02	0.02

Note : The ledger named " Cash and Cash Equivalent" have been Comprised of both Cash and cash equivalent and Balance with Bank were" cash and cash equivalent" has been disclosed separately by complying Ind AS 1

11 Other Receivables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
TDS Receivable	0.20	0.39
Advance to suppliers	-	53.43
GST Input	0.51	0.28
Receivable from Scrap Sale	1.76	
Total	2.48	54.10

12 Bank balance other than cash and cash equivalent

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Balances with banks	0.71	21.03
Total	0.71	21.03

Note : The ledger named " Cash and Cash Equivalent" have been Comprised of both Cash and cash equivalent and Balance with bank were" Bank Balance other than cash and cash equivalent" has been disclosed separately by complying Ind AS 1

Schedule: 1 (Note 13)											
Property, Plant and Equipment											
S.No.	Particulars	Gross Block (Rs.)				Depreciation				Net Block (Rs.)	
		As on 01.04.2024	Additions	Deletion	As on 31.03.2025	As on 01.04.2024	Depn. for the year	Accumulated Depreciation of deletions	As on 31.03.2025	W.D.V. as on 31.03.2025	W.D.V. as on 01.04.2024
I	Tangible Assets										
1	Building	19.42	-	-	19.42	11.61	0.62		12.23	7.19	7.81
2	Computer, peripherals &Software	300.12	0	298	2.43	148.68	0.01	147.50	1.20	1.24	151.44
4	Plant & Machinery	10.61	-	-	10.61	10.61	-		10.61	-	-
6	Furniture & Fittings	26.19	-	-	26.19	24.51	0.37		24.88	1.31	1.68
7	Vehicles-Car	3.73		-	3.73	3.73	-		3.73	-	-
II	Intangible Assets					-			-		
1	Web portals	0.00	-	-	0.00	-	-	-	-	0.00	0.00
	Total	360.08	0	297.73	62.39	199.15	1.01		52.66	9.73	160.93

Depreciation as per IT Act											
S.No.	Particulars	WDV				Depreciation				Net Block (Rs.)	
		As on 01.04.2024	Additions	Deletion	As on 31.03.2025	As on 01.04.2024	Depn. for the year	Accumulated Depreciation of deletions	As on 31.03.2025	W.D.V. as on 31.03.2025	W.D.V. as on 01.04.2024
I	Tangible Assets										
1	Building	19.42	-	-	19.42	11.61	1.94		12.23	7.19	7.81
2	Computer, peripherals & Software	300.12	0	298	2.43	148.68	120.05	147.50	1.20	1.24	151.44
4	Plant & Machinery	10.61	-	-	10.61	10.61	-		10.61	-	-
6	Furniture & Fittings	26.19	-	-	26.19	24.51	0.37		24.88	1.31	1.68
7	Vehicles-Car	3.73		-	3.73	3.73	-		3.73	-	-
II	Intangible Assets										
1	Web portals	0.00	-	-	0.00	-	-	-	-	0.00	0.00
	Total	360.08	0.05	297.73	62.39	199.15	122.36	147.50	52.66	9.73	160.93

Notes to Standalone financial statements for the year ended 31st March, 2025

14 Revenue from operation

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Sale of Services	1.70	1.58
Other Operating income	2.06	0.08
Total	3.76	1.66

15 Other Income

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Rent Received	-	5.00
Total	-	5.00

16 Employee Benefit Expense

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in lakhs)	Rs. (in lakhs)
Salaries, wages and bonus	7.91	13.07
Total	7.91	13.07

17 Depreciation and amortisation expense

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Depreciation of property, plant and equipment (Refer Schedule 1)	1.01	2.74
Total	1.01	2.74

18 Other Expenses

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Rent	4.58	6.63
NSDL Fees	0.00	0.19
Professional/Agency fees & Other expenses	5.64	3.69
Advertisement expenses	0.66	0.55
Payment to Auditors - Audit fees	0.10	0.09
Marketing & business promotion expenses	-	-
Postage, Telephone & Communication	0.12	0.12
Printing & Stationery	1.35	0.02
Electricity Charges	0.64	-
Travelling & conveyance	0.06	0.04
Repair & maintenance expenses	0.59	0.11
Interest & Bank charges	0.01	0.01
BSE/ CDSL Fees	1.90	0.60
Website renewal charges	0.06	0.07
Listing fees	3.84	3.84
Re-instatement fees BSE	-	35.40
Bad Debts	-	200.00
Derecognised Loss on intangible asset - Web Portals	-	507.46
E-Voting Charges	0.15	-
Penalty & Late Fees	0.15	-
Loss on Sale of Scrap	148.76	-
Loss on investments	63.07	-
Balances Written Off	66.03	-
Other Expenses	0.04	0.46
Total	297.75	759.27

Statement of changes in equity for the year ended 31st March, 2025

A. Equity Share Capital:

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
10,00,46,000.00	-	10,00,46,000.00

B. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Other Reserves (specify nature)	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	(740.28)	-	-	-	-	-	-	-	-740.28
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	(302.90)	-	-	-	-	-	-	-	-302.90
Balance at the end of the reporting period	-	-	-	-	-1,043	-	-	-	-	-	-	-	-1,043

Notes to Standalone financial statements for the year ended 31st March, 2025

20 Contingent liabilities & Commitments

The company does not have any contingent liabilities and Commitments (Including Capital Commitments as on March 31, 2025 (As at March 31, 2024 - Nil).

21 Earning Per share

(In Rupees)

PARTICULARS	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
Profit after tax available for equity shareholders	(3,02,90,000.00)	(7,68,60,000.00)
Weighted average number of equity shares	1,00,04,600.00	1,00,04,600.00
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	(3.03)	(7.68)

22 Segment Reporting

The Company's Board of Directors has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators . The Company is primarily engaged in the business of financial services . The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

23 Related party disclosures

There were no related party transaction were carried out during the year and previous year.

Name of related party	Position
Integrated Hitech Singapore Pte Ltd	Subsidiary Company
Mr. Sheikh Abdul Farook	Director
Mr. A. Gerald Ebenezer	Director
Integrated Hitech (America) Corporation	Subsidiary Company
Mr. Raj Jeba Kumar	Director
Mr. A. Gerald Ebenezer	Director

INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583						
In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby has made the following further amendments in Schedule III to the said Act with effect from 1st day of April, 2021.						
1. Promoter's Shareholding.						
As per amendment, the company shall disclose the shareholding pattern of promoters at the end of the year as follows:						
Sl.No	Promoter Name	Number of Shares held (in no's)	Percentage of Total Shares	Percentage change during the year		
1	A.GERALD EBENEZER	5,55,800	5.56%	NIL		
2	RAM GOPAL RAMGARHIA HUF	5,03,513	5.03%	NIL		
3	OTHERS	89,45,287	89.41%	NIL		
Total holding by promoter		1,00,04,600	100.00%	0.00%		
2. Trade Receivables						
The amendment brought in schedule 3 requires extensive additional categorization of trade receivables and also requires the ageing of trade receivable in 5 different categories. As per the amendment, following additional categorization needs to be done apart from the sub-classification done currently. As at the end of 31-03-2022 no trade receivable exist.						
Particulars	Outstanding for following periods from due date of payment					
	Amount					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables – considered good	1.16		52.34			53.50
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						
3. Other Financial Assets:						
The amendment requires that other financial assets shall include: (i) Security deposits. (ii) Bank deposits with more than 12 months maturity. (iii) Others						
S.No	Particulars	Amount				
(i)	Bank Deposit	Deposit with banks				
(ii)	Security Deposit	Security deposit with various pesons				
(iii)	Others	Mutual Fund, Cash and cash equivalent				
4. Trade payables :						
Trade payables were required to be segregated into dues of micro enterprises and small enterprises (MSME) and other than micro enterprises and small enterprises. Schedule						
Particulars	Outstanding for following periods from due date of payment					
	Amount					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i)MSME		-	-	-	-	
(ii)Others	4.97	0.18	-	-	5.15	
(iii) Disputed dues – MSME	-	-	-	-	-	
(iv) Disputed dues – Others	-	-	-	-	-	
5. Title Deed of Immovable Property not held in the name of company :						
All the Immovable property is held in the name of the company during the financial year.						
6. Disclosure of Revaluation of Assets :						
The company has not revalued any of it's Property Plant and Equipment during the Financial year.						
7. Disclosure on Loans /Advance to Directors /KMP / Related Parties :						
The company has not granted any Loans and Advances to promoters, directors, KMP's and other related parties						
8. Capital Work-in progress (CWIP) :						
CWIP	To be completed in					
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years		
NIL	NIL	NIL	NIL	NIL	NIL	
9. Intangible Asset under development :						
Intangible Assets	To be completed in					
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years		
NIL	NIL	NIL	NIL	NIL	NIL	
10. Details of Benami Property held :						
The company has not held any Benami Property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.						
11. Wilful Defaulter and End use of Funds :						
The company has not been declared as a wilful defaulter by any bank or financial institution or any other lender for the current financial year.						
12. Details in respect of Borrowing funds and share premium from any person(s) or entity(s) :						
Lendor of Loan	Nature of Loan	Schedule of Interest payment		Balance as on 31st March,2025		
Loan from Director	Operational Activity	Nil		40.66		
Loan from others	Operational Activity	Nil		0.00		
13. Relationship with struck off companies :						
The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.						
14. Compliance with number of Layers :						
The company has complied with the number of layers perscribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.						
15. Corporate Social Responsibility :						
Corporate social responsibility Provisions are not applicable for this currengt Financial Year.						
16. Crypto Currency or Virtual Currency :						
The Company has not traded or invested or involved in Crypto Currency or Virtual Currency transactions during the financial year.						

Notes Forming Part of Standalone Financial Statements

24 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

For March 31, 2025

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)
Financial assets					
Investments		-	0.09	0.09	0.09
Cash and cash equivalents	-	-	0.71	0.71	0.71
Other financial assets	-	-	2.48	2.48	2.48
Total Financial assets	-	-	3.28	3.28	3.28
Financial liabilities					
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Others	-	-	-	-	-
Total financial liabilities	-	-	-	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Considering the size and the operations of the Company, it is not exposed to Liquidity Risk, Market Risk and Credit risk.

Notes Forming Part of Standalone Financial Statements

25 Capital risk management

The Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

26 First time adoption of Ind AS

The accounting policies set out in Note 1, have been applied in preparing the financial statements from the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

A. Ind AS optional exemptions

(i) Deemed Cost

The Company on first time adoption of Ind AS, has elected to continue with the carrying value for all

(ii) Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The company has opted to apply this exemption for its investment in equity Investments.

B. Ind AS mandatory exemptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following item in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) De-recognition of financial assets and financial liabilities

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

There were no adjustments required to be carried out pursuant to the adoption of the Ind AS by the Company. Hence, there are no reconciliation line items have been presented.

27 Recent accounting pronouncements

Ind AS 115 - Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which

the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The Company is evaluating the requirement of the amendment and the impact on the financial statements.

The effect on adoption of Ind AS 115 is expected to be insignificant".

28 The financial statements were approved for issue by the Board of Directors on 28-04-2025

29 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

A 7. In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby has made the following further amendments in Schedule III to the said Act with effect from 1st day of April, 2021

Ratio	Numerator	Denominator	Year ended March 31, 2025	Year ended March 31, 2024	Variance %
Current Ratio	Total current assets	Total current liabilities	0.06	1.39	-96%
Debt-Equity Ratio	Debt consists of borrowings and lease liabilities	Total equity	(0.97)	0.34	-390%
Return on Equity Ratio	Profit for the year less Preference dividend (if any)	Average total equity	7.09	(2.95)	-340%
Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	303.32	0.03	975601%
Trade payables turnover ratio	Operating expenses + Other expenses	Average trade payables	20.91	147.41	-86%
Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	(0.07)	0.05	-255%
Net profit ratio	Profit for the year	Revenue from operations	(80.60)	(462.10)	-83%
Return on Capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	7.09	(2.95)	-340%

INDEPENDENT AUDITOR'S REPORT

To the Members of Integrated Hitech Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of integrated Hitech Limited ("the Company") which comprise the Balance Sheet as at March 31st, 2025 and the statement of Profit and Loss and the cash flows Statement for the year then ended and notes to the financial statements including a summary of significant accounting policies. In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of their state of affairs of the Company as at March 31st, 2025, and loss and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act 2013, Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by ICAI and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significance in our audit of the financial statements of the current period. These matters we addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters No such matters were identified during the course of our audit.

Emphasis of Matter Paragraph

1.Trade Receivables:

Trade receivables amounting to ₹52,79,284 have remained outstanding for a period exceeding three years. The management has reported that the concerned parties are untraceable despite repeated follow-ups. Accordingly, the management has decided to write off the said receivables as per note no.9 as it's irrecoverable during the year.

2.Rent Receivable:

The management confirmed that rent receivable amounting to ₹1,52,000 could not be recovered, as the party remains untraceable. Consequently, the management has resolved to adjust the outstanding rent receivable against the advance paid to the said party, and the remaining balance has been written off as note.24 during the year.

3.Impairment of computer and software Assets:

The computer and software assets were found to be non-functional and not in usable condition for over a year. Based on the evaluation conducted by the management, these assets have been scrapped, resulting in a recognized loss of ₹1,48,75,758 during the year as per accounting policy no.3.

4.Investment in subsidiaries incorporated in USA and Singapore:

As per note no.8, the subsidiaries incorporated in the United States of America and Singapore have incurred continuous losses during the year under review, resulting in the diminution of the carrying value of the investments. The investment in the USA subsidiary has been valued at USD 100, and the investment in the Singapore subsidiary has been fully impaired to ₹0. The corresponding loss has been recognized in the statement of profit and loss for the year.

5.Prior Period Item:

An amount of ₹12,06,291.20 under commission charges has been incurred which is prior period item.

6.Write-off of Balances:

The management has written off the balances during the year due to the inability to trace the counterparties referred in:

- Loan from others: ₹37,68,434
- Other Payable: ₹16,00,000
- Advance to Suppliers: ₹53,43,390

Upon necessary due diligence and verification procedures, management concluded that these amounts were irrecoverable and accordingly, they have been written off in the books of account.

Our opinion is not Qualified based on the above points mentioned.**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements in term of the requirements of the Companies Act 2013 that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error which have been used for the purpose of preparation of the financial statements by the Directors of the Company as aforesaid.

In preparing the financial statements the respective Board of Directors of the companies are responsible for assessing the ability of the Company to continue as a going concern disclosing as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Company is responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act we report to the extent applicable that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.

(d) in our opinion the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Company as on 31st March 2025 taken on record by the Board of Directors of the Company none of the directors of the companies are disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls refer to our separate report in Annexure

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules 2014 in our opinion and to the best of our information and according to the explanations given to us:

i) There were no pending litigations which would Impact the financial position.

ii) The Company did not have any material foreseeable losses on long term contracts including derivative contracts.

iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by The Company.

**For A John Moris & Co.,
Chartered Accountants,
FRN: 007220 S**

**Date: 28-04-2025
Place : Chennai**

**Sd/-
CA S Muralikannan
M.No.: 211698
UDIN: 25211698BMICYH2529**

**ANNEXURE 'A' TO THE AUDITORS' REPORT OF THE AUDITOR TO THE MEMBERS IN
ACCORDANCE WITH THE COMPANIES (AUDITORS'REPORT) ORDER 2020**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us fixed assets are physically verified by the management at reasonable intervals which in our opinion is reasonable looking to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company the Company does hold title deeds of immovable properties.

2. The company is providing a service and hence provision relating to inventory is not applicable.

3. According to the information and explanations given to us and on the basis of our examination of the books of account it was observed that the Company has not granted Loans to corporate listed in the register maintained under section 189 of the Companies Act 2013.

4. In our opinion and according to the information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Act with respect to the investments made. The company has not granted any loans to its directors.

5. During the year the Company has not accepted any deposits from non-members. As such the compliance with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act 2013 and rules framed there under are not applicable.

6. As per information & explanation given by the management maintenance of cost records has not been prescribed by the Central Government under subsection (1) of section 148 of the Companies Act 2013 for any of the activities of the Company.

7. (a) According to the records the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax and other applicable statutory dues during the year.

(b) According to the information and explanations given to us there is no amounts payable in respect of income tax and service tax which have not been deposited on account of any disputes.

(c) According to the information and explanations given to us no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

8. According to the records, there are no transactions recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. Based on our audit procedures and on the information and explanations given by the management we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution bank or debenture holder.

10. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

11. According to the information and explanations given to us no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

12. The Company is not a chit fund or a Nidhi /mutual benefit fund/society. Accordingly, this paragraph of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.

14. The company is not mandatorily required to appoint an internal auditor (under Sec 138 read with Rule 13), hence this paragraph of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the Company the Company has not entered into any non-cash transactions its directors.

16. According to the information and explanations given to us and based on our examination of the records of the company,

a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934,

b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

17. According to the records, the company has incurred a cash loss of Rs. 3,02,90,000 during the current financial year and has incurred cash loss of Rs. 7,65,68,488 during the immediately preceding financial year.

18. There has not been any resignation of the statutory auditors during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, information and explanations given to us and on the basis of our examination of the books of account, no material uncertainty exists as on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. The company does not fall under the category of companies to which CSR obligations apply as specified in Schedule VII under Sec 135 of the Companies Act, 2013 and hence this paragraph of the order is not applicable.

21. There have been no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements.

**For A John Moris & Co.,
Chartered Accountants,
FRN: 007220 S**

**Place: Chennai
Date: 28-04-2025**

**Sd/-
CA S Muralikannan
Partner
M.No.: 211698
UDIN: 25211698BMICYH2529**

ANNEXURE - 'B' TO THE AUDITORS' REPORT
REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (1) OF SUBSECTION 3
OF SECTION 143 OF THE COMPANIES ACT 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of M/s. Integrated Hitech Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business including adherence to company's policies the safeguarding of its assets the prevention and detection of frauds and errors the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Companies Act 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act 2013 to the extent applicable to an audit of internal financial controls both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists and testing and evaluating the design and operating

Effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent Limitations of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Company has in all material respects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A John Moris & Co.,
Chartered Accountants,
FRN: 007220 S**

**Place: Chennai
Date: 28-04-2025**

**Sd/-
CA S Muralikannan
Partner
M. No.: 211698
UDIN: 25211698BMICYH2529**

<p style="text-align: center;">INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Consolidated Balance Sheet as at 31st March, 2025</p>			
Particulars	Note	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
		Rs. (in Lakhs)	Rs. (in Lakhs)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	13	9.73	160.93
(b) Capital Work in progress			
(C) Investment Property			
(D) Goodwill			
(E) Other Intangible asset			
(F) Intangible asset under development			
(G) Biological assets other than bearer plant			
(H) Financial assets			
(i) Invetment in subsidiaries and joint ventures	8	0.09	63.15
(ii) Invetment			
(iii)Trade receivable			
(iv) Loans			
(v)Others (to be specified)			
(I) Deferred tax assets(Net)			
(J) Other non current asset			
Total non-current assets		9.82	224.08
Current assets			
(a) Inventories			
(b) <u>Financial Assets</u>			
(i) Investments	9	0.01	53.50
(ii) Trade receivables			
(iii) Contract assets			
(iv) Bank balances other than cash and cash equivalent	12	0.71	21.03
(v) cash and cash equivalent	10	0.02	0.02
(v. Other Receivables	11	2.48	54.10
(v. Other financial Assets			
(C Current tax asset (Net)			
(D Other current assets			
Total current assets		3.23	128.66
TOTAL ASSETS		13.05	352.74
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1	1,000.46	1,000.46
(b) Other equity	2	(1,043.18)	(740.28)
Total equity		(42.72)	260.18
Liabilities			
Non-Current liabilities			
(a) <u>Financial liabilities</u>			
(i) Borrowings	3	-	
(ia) Lease liability			
(ii) Trade Payables			
(b) Provisions		-	
(C) Deferred tax Liability(Net)	4	-	
(D) Other non current Liability			
		-	-
		-	-
Total Non- Current liabilities		-	-
Current liabilities			
(a) <u>Financial Liabilities</u>			
(i) Borrowing	6	41.53	87.31
(ia)Lease liability			
(ii) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises			-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	5	14.24	5.15
(iii) Other financial liability			
(b) Other Current liability			
(C) Provisions	7	-	0.10
(D) Current tax liability (Net)		-	
Total current liabilities		55.77	92.56
TOTAL LIABILITIES		55.77	92.56
TOTAL EQUITY AND LIABILITIES		13.05	352.74
See accompanying notes to the financial statements		For and on behalf of board of directors,	
As per the report of the even date attached		Integrated Hitech Limited,	
For A John Moris & Co			
Chartered Accountants			
FRN 007220 S			
Sd/-	Sd/-	Sd/-	
(CA S Muralikannan)	(Iranee Tripathy)	(Gerald Ebenezer A)	
Partner	Chief Financial Officer	Chairman cum Managing	
		Director	
M.No: 211698		DIN:02026613	
UDIN: 25211698BMICYH2529			
Date: 28-04-2025			
Place:Chennai	Sd/-	Sd/-	
	(Shazia Fatima Mohammed	(Ramesh Chandra Mishra)	
	Karimuddin Shaikh)		
	Company Secretary	Director	
		DIN: 00206671	

<p style="text-align: center;">INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Consolidated Statement of profit and loss for the year ended 31st March, 2025</p>				
S. No.	Particulars	Note	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
			Rs. (in Lakhs)	Rs. (in Lakhs)
I	Revenue From Operations	14	3.76	1.66
II	Other Income	15	-	5.00
III	Total Income (I+II)		3.76	6.66
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of stock in trade			
	Changes in inventories of finished goods , Stock in trade , Work in progress and Scrap			
	Employee benefits expense	16	7.91	13.07
	Finance cost			
	Depreciation and amortization expense	17	1.01	2.92
	Impairment losses			
	Other expenses	18	297.75	759.27
	Direct Input to WIP/ Expenses capitalised			
	Provisions			
	Total expenses (IV)		306.66	775.26
	Profit / (Loss) before extraordinary items and tax (III-IV)		(302.90)	(768.60)
	Exceptional items		-	-
V	Profit / (loss) before tax (III-IV)		(302.90)	(768.60)
VI	Tax expense:			
	(1) Current tax		-	-
	(3) Deferred tax		-	-
			-	-
VII	Profit or loss for the period from continuing operations		(302.90)	(768.60)
	Profit or loss for the period from discontinued operations		-	-
	Tax expense of discontinued operations		-	-
	Profit or loss for the period from continuing operations after Tax		-	-
	PROFIT OR LOSS FOR THE PERIOD		(302.90)	(768.60)
VIII	Other Comprehensive Income		-	-
	(i) Items that will not be reclassified to profit or loss			
	- Changes in fair value of FVOCI equity instruments		-	-
IX	Total other comprehensive income		-	-
X	Total comprehensive income for the year (VII+IX)		(302.90)	(768.60)
XI	Earnings per equity share:			
	Basic & Diluted (Face value Rs.10 per equity share)		(3.03)	(7.68)
<p><i>See accompanying notes to the financial statements</i> <i>As per the report of the even date attached</i></p>				
<p>For A John Moris & Co Chartered Accountants FRN 007220 S</p>		<p>For and on behalf of board of directors, Integrated Hitech Limited</p>		
<p>Sd/- (CA S Muralikannan) Partner</p>		<p>Sd/- (Iranee Tripathy) Chief Financial Officer</p>		
<p>M.No:211698 UDIN: 25211698BMICYH2529 Date: 28-04-2025 Place:Chennai</p>		<p>Sd/- (Shazia Fatima Mohammed Karimuddin Shaikh) Company Secretary</p>		
		<p>Sd/- (Gerald Ebenezer A) Chairman cum Managing Director DIN:02026613</p>		
		<p>Sd/- (Ramesh Chandra Mishra) Director DIN: 00206671</p>		

<p style="text-align: center;">INTEGRATED HITECH LIMITED Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008. CIN No: L72300TN1993PLC024583 Consolidated Statement of cash flows for the year ended 31st March, 2025</p>				
Sr. No.	Particulars		Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
			Rs. (in Lakhs)	Rs. (in Lakhs)
A	<u>Cash flow from operating activities</u>			
	Net Profit / (Loss) before extraordinary items and tax		(302.90)	(768.60)
	<u>Adjustments for:</u>			
	Finance costs		-	-
	Depreciation and amortisation expense		1.01	2.92
	Rental income			(5.00)
	Derecongised Loss on intangible asset - Web Portals			507.46
	Balances w/off		64.60	
	Loss on Sale of Scrap		148.76	
	Operating profit before working capital changes		(88.53)	(263.22)
	<u>Adjustments for (increase) / decrease in operating assets</u>			
	Trade Receivables		53.49	198.86
	Short term loans and advances		51.63	(0.48)
	<u>Adjustments for increase / (decrease) in operating liabilities</u>			
	Trade payable		9.09	(2.63)
	Other current liabilities		(45.79)	61.18
	Short term provisions		(0.10)	
	Cash generated from operations		68.32	256.92
	Direct taxes paid (net)		-	-
	Net cash from operating activities (A)		(20.21)	(6.30)
B	<u>Cash flows from investing activities</u>			
	Sale Proceeds for property, plant and equipment (PPE)			
	Proceeds from Sale of Investment		-	
	Net cash (used in) investing activities (B)		-	-
C	<u>Cash flow from financing activities</u>			
	Repayment of borrowings		-	-
	Rent paid			5.00
	Net cash (used in) financing activities (C)		-	5.00
	NET INCREASE IN CASH AND CASH EQUIVALENTS [A+B+C]		(20.21)	(1.30)
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		20.95	22.25
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		0.74	20.95
<i>As per our Report of even date attached</i>				
For A John Moris & Co Chartered Accountants FRN 007220 S Sd/- (CA S Muralikannan) Partner M.No: 211698 UDIN: 25211698BMICYH2529 Date: 28-04-2025 Place:Chennai			For and on behalf of board of directors, Integrated Hitech Limited Sd/- (Iranee Tripathy) Chief Financial Officer Sd/- (Gerald Ebenezer A) Chairman cum Managing Director DIN:02026613 Sd/- (Shazia Fatima Mohammed Karimuddin Shaikh) Company Secretary Sd/- (Ramesh Chandra Mishra) Director DIN: 00206671	

Notes to Consolidated financial statements for the year ended 31st March, 2025

A. CORPORATE INFORMATION:

Integrated Hightech Limited is a Public limited company by shares having its registered office at 150/115, CISIONS COMPLEX, 3RD FLOOR, MONTIETH ROAD, EGMORE, CHENNAI-8 Chennai TN 600008 IN, bearing CIN L72300TN1993PLC024583. The company is listed in Bombay Stock Exchange. The Principal business activity of the company is Software Development Services.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Estimation of current tax expenses and payable

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, land and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

4. Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as

5. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

6. Foreign Currency Transactions: NIL

7. Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on invoices raised for service provided on an accrual basis.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts, any taxes or duties collected on behalf of the government which are levied on sales such as Goods & Service tax (GST) and service tax.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

8. Employee Benefits:

Employee Benefits: - The Company does not fall within the applicability of Employee Benefit plans.

9. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

10. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

11. Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

12. Leases:**Where the Company is Lessee**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

13. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in financial statements.

1 Equity share capital

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Authorised:		
Equity Shares of Rs 10 each	1,000.46	1,000.46
Issued, Subscribed and Paid up:		
Equity Shares of Rs 10 each	1,000.46	1,000.46
Total	1,000.46	1,000.46

Notes:**1.1 Reconciliation of number of shares outstanding at the beginning and end of the year:**

Authorised share capital:	No. of shares	Amount
	Rs.	Rs.
Balance as at 31st March, 2023	1,10,00,000	11,00,00,000.00
Add / (Less): Changes during the year		
Balance as at 31st March, 2024	1,10,00,000	11,00,00,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2025	1,10,00,000	11,00,00,000.00

Issued, Subscribed and Paid up share capital:	No. of shares	Amount
	Rs.	Rs.
Balance as at 31st March, 2023	1,00,04,600	10,00,46,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2024	1,00,04,600	10,00,46,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2025	1,00,04,600	10,00,46,000.00

1.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a per value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the Shareholders.

2 Reserves & Surplus

A Other Equity		
Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Share forfeiture a/c	-	-
Securities premium	-	-
Retained earnings	(1,043.18)	(740.28)
Total	(1,043.18)	(740.28)
B Securities Premium	-	-
C Retained earnings	-	-

3 Borrowings

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
UnSecured		
From Others	-	-
Total	-	-

4 Deferred Tax Liability

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Deferred Tax Liabilities	-	-
- on account of depreciation	-	-
Total	-	-

5 Trade payables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Dues to Micro and Small enterprises		
Audit Fees Payable	4.99	
Dues to Others	8.83	5.15
TCS Payable	0.01	
TDS Payable	0.03	
GST Payable	0.38	
Total	14.24	5.15

6 Short Term Borrowings

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Other payables	0.86	16.00
Loan from Director	40.66	33.63
Loan from others	-	37.68
Total	41.53	87.31

7 Provisions

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Short Term provisions	-	0.10
Total	-	0.10

Notes to Consolidated financial statements for the year ended 31st March, 2025

8 Investments

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Investment in Shares of Integrated Hitech (America) Corporation	0.09	63.15
Total	0.09	63.15

9 Trade Receivables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Unsecured, considered good	0.01	53.50
Total	0.01	53.50

10 Cash and cash equivalent

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Cash and cash equivalent	0.02	0.02
Total	0.02	0.02

Note : The ledger named " Cash and Cash Equivalent" have been Comprised of both Cash and cash equivalent and Balance with Bank were" cash and cash equivalent" has been disclosed separately by complying Ind AS 1

11 Other Receivables

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
TDS Receivable	0.20	0.39
Advance to suppliers	-	53.43
GST Input	0.51	0.28
Receivable from Scrap Sale	1.76	
Total	2.48	54.10

12 Bank balance other than cash and cash equivalent

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Balances with banks	0.71	21.03
Total	0.71	21.03

Note : The ledger named " Cash and Cash Equivalent" have been Comprised of both Cash and cash equivalent and Balance with bank were" Bank Balance other than cash and cash equivalent" has been disclosed separately by complying Ind AS 1

Schedule: 1 (Note 13)											
Property, Plant and Equipment											
S.No.	Particulars	Gross Block (Rs.)				Depreciation				Net Block (Rs.)	
		As on 01.04.2024	Additions	Deletion	As on 31.03.2025	As on 01.04.2024	Depn. for the year	Accumulated Depreciation of deletions	As on 31.03.2025	W.D.V. as on 31.03.2025	W.D.V. as on 01.04.2024
I	Tangible Assets										
1	Building	19.42	-	-	19.42	11.61	0.62		12.23	7.19	7.81
2	Computer, peripherals &Software	300.12	0	298	2.43	148.68	0.01	147.50	1.20	1.24	151.44
4	Plant & Machinery	10.61	-	-	10.61	10.61	-		10.61	-	-
6	Furniture & Fittings	26.19	-	-	26.19	24.51	0.37		24.88	1.31	1.68
7	Vehicles-Car	3.73		-	3.73	3.73	-		3.73	-	-
II	Intangible Assets					-			-		
1	Web portals	0.00	-	-	0.00	-	-	-	-	0.00	0.00
	Total	360.08	0	297.73	62.39	199.15	1.01		52.66	9.73	160.93

Depreciation as per IT Act											
S.No.	Particulars	WDV				Depreciation				Net Block (Rs.)	
		As on 01.04.2024	Additions	Deletion	As on 31.03.2025	As on 01.04.2024	Depn. for the year	Accumulated Depreciation of deletions	As on 31.03.2025	W.D.V. as on 31.03.2025	W.D.V. as on 01.04.2024
I	Tangible Assets										
1	Building	19.42	-	-	19.42	11.61	1.94		12.23	7.19	7.81
2	Computer, peripherals & Software	300.12	0	298	2.43	148.68	120.05	147.50	1.20	1.24	151.44
4	Plant & Machinery	10.61	-	-	10.61	10.61	-		10.61	-	-
6	Furniture & Fittings	26.19	-	-	26.19	24.51	0.37		24.88	1.31	1.68
7	Vehicles-Car	3.73		-	3.73	3.73	-		3.73	-	-
II	Intangible Assets				-	-			-		
1	Web portals	0.00	-	-	0.00	-	-	-	-	0.00	0.00
	Total	360.08	0.05	297.73	62.39	199.15	122.36	147.50	52.66	9.73	160.93

Notes to Consolidated financial statements for the year ended 31st March, 2025

14 Revenue from operation

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Sale of Services	1.70	1.58
Other Operating income	2.06	0.08
Total	3.76	1.66

15 Other Income

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Rent Received	-	5.00
Total	-	5.00

16 Employee Benefit Expense

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in lakhs)	Rs. (in lakhs)
Salaries, wages and bonus	7.91	13.07
Total	7.91	13.07

17 Depreciation and amortisation expense

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Depreciation of property, plant and equipment (Refer Schedule 1)	1.01	2.74
Total	1.01	2.74

18 Other Expenses

Particulars	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
	Rs. (in Lakhs)	Rs. (in Lakhs)
Rent	4.58	6.63
NSDL Fees	0.00	0.19
Professional/Agency fees & Other expenses	5.64	3.69
Advertisement expenses	0.66	0.55
Payment to Auditors - Audit fees	0.10	0.09
Marketing & business promotion expenses	-	-
Postage, Telephone & Communication	0.12	0.12
Printing & Stationery	1.35	0.02
Electricity Charges	0.64	-
Travelling & conveyance	0.06	0.04
Repair & maintenance expenses	0.59	0.11
Interest & Bank charges	0.01	0.01
BSE/ CDSL Fees	1.90	0.60
Website renewal charges	0.06	0.07
Listing fees	3.84	3.84
Re-instatement fees BSE	-	35.40
Bad Debts	-	200.00
Derecognised Loss on intangible asset - Web Portals	-	507.46
E-Voting Charges	0.15	-
Penalty & Late Fees	0.15	-
Loss on Sale of Scrap	148.76	-
Loss on investments	63.07	-
Balances Written Off	66.03	-
Other Expenses	0.04	0.46
Total	297.75	759.27

Statement of changes in equity for the year ended 31st March, 2025

A. Equity Share Capital:

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
10,00,46,000.00	-	10,00,46,000.00

B. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Other Reserves (specify nature)	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	-	(740.28)	-	-	-	-	-	-	-	-740.28
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	(302.90)	-	-	-	-	-	-	-	-302.90
Balance at the end of the reporting period	-	-	-	-	-1,043	-	-	-	-	-	-	-	-1,043

Notes to Consolidated financial statements for the year ended 31st March, 2025

20 Contingent liabilities & Commitments

The company does not have any contingent liabilities and Commitments (Including Capital Commitments as on March 31, 2025 (As at March 31, 2024 - Nil).

21 Earning Per share

(In Rupees)

PARTICULARS	Figures as at the end of current accounting period	Figures as at the end of Previous accounting period
Profit after tax available for equity shareholders	(3,02,90,000.00)	(7,68,60,000.00)
Weighted average number of equity shares	1,00,04,600.00	1,00,04,600.00
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	(3.03)	(7.68)

22 Segment Reporting

The Company's Board of Directors has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators . The Company is primarily engaged in the business of financial services . The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

23 Related party disclosures

There were no related party transaction were carried out during the year and previous year.

Name of related party	Position
Integrated Hitech Singapore Pte Ltd	Subsidiary Company
Mr. Sheikh Abdul Farook	Director
Mr. A. Gerald Ebenezer	Director
Integrated Hitech (America) Corporation	Subsidiary Company
Mr. Raj Jeba Kumar	Director
Mr. A. Gerald Ebenezer	Director

INTEGRATED HI TECH					
Cisons Complex,150/115-116, 3rd Floor, Montieth Road,Egmore,Chennai-600008.					
CIN No: L72300TN1993PLC024583					
In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby has made the following further amendments in Schedule III to the said Act with effect from 1st day of April, 2021.					
1. Promoter's Shareholding.					
As per amendment, the company shall disclose the shareholding pattern of promoters at the end of the year as follows:					
Sl.No	Promoter Name	Number of Shares held (in no's)	Percentage of Total Shares	Percentage change during the year	
1	A.GERALD EBENEZER	5,55,800	5.56%	NIL	
2	RAM GOPAL RAMGARHIA HUF	5,03,513	5.03%	NIL	
3	OTHERS	89,45,287	89.41%	NIL	
Total holding by promoter		1,00,04,600	100.00%	0.00%	
2. Trade Receivables					
The amendment brought in schedule 3 requires extensive additional categorization of trade receivables and also requires the ageing of trade receivable in 5 different categories. As per the amendment, following additional categorization needs to be done apart from the sub-classification done currently. As at the end of 31-03-2022 no trade receivable exist.					
Particulars	Outstanding for following periods from due date of payment				
	Amount				
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables – considered good	1.16		52.34		
(ii) Undisputed Trade Receivables – considered doubtful					
(iii) Disputed Trade Receivables considered good					
(iv) Disputed Trade Receivables considered doubtful					
53.50					
3. Other Financial Assets:					
The amendment requires that other financial assets shall include: (i) Security deposits. (ii) Bank deposits with more than 12 months maturity. (iii) Others					
S.No	Particulars	Amount			
(i)	Bank Deposit	Deposit with banks			
(ii)	Security Deposit	Security deposit with various pesons			
(iii)	Others	Mutual Fund, Cash and cash equivalent			
4. Trade payables :					
Trade payables were required to be segregated into dues of micro enterprises and small enterprises (MSME) and other than micro enterprises and small enterprises. Schedule					
Particulars	Outstanding for following periods from due date of payment				
	Amount				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME		-	-	-	-
(ii)Others	4.97	0.18	-	-	5.15
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
5. Title Deed of Immovable Property not held in the name of company :					
All the Immovable property is held in the name of the company during the financial year.					
6. Disclosure of Revaluation of Assets :					
The company has not revalued any of it's Property Plant and Equipment during the Financial year.					
7. Disclosure on Loans /Advance to Directors /KMP / Related Parties :					
The company has not granted any Loans and Advances to promoters, directors, KMP's and other related parties					
8. Capital Work -in progress (CWIP) :					
CWIP	To be completed in				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
NIL	NIL	NIL	NIL	NIL	
9. Intangible Asset under development :					
Intangible Assets	To be completed in				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
NIL	NIL	NIL	NIL	NIL	
10. Details of Benami Property held :					
The company has not held any Benami Property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.					
11. Wilful Defaulter and End use of Funds :					
The company has not been declared as a wilful defaulter by any bank or financial institution or any other lender for the current financial year.					
12. Details in respect of Borrowing funds and share premium from any person(s) or entity(s) :					
Lendor of Loan	Nature of Loan	Schedule of Interest payment	Balance as on 31st March,2025		
Loan from Director	Operational Activity	Nil	40.66		
Loan from others	Operational Activity	Nil	0.00		
13. Relationship with struck off companies :					
The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.					
14. Compliance with number of Layers :					
The company has complied with the number of layers perscribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.					
15. Corporate Social Responsibility :					
Corporate social responsibility Provisions are not applicable for this currengt Financial Year.					
16. Crypto Currency or Virtual Currency :					
The Company has not traded or invested or involved in Crypto Currency or Virtual Currency transactions during the financial year.					

Notes Forming Part of Consolidated Financial Statements

24 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

For March 31, 2025

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)	Rs. (in Lakhs)
Financial assets					
Investments		-	0.09	0.09	0.09
Cash and cash equivalents	-	-	0.71	0.71	0.71
Other financial assets	-	-	2.48	2.48	2.48
Total Financial assets	-	-	3.28	3.28	3.28
Financial liabilities					
Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Others	-	-	-	-	-
Total financial liabilities	-	-	-	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Considering the size and the operations of the Company, it is not exposed to Liquidity Risk, Market Risk and Credit risk.

Notes Forming Part of Consolidated Financial Statements

25 Capital risk management

The Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

26 First time adoption of Ind AS

The accounting policies set out in Note 1, have been applied in preparing the financial statements from the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 01, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and exceptions availed

A. Ind AS optional exemptions

(i) Deemed Cost

The Company on first time adoption of Ind AS, has elected to continue with the carrying value for all of its property, plant & equipment and other intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed costs as at the date of transition.

(ii) Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The company has opted to apply this exemption for its investment in equity Investments.

B. Ind AS mandatory exemptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following item in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) De-recognition of financial assets and financial liabilities

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

There were no adjustments required to be carried out pursuant to the adoption of the Ind AS by the Company. Hence, there are no reconciliation line items have been presented.

27 Recent accounting pronouncements

Ind AS 115 - Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which

the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant".

28 The financial statements were approved for issue by the Board of Directors on 28-04-2025

29 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

A 7. In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby has made the following further amendments in Schedule III to the said Act with effect from 1st day of April, 2021

Ratio	Numerator	Denominator	Year ended March 31, 2025	Year ended March 31, 2024	Variance %
Current Ratio	Total current assets	Total current liabilities	0.06	1.39	-96%
Debt-Equity Ratio	Debt consists of borrowings and lease liabilities	Total equity	(0.97)	0.34	-390%
Return on Equity Ratio	Profit for the year less Preference dividend (if any)	Average total equity	7.09	(2.95)	-340%
Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	303.32	0.03	975601%
Trade payables turnover ratio	Operating expenses + Other expenses	Average trade payables	20.91	147.41	-86%
Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	(0.07)	0.05	-255%
Net profit ratio	Profit for the year	Revenue from operations	(80.60)	(462.10)	-83%
Return on Capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	7.09	(2.95)	-340%