

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company is committed to high standards of corporate governance and believes in conducting business lawfully, with integrity and in an ethical manner. The Company is determined to provide in time, correct and complete information, as required, to all its stakeholders. The Company regularly interacts with all the stakeholders. The Company firmly believes that good Corporate Governance can be achieved by promoting corporate fairness, transparency and accountability. To achieve Corporate Governance of the highest standards, the Company has adopted a comprehensive Corporate Governance policy.

Integrated Hitech Limited is in compliance with the Corporate Governance guidelines as stipulated under the Corporate Governance Policy and various clauses of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). A report on this is detailed below.

**2. BOARD OF DIRECTORS**

The Board, as defined in the Corporate Governance principles of Integrated Hitech Limited, has the responsibility of ensuring concord among shareholders' expectations, the Company's plans and the management's performance. The Board is also responsible for developing and approving the mission of the Company's business, its objectives and goals and the strategy for achieving these. In terms of Company's Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders.

**COMPOSITION**

Your Company has a balance Board, comprising 1 executives and 2 non-executive directors. The non-executive directors include independent professionals. No director is related to any other director on the Board in terms of definition of 'relative' given under the Companies Act, 2013.

Name of the Director	DIN	Status, i.e. Executive, Non-Executive and Independent	Members in the Board of other public Companies	No. of membership /chairmanship of Board Committees of other Companies including this company	
				As a Chairman	As a Member
Mr. A. GERALD EBENEZER	02026613	Executive	None	None	2

Mr. J.RAJENDHIRA N	01784664	Independent	1	2	4
Mrs .R.A.ESWARI	05345622	Independent	1	None	2

During the financial year ended 31<sup>st</sup> March 2020, 5 Board Meeting were held, which are as follows

Sl. No.	Date	Board strength	No. of Directors present
1	20.05.2019	04	04
2	24.07.2019	04	04
3	24.10.2019	03	03
4	05.02.2020	03	03
5	07.02.2020	03	03

Attendance at Board Meeting and Annual General Meeting during the financial year

Director	No. of Board Meetings attended	Attendance at last AGM
Mr. A. GERALD EBENEZER	05	Yes
Mr. J.RAJENDHIRAN	05	Yes
Mrs .R.A.ESWARI	05	Yes
Mr. AXN PRABHU	02	Yes

### 3. AUDIT COMMITTEE

Terms of reference:

The broad terms of reference of the Audit Committee are to interact with the internal and Statutory Auditors, overseeing the Company's financial reporting process and review with the management the annual financial statements before submitting to the Board and includes:

1. Appointment and fixation of remuneration payable to Auditors;
2. Review Quarterly, half yearly and annual financial results before submission to the Board;
3. Review accounting policies followed by the Company;
4. The adequacy and effectiveness of internal control system and procedures in the Company.

**COMPOSITION OF THE AUDIT COMMITTEE:**

**THE AUDIT COMMITTEE CONSISTS OF THE FOLLOWING MEMBERS:**

Sl. No.	Name of the Member	Chairman/member
1	J.RAJENDHIRAN	Chairman
2	R.A.ESWARI	Member
3	A. GERALD EBENEZER	Member

**MEETING AND ATTENDANCE****DETAILS OF AUDIT COMMITTEE MEETING DURING THE FINANCIAL YEAR**

During the financial year ended 31<sup>st</sup> March 2020, four(04) meetings of Audit Committee were held, which are as follows

Sl. No.	Date	Committee strength	No. of members present
1	20.05.2019	03	03
2	24.07.2019	03	03
3	24.10.2019	03	03
4	05.02.2020	03	03

**ATTENDANCE OF AUDIT COMMITTEE MEETING DURING THE FINANCIAL YEAR**

Sl. No.	Name of the Member	No. of Meetings attended
1	J.RAJENDHIRAN	04
2	R.A.ESWARI	04
3	A.X.N PRABHU	03
4	A. GERALD EBENEZER	01

**4. NOMINATION & REMUNERATION COMMITTEE**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee." The Committee is governed through Nomination & Remuneration Policy of the Company. The brief terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors/ Independent Directors based on certain laid down criteria;

- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

**COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee consists of the following members:

Sl. No.	Name of the Member	Chairman/member
1	J.RAJENDHIRAN	Chairman
2	R.A.ESWARI	Member
3	A. GERALD EBENEZER	Member

**DETAILS OF NOMINATION & REMUNERATION COMMITTEE MEETING DURING THE YEAR:**

During the financial year ended 31<sup>st</sup> March 2019, Four (4) meetings of Nomination & Remuneration Committee were held, which are as follows:

Sl. No.	Date	Committee strength	No. of members present
1	20.05.2019	03	03
2	24.07.2019	03	03
3	24.10.2019	03	03
4	07.02.2020	03	03

**ATTENDANCE OF COMMITTEE MEETING DURING THE FINANCIAL YEAR**

Sl. No.	Name of the Member	No. of Meetings attended
1	J.RAJENDHIRAN	04
2	R.A.ESWARI	04
3	A.X.N PRABHU	03
4	A. GERALD EBENEZER	01

**REMUNERATION TO DIRECTORS:**

Non-Executive directors are remunerated by way of sitting fees only. The Company pays remuneration by way of salary, perquisites and allowances to the Executive Directors within the limits approved by the members and as permitted under Schedule V of the Companies Act, 2013.

**MANNER OF BOARD EVALUATIONS:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27 of SEBI(LODR) Regulations,2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee met time to time whenever requires to approve share transfers, transmissions, issue of duplicate share certificates, re-materialization of shares and all other issues pertaining to shares and also to redress investor grievances like non receipt of dividend warrants, non-receipt of share certificates, etc. The committee regularly reviews the movement in shareholding and ownership structure. The committee also reviews the performance of the Registrar and Share Transfer Agents.

**COMPOSITION OF THE COMMITTEE:****THE COMMITTEE CONSISTS OF THE FOLLOWING MEMBERS:**

<b>Sl. No.</b>	<b>Name of the Member</b>	<b>Chairman/member</b>
1	J.RAJENDHIRAN	Chairman
2	R.A.ESWARI	Member
3	A. GERALD EBENEZER	Member

During the financial year ended 31<sup>st</sup> March 2020, Four (4) meetings of Stakeholders Relationship Committee were held, which are as follows:

Sl. No.	Date	Committee strength	No. of members present
1	20.05.2019	03	03
2	24.07.2019	03	03
3	24.10.2019	03	03
4	05.02.2020	03	03

#### ATTENDANCE OF COMMITTEE MEETING DURING THE FINANCIAL YEAR

Sl. No.	Name of the Member	No. of Meetings attended
1	J.RAJENDHIRAN	04
2	R.A.ESWARI	04
3	A.X.N PRABHU	03
4	A. GERALD EBENEZER	01

The followings are details about the grievances that solved/to be solved by the committee.

Total number of Complaints received during the year	: Nil
Number of Complaints solved	: Nil
Number of complaints remaining unattended as on 31.03.2020	: Nil
Number of pending share transfer as on 31.03.2020	: Nil
Number of pending demat cases as on 31.03.2020	: Nil

#### 6. RISK MANAGEMENT COMMITTEE

Risk Assessment and minimization procedures have been framed by the Company named as "Risk Management Charter" and are reviewed by the Committee from time to time. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The Duties and Responsibilities of the Committee are as follows:

- Annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the company.
- Ensure that the company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Evaluate significant risk exposures of the company and access management's actions to mitigate the exposures in a timely manner.

- Co-ordinate its activities with Audit Committee in stances where there is any overlap with Audit activities.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The composition of the Risk Management Committee as at March 31, 2020 are as under: The Committee meets from time to time.

Sl. No.	Name of the Member	Chairman/member
1	J.RAJENDHIRAN	Chairman
2	R.A.ESWARI	Member
3	A. GERALD EBENEZER	Member

#### 7. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors Meeting was held on February, 14, 2020, wherein all two Independent Directors were present and Mr. J. Rajendhiran appointed as Chairman for the Meeting. Meeting was convened inter alia, to discuss:

1. Review of the performance of Non- Independent Directors and the Board as a whole.
2. Review of the performance of the Chairperson of the Company.
3. Assessment of the quality, quantity and timeliness of the flow of information between the Company's management and the Board.

#### 8. FINANCIAL CALENDER TENTATIVE

(Compliance of Regulation 33 of the SEBI (LODR)Regulation,2015

Period ended	Financial Reporting On or before
31 <sup>st</sup> December, 2020	14th February, 2021
31 <sup>st</sup> March, 2021	30th May, 2021

#### 9. General Body Meetings

Date, location and time where our Annual General Meetings (AGM) has been held:

Annual General Meeting	Date of Annual General Meeting	Location	Time



24 <sup>th</sup>	29 <sup>th</sup> September, 2017	150/115, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai-700008	10.30 A.M.
25 <sup>th</sup>	28 <sup>th</sup> September, 2018	150/115, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai-700008	10.30 A.M.
26 <sup>th</sup>	27 <sup>th</sup> September, 2019	150/115, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai-700008	10.30 A.M.

**10. DISCLOSURES**

Materially significant related party transactions which may have potential conflict with the interests of the Company at large: **None**

(Appropriate approvals have been taken for related party transactions. The committee reviewed and approved transactions of the Company with related parties and recommended the Board for approval as and when necessary. The details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standard.)

- Details of non-compliances, penalties, and strictures by stock exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets, during the last year: **NIL**

**The BSE had vide its letter No. LIST/COMP/SK/1126/2018-19 dated 25<sup>th</sup> February, 2019 intimated the company of its in Principle Approval for revocation of Suspension of trading of the Companies Scrips. The Company is in the process of completing the requisite and revocation may be suspended at the earliest.**

- Pecuniary relationships or transaction with Non-Executive Directors: **None**
- The Company has a vigil mechanism/Whistle Blower Policy in line with Companies Act, 2013 and SEBI (LODR) 2015. The Board is hereby affirmed that no personnel have been denied access to the audit committee.

**11. IHL CODE OF CONDUCT**

The **Integrated Hitech Limited(IHL)** Code of conduct, as adopted by the Board of Directors, is applicable to all directors and senior management of the Company. This code is derived from three interlinked fundamental principles, i.e. good corporate governance, good corporate citizenship and exemplary personal conduct. The written code of conduct can be viewed from the company's website. As provided under the listing regulations with the stock exchanges, the Chairman of the company had given a declaration on behalf of the Board and senior management for affirmation of compliance with the code of conduct for the financial year 2019-20.



**12. MEANS OF COMMUNICATION:**

- Quarterly Results : Quarterly results are approved and taken on record by the Board of Directors of the Company within 45 days of the close of the relevant quarter and approved results are forthwith sent to the Stock Exchange where the Company's shares are listed. The results are published in the proforma prescribed, in widely circulated newspapers both English and vernacular. These results are simultaneously posted on the Company's website.
- Which newspapers normally published in : Trinity Mirror – English newspaper  
Makkal Kural- Tamil Newspaper
- Any Website where displayed : Yes, www.easitax.com
- Whether presentation made to Institutional Investors or to analysts : NA.
- Whether Management Discussion and Analysis Report is a part of Annual Report or not : Yes, it is a part of this Year's Annual Report.

**13. GENERAL SHAREHOLDER INFORMATION**

27<sup>th</sup> Annual General Meeting:

Date : 31/12/2020  
 Time : 11.00 A.M.  
 Venue : 150/115, Cisons Complex, Third Floor,  
 Montieth Road, Egmore, Chennai-700008

**14. BOOK CLOSURE**

The Register of members and share transfer book of the company shall remain closed from December 24, 2020 to December 31, 2020 (both days inclusive) for the purpose of Annual General Meeting and Dividend

**15. LISTING ON STOCK EXCHANGES:**

Name of the stock	Address	Scrip Code/Stock symbol
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**INTEGRATED HITECH LIMITED**

CIN: L72300TN1993PLC024583

<b>Exchange</b>		
Bombay Stock Exchange Limited	PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	532303

**16. ISIN NO. FOR THE COMPANY'S EQUITY SHARES IN DEMAT FORM:**

ISIN NO.:- INE934A01012

**17. DEPOSITORY CONNECTIVITY :NSDL& CDSL****18. STOCK MARKET DATA:**

The high and low prices of shares during the year:2019-2020. High and Low Data not furnished as the listing of your Company is under suspension by The Bombay Stock Exchange. However, the Company had received the in-principle approval for revocation of suspension in trading of Enquiry SHARE ON 25<sup>th</sup> Feb,2019.

The monthly high and low quotations at the BSE during each month in the last financial year are provided as follows:

All time High	55.00
All time Low	0.41

\* Market price per share is of face value of Rs.10/- each

**19. REGISTRAR & TRANSFER AGENT (RTA):**

M/s. Cameo Corporate Services Ltd.  
Subramaniam Building No.1,  
Club House Road, Chennai, Tamil Nadu- 600 002.  
Ph No. 044 - 28460390/91/92/93/94/95  
Contact Person -Mr.Murali -murali@cameoindia.com

**20. SHARE TRANSFER SYSTEM:**

The Share transfers are presently being registered within a period of 15 days from the date of receipt of documents that are complete in all respects. Share transfers and registration are approved by the stakeholder Relationship/Grievances Committee and/or the Board. The transfers of shares are mostly in electronic form, Transfer and registration are confirmed to depositories on receipt of demat request within 21 days.

**21. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020:**

(a) According to category of holding:

**INTEGRATED HITECH LIMITED**

CIN: L72300TN1993PLC024583

Category	No. of Shareholders	% of Shareholders	No. of shares	% of shares
Promoters/PAC	14	0.06	1105700	11.05
FPI	0	0	0	0
Financial Institutions/ Banks	0	0	0	0
Clearing Member	0	0	0	0
Bodies Corporate	109	0.52	1141447	11.41
HUF	205	0.97	335693	3.36
NRI	26	0.12	39619	0.40
Trusts	0	0	0	0
Resident	20864	98.33	7382141	73.78
<b>Total</b>	<b>21218</b>	<b>100</b>	<b>10004600</b>	<b>100</b>

(b) According to number of equity shares held:

Category	No. of Shareholders	% of Shareholders	No. of shares	% of shares
1 - 500	19819	93.41	2527803	25.27
501 - 1000	724	3.41	604602	6.04
1001 - 2000	324	1.53	496702	4.96
2001 - 3000	118	0.56	304991	3.05
3001 - 4000	43	0.20	154921	1.55
4001 - 5000	56	0.26	269092	2.69
5001 - 10000	60	0.28	451465	4.51
10001 - And Above	74	0.35	5195024	51.93
<b>Total</b>	<b>21218</b>	<b>100.00</b>	<b>10004600</b>	<b>100.00</b>

**22. DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

57,97,192 no's of equity shares have been dematerialized as on 31.03.2020.

**23. ADDRESS FOR CORRESPONDENCE:**

**INTEGRATED HITECH LIMITED**

Cisons Complex, 150/115, 3rd Floor,

Montieth Road, Egmore, Chennai,

Tamil Nadu, 600008

Tel. No. 044-28514406 / 28514407

Fax No. 044-28586599

E-mail: [easitax.ihl@gmail.com](mailto:easitax.ihl@gmail.com); [integrated@eth.net](mailto:integrated@eth.net)

For and on behalf of the Board of Directors

Place: Chennai

A. GERALD EBENEZER

Date: 07/12/ 2020

Managing Director

**INDEPENDENT AUDITOR'S CERTIFICATE ON  
CORPORATE GOVERNANCE**



To the Members of  
Integrated Hitech Limited

1. This certificate is issued in accordance with the terms of our engagement.
2. We, A. John Moris & Co. Chartered Accountants, the Statutory Auditors of Integrated Hitech Limited("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained