

D I R E C T O R S ' R E P O R T

Dear Members,

Your Directors have pleasure in presenting before you the 27th Annual Report of your Company on the business and operations together with the Audited Financial Statements including Consolidated Financial Statement and Auditors' Report for the financial year ended 31st March'2020. The performance of the Company during the year under Report is summarized as below:

FINANCIAL HIGHLIGHTS:

The summarized financial results of our operations for the Financial Year ending 31st March'2020 is detailed hereunder.

(Rs. in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	March 31, 2020 (Amt in Rs.)	March 31, 2019 (Amt in Rs.)	March 31, 2020 (Amt in Rs.)	March 31, 2019 (Amt in Rs.)
Operating Income	15.70	23.92	15.70	23.92
Other Income	2.46	0.19	2.46	0.19
Total Income	18.16	24.11	18.16	24.11
Total Expenditure	41.98	25.10	41.98	25.10
Net profit/Loss	(23.82)	(0.99)	(23.82)	(0.99)
Exceptional Items				
Exceptional Items	0.00	0.00	0.00	0.00
Profit / (Loss) before tax	(23.82)	(0.99)	(23.82)	(0.99)
Provision for tax	NIL	NIL	NIL	NIL
Deffered tax	NIL	NIL	NIL	NIL
Net Profit/Loss after tax	(23.82)	(0.99)	(23.82)	(0.99)
Earnings Per Share	00.00	00.00	00.00	00.00

WEB ADDRESS - www.easitax.com

FINANCIAL PERFORMANCE

During the year under review, your Company has registered a total loss of Rs. 23.80/- Lakhs as compared to previous year loss of Rs. 0.99/- Lakhs. The Board is trying hard for the growth of the Company. Your Directors are continuously looking for avenues for future growth of the Company by developing new Software in the ever growing field of Financial and Health Care Sector. The Company is now ready to avail the new opportunities available in the market.

CHANGES IN SHARE CAPITAL

During the Financial year 2019-20 the Authorized Share Capital and Paid Up Capital as at 31st March 2020 stood at Rs.11,00,00,000/- and Rs.10,00,46,000/- respectively. During the year under review, the company has not issued any Securities nor granted any Stock Options or Sweat Equity.

BUSINESS REVIEW/ STATE OF THE COMPANY'S AFFAIRS

Your Company is involved in the development of various software and services for E-filing of Corporate Statutory Tax Returns and developing the existing software's. The company is working on to develop e-redressal system for GST and e-record system for health care.

During the year under review, the total income of the Company stands at Rs. 18.16/- Lakhs and the expenses stands at Rs. 41.98/- Lakhs. The Net Loss stands at Rs. 23.82/- Lakhs in compression to Rs. 0.99/- Lakhs of last year.

The losses can be attributed to the developmental expenses the company is incurring for developing the GST & Health Care Software which are to be launched in the market soon.

CHANGES IN THE NATURE OF THE BUSINESS

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Impact Of Covid-19 Pandemic Situation On The Company

By Mid March,2020 the world was gripped by the Pandemic Covid-19 which impacted the work and financials of the Company severely for the period March-2020 to September-2020. The Restriction imposed by the Govt. has been slackened but still complete normalcy is yet to be regained. The loss in terms of man hour as well as financial are staggering but complete assessment of the same is yet to be made and can be accessed only after the Pandemic is over.

Pursuant to Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/84 Dt. 20th May 2020, issued by the Securities and Exchange Board of India (SEBI) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing the details of the "material impact" of the various measures taken by your Company to control the spread of "Covid-19 pandemic" (from the last week of March 2020) and the impact on the Company's operations.

By following the Direction of government, office was shut down from 24th March, 2020 due to lockdown. Company implemented work from home, for all the work carried out by the employees from home.

The company is strictly complying with the Standard Operating Procedure and measures issued by the Government.

The operation is being carried out with skeletal staff attending office as & when required and the rest operating from home. The necessary Precautionary & Preventive measures as stipulated by the Govt. from time to time were adhered to.

Your Company is into developing & marketing software. Because of the lockdown & the subsequent partial closedown of Market there has been significant reduction in demand and we expect to see rebound in demand once normalcy is achieved.

LISTING OF EQUITY SHARES

The Company's Equity shares are presently listed on BSE Limited and the Company has received in Principle Approval for revocation of Suspension in trading of Equity Shares on 25th February, 2019. The Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2019-2020.

We are in the process of revocation of the suspension but the same could not be expedited because of the Pandemic and we are sure to restore the listing in due course of Time.

The Company is in the process of complying with the requirement of achieving 100% holding of the promoters in demat forms as required under the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.

DIVIDEND

As there is no profit in this year therefore the Board recommends no dividend is to be declared for this financial year.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary. In accordance with Section-129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of the subsidiary in the prescribed format AOC - 1 is appended as Annexure-1 to the Board's report. The statement also provides the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of the subsidiary, are available on our website www.easitax.com. These documents will also be available for inspection during business hours at our registered office.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

BOARD'S COMPOSITION, CATEGORY OF DIRECTORS AND THEIR MEETINGS:

The Board is collectively responsible for the sustainable success of the company. The Company's Board has an optimum combination of Executive and Non-Executive Directors and reflects diversity in terms of disciplines, professions, social groups, gender and stakeholder interest.

The strength of the Board as on March 31, 2020 is Three (3) directors. They are as follows:

- | | |
|-----------------------|-----------------------------|
| 1. A. GERALD EBENEZER | Managing Director |
| 2. J.RAJENDHIRAN | Independent Director |
| 3. R.A.ESWARI | Independent Director(Women) |

CHANGE IN DIRECTORS**Resignation of Directors**

During the year under review Mr. ARUMAINATHAN XAVIER NICHOLAS PRABHU (DIN: 01228018) has resigned from the Board as an Independent Director with effect from 1st Jan, 2020. The Board places on record its appreciation for the services rendered by him during his tenure as the Director.

CHANGES IN KEY MANAGERIAL PERSONNEL

During the year under review Following Key Managerial Persons were appointed:-

1. CS Deepak Kumar Saha has been appointed as Company Secretary and Compliance Officer of the company with effect from 7th February 2020.
2. Ms. ShantwanaAdhikarihas been appointed as Chief Financial Officer (CFO) of the Company with effect from 15th June, 2020.

The following are the KMP as on date:-

- | | | |
|--------------------------|---|-------------------|
| 1. A. GERALD EBENEZER | - | Managing Director |
| 2. Ms. ShantwanaAdhikari | - | CFO |
| 3. CS Deepak Kumar Saha | - | Company Secretary |

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met Five (5) times during this financial year, The disclosure on Board meetings and attendance of directors are given below:

Date of meetings	No. of Directors attended the meeting
20.05.2019	4
24.07.2019	4
24.10.2019	3
05.02.2020	3
07.02.2020	3

COMMITTEES OF THE BOARD

The details of composition of the Committees of the Board of Directors are as under:-

a. Audit Committee

The Audit Committee constitutes of Mr. J.RAJENDHIRAN, Mrs .R.A.ESWARI, Mr. AXN PRABHU and Mr. A. GERALD EBENEZER. Mr. J.RAJENDHIRAN is the Chairman of the Nomination and Remuneration Committee. The Board of Directors have accepted all the recommendations given by the Audit Committee. The terms and reference of Audit Committee and details of meetings held during the financial year 2019-20 and the attendance of members are given in the Corporate Governance Report, which forms part of the Directors Report.

However, Mr. AXN PRABHU has not been the part of Audit Committee after his resignation from the Board as Directors of the Company with effect from 1st January,2020.

b. Nomination, Remuneration Committee

The Nomination and Remuneration Committee consists of Mr. J.RAJENDHIRAN, Mrs. R.A.ESWARI, Mr. AXN PRABHU, and A. GERALD EBENEZER. Mr. J.RAJENDHIRAN is the Chairman of the Nomination and Remuneration Committee. The details of the Nomination and Remuneration Committee and meetings held during the financial year 2019-20 and the attendance of members are provided in the Corporate Governance Report, which forms part of the Directors Report.

However, Mr. AXN PRABHU has not been the part of Nomination and Remuneration Committee after his resignation from the Board as Directors of the Company with effect from 1st January,2020.

c. Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of Mr. J.RAJENDHIRAN, Mrs. R.A.ESWARI, Mr. AXN PRABHU, and A. GERALD EBENEZER. Mr. J.RAJENDHIRAN is the Chairman of the Nomination and Remuneration Committee. The details of the Nomination and Remuneration Committee and meetings held during the financial year 2019-20 and the

attendance of members are provided in the Corporate Governance Report, which forms part of the Directors Report.

However, Mr. AXN PRABHU has not been the part of Stakeholders Relationship Committee after his resignation from the Board as Directors of the Company with effect from 1st January,2020.

EXTRACT OF ANNUAL RETURN

As required under Sub-Section (3) of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return in Form MGT - 9 forms part of this report as Annexure - 2.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the company and other material developments during the financial year and is attached as Annexure-3.

CORPORATE GOVERNANCE

The Corporate Governance Report and a certificate by the Statutory Auditors regarding compliance of the conditions of corporate governance by your Company as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached to this Report as Annexure -4.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have given declarations of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

All the Independent Directors have complied with the Code for Independent Directors prescribed in Scheduled IV to the Act.

MEETING OF INDEPENDENT DIRECTORS

The performance of the Individual Directors on the Board and the Committees thereof is done by the Board and the Independent Directors in their exclusive meeting done as per the policy formulated by the Board in this regard.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the performance evaluation of the Board and Individual Directors is done on annual basis.

The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had 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 and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The Directors had laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

RELATED PARTY TRANSACTIONS

There were no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

PARTICULARS OF EMPLOYEES

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

DEPOSITS

During the year under review, the Company has not accepted any fixed deposit from the public under Sections 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

VIGIL MECHANISM

In terms of the provisions of Section 177 of the Companies Act, 2013 your Company has formulated a Whistle Blower Policy as a Vigil Mechanism. This mechanism aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

This mechanism is for the employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**A. Conservation of Energy, Technology Absorption**

The Company always believes in giving the best to its clients and in this regard it continuously upgrade its knowledge in cutting edge technology and in the latest and best equipments.

B. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

AUDITORS

a. Statutory Auditors:

M/s. John Moris & Co., (Firm Registration No.: 007220S) Chartered Accountants hold office till the conclusion of 27th Annual General Meeting.

They have consented to be re-appointed as the Statutory Auditors of the Company, if approved in the General Meeting, would be within the limits specified under section 141(3)(g) of the Companies Act 2013. In this regard, the Company has received a certificate from the auditors about their eligibility and intimated their consent and willingness for their reappointment pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed there under.

Pursuant to the provisions of Section 139 the Companies Act, 2013 M/s. JhonMoris& Co., (Firm Registration No.: 007220S) Chartered Accountants it is proposed to re-appoint them for a further period of Five consecutive years to hold office from the conclusion of 27th Annual General Meeting until the conclusion of 32nd Annual General Meeting without the requirement of any further ratification by the members of the Company at subsequent Annual General Meetings. The Board recommends their re-appointment.

There are no comments, qualifications, reservations or adverse remarks by the Statutory Auditors in their report.

b. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed CS Rabindra Kumar Samal, Company Secretary in Whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2019-20, 2020-21 and 2021-22.

The Report of the Secretarial Auditor in Form MR-3 for the financial year 2019-20 is attached in Annexure-5.

REPLY TO OBSERVATION RAISED BY THE SECRETARIAL AUDITOR

1. CS Deepak Kumar Saha has been appointed as Company Secretary and Compliance Officer of the company with effect from 7th February 2020.
2. Ms. ShantwanaAdhikarihas been appointed as CFO of the company with effect from 15th June,2020.

Both the appointments made have satisfied the observation of the Secretarial Auditor made in clause 1and 2 of its report dated 05/12/2020 for the Financial Year 2019-20.

3. The Company is in the process of complying with the requirement of achieving 100% holding of the promoters in demat forms as required under the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.
4. The Nomination and Remuneration Committee consists of Mr. J.RAJENDHIRAN, Mrs. R.A.ESWARI, Mr. AXN PRABHU, and A. GERALD EBENEZER. Mr. J.RAJENDHIRAN is the Chairman of the Nomination and Remuneration Committee.

Mr. AXN PRABHU has not been the part of Nomination and Remuneration Committee after his resignation from the Board as Directors of the Company with effect from 1st January,2020. We have been trying to induct one more independent non executive director to broad base the Board composition as well as complying with the regulatory requirement. However, because of the present pandemic situation all our efforts are getting frustrated. We are confident that will be resolved soon.

FRAUDS REPORTED BY THE AUDITORS

No Frauds were reported by the Auditors either to the Audit Committee or in their reports during the year under review.

MAINTENANCE OF COST RECORDS

The provisions of Section 148 of the Companies Act, 2013 are not applicable for the year since the Company is not falling under the category of class Companies as prescribed under Sub-section (1) of Section 148 of the Companies Act 2013 and Rules framed there under.

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

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

During the year under review, the Internal Complaints Committee, which has been in existence in the company to receive and deal in with complaints relating to such harassment, has not received any complaint pertaining to sexual harassment.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS.

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future except as mentioned above in clause "LISTING OF EQUITY SHARES" for which we have taken necessary steps for Restoration of Listing status.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

For and on behalf of the Board
M/s. Integrated Hitech Ltd.

Date: 07/12/2020

(Director)

(Director)

Place: Chennai