

BOARD OF DIRECTORS

Mr. A. Gerald Ebenezer

Managing Director

Mr. AXN Prabhu

Director

Mr. J. Rajendhiran

Director

Mr. R. Murugesan

Director

BANKERS

Canara Bank

AUDITORS

A. JOHN MORIS & CO.,

Chartered Accountants

**REGISTERED OFFICE &
SOFTWARE LAB**

150/116, Cisons Complex,
Montieth Road, III Floor,
Egmore, Chennai - 600 008.



Contents	Page No.
Notice to Share holders	3
Directors' Report	4
Auditor's Report	10
Balance Sheet	12
Profit and Loss Account	13
Schedules to Accounts	14
Cash Flow Statement	19
Balance Sheet Abstract	20

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of **INTEGRATED HITECH LIMITED** will be held on Friday the 30th September 2011, at 10:30 a.m. at the Registered Office of the Company : 150/116, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai - 600 008 to transact the following business :

Ordinary Business

1. To appoint a Director in place of Shri J. Rajendhiran who retires by rotation and being eligible, offers himself for re-appointment.
2. To consider, approve and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

By order of the Board,
For **Integrated Hitech Limited**

Place : Chennai
Date : 31-07-2011

A. Gerald Ebenezer
Managing Director

EXPLANATORY STATEMENT

(Pursuant to section 173(2) of The Companies Act 1956)

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The proxy form in order to be effective must be deposited at the Registered office of the company not less than 48 hours before commencement of the meeting
3. The members' are requested to intimate to the Registrar and Transfer Agents, M/s Cameo Corporate Services Limited, 'Subramanian Building' No:1, Club House Road, Chennai-600 002., change of address, if any, at the earliest quoting their registered folio number.
4. Members holding Shares in more than one folio in identical order of names are requested to write to R&TA enclosing their Share Certificate to enable us to consolidate their holdings in one folio to facilitate better service.
5. As per Companies Act 1956, as amended, a shareholder may nominate in the prescribed manner, a person to whom his shares in the Company shall vest in the event of his death [Form 2B of Companies, (Central Government) General Rules & forms]. In the case of joint holding, joint holders may together nominate a person to whom the share shall vest in the event of death of the joint holders. Shareholders are requested to avail the facility. Equity shares of the Company are in the Depository, set up by National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the company are in the compulsory dematerialisation list specified by SEBI and are traded in the demat mode and the share holders are requested to get their holding dematerialized as early as possible, in their own interest.
6. The Share Transfer Books will remain closed from Friday the 23rd September 2011 to Friday, the 30th September 2011 (both days inclusive) for the purpose of Annual General Meeting.



DIRECTORS' REPORT TO THE SHARE-HOLDERS

Dear Members,

Your Directors have great pleasure in presenting the EIGHTEENTH ANNUAL REPORT of the Company with the audited accounts for the year ended 31st March 2011.

FINANCIAL RESULTS:

	Rs.in lakhs	
	Year ended 31-03-2011	Year ended 31-03-2010
Income from operations	26.12	22.36
Other Income	1.10	0.72
Profit before Tax	2.97	0.94
Profit after Tax	2.97	0.94
Balance carried to Balance-Sheet	2.97	0.94

RESERVES & SURPLUS:

The Reserves and Surplus stands at Rs.79.58 lakhs as on 31/03/2011 as against Rs.76.61 lakhs as on 31/03/2010

DIVIDEND:

Due to inadequacy of profits, the Board has considered expedient not to recommend any dividend for the year ended 31st, March, 2011.

DEPOSITS

The Company has not accepted any deposit from the public.

DIRECTORS:

In accordance with the provisions of The Companies Act, 1956 and the Company's Articles of Association Mr. J. Rajendhiran is due to retire by rotation and is eligible for reappointment.

Notice has been received u/s 257 of the Companies Act proposing his name for appointment as Director.

DIRECTORS' RESPONSIBILITY STATEMENT;

Pursuant to the requirement under Section 217(2AA) of The Companies Act, 1956, with respect to Directors' responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March 2011, the applicable accounting standards have been followed.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 2010-2011 and of the profit or loss of the company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; That the Directors have prepared the accounts for the financial year ended 31st March 2011 on a 'going concern' basis.

PROJECT IMPLEMENTATION:

ETDS: Your company is providing the software and services for major companies and Banks for electronically filing their TDS returns. There was good response for filing the eTDS returns as on 31st March 2011.

Efiling of IT Returns:

The Government of India, Directorate of Income Tax have made it mandatory for corporate bodies to file their Income Tax returns only in electronic mode and optional for individuals. The first e-Return of Income Tax was filed through your Company under the

electronic furnishing of e>Returns in 2004. Your company has developed e-filing software such as ITR1,2,3 as prescribed by Income tax Department AND developing new software for Tax as per DIRECT TAX CODE.

FUTURE PROSPECTS:

Your Company is involved in the development of various software and services for e-filing of Corporate Statutory Tax Returns and have chalked plans to be a major player in the Corporate eReturn filing.

AUDITORS AND AUDIT REPORT:

M/S A. John Moris & Co., Chartered Accountants, Chennai, the Auditor of the Company, holds office until the conclusion of the ensuing Annual General Meeting. The Company has received confirmation from them that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956. Accordingly it is proposed to appoint M/s A. John Moris & Co., as Auditor of the Company at the ensuing Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting.

LISTING REQUIREMENTS:

The shares of the company are listed on the Chennai and Mumbai Stock Exchanges. The annual listing fee has been duly paid.

DEPOSITORY SYSTEM:

The Security and Exchange Board of India (SEBI) has mandated the delivery of shares of your company under the compulsory dematerialized form with effect from 28th August 2000. Your company has entered into an agreement with the Central Depository Services and National Securities Depository Limited for dematerialization of your Company's Securities in accordance with the provisions of Depository Regulation. With this the members have the option /discretion to hold their demat shares in the company through the National Securities Depository Limited or the Central Depository Services (India) Limited.

CORPORATE GOVERNANCE:

Your directors are happy to report that your company has fully complied with the SEBI Guidelines on Corporate Governance, which have been incorporated as per the Listing Agreement with the Stock Exchanges.

A detailed report on Corporate Governance forms Annexure -A to this report. The Statutory Auditors of the Company have examined the Company's compliance as above and have certified the same as required under the SEBI guidelines.. The certificate is reproduced as Annexure-B to this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Company is in development and service of various tax compliance software such as e-filing of Income Tax Returns Software for individuals and corporate bodies and e-filing of Tax Deducted at Source (e-TDS) software for corporates.

Your Company have plans for associating with other large corporates/Banks to successfully implement the e-filing of Income Tax Returns and e-TDS Returns and plans to become the major player in the e-filing of I.T>Returns and e-TDS Returns for Income Tax.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

The Company has no activity relating to conservation of energy or technology absorption.

PERSONNEL:

Particulars of Employees pursuant to Section 217(2A) of the Companies Act, 1956. Mr. A. Gerald Ebenezer, Managing Director was in receipt of a remuneration of Rs.60,000/- for the year 2010-2011.

ACKNOWLEDGEMENT:

The Directors wish to place on record their appreciation of the dedicated and untiring hard work put by the employees at all levels. The Directors would like to thank the Banks, Consultants, Auditors and above all the shareholders and valued customers for their continued support and patronage.

For and on behalf of the Board

Place : Chennai
Date : 31-07-2011

A. Gerald Ebenezer
Managing Director.



ANNEXURE – A CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equality, in all facets of its operations and in all inter-actions with shareholders, employees, the government and lenders. Company is committed to achieve the highest international standards of corporate- governance. Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

BOARD OF DIRECTORS:

The Board of Directors of the Company is composed of:

Mr. A. Gerald Ebenezer - Executive and Managing Director.

Mr. AXN. Prabhu - Non-Executive and independent Director.

Mr. J. Rajendhiran - Non-Executive and independent Director.

Mr. R. Murugesan - Non-Executive and independent Director.

Mr.A.Gerald Ebenezer held Directorship in two companies and did not have any membership of any committee of any other company.

Other Directors did not hold directorship or committee membership in any other company .

During the year,5 meetings of the Board of Directors were held and the dates of the meetings of BOD are given below:

07-04-2010	31-05-2010	31-07-2010	30-10-2010	30-01-2011
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Attendance details of the Directors for the Board Meetings during the year:

Name of the Director	No. of Meetings held during his tenure	No. of Meetings attended by him
Mr. Gerald Ebenezer	5	5
Mr. AXN. Prabhu	5	4
Mr. J.Rajendhiran	5	4
Mr. R. Murugesan	5	3

AUDIT COMMITTEE:

1 Audit Committee is comprising of three independent non-executive directors Viz.

1) Mr. J. Rajendhiran 2) Mr. AXN. Prabhu and 3) Mr. R. Murugesan.

Mr. J. Rajendhiran is the Chairperson of the committee. This constitution of Audit committee also meets with the requirements under Section 292A of the Companies Act, 1956. The terms of reference stipulated by the board to the Audit Committee are, as contained under Clause 49 of the Listing Agreement.

Four meetings of the Audit Committee were held during the year and all the three members attended all the committee meetings.

REMUNERATION COMMITTEE:

The remuneration committee of the Company comprises of 3 Directors viz.,

Mr. A. Gerald Ebenezer (Chairman), Mr.J.Rajendhiran (member) and Mr.AXN.Prabhu (member).

Non-executive Directors are paid only sitting fees.

Mr.A.Gerald Ebenezer-Managing Director is paid a salary of Rs.60,000/-per annum.

Mr.A.Gerald Ebenezer has been appointed as Managing Director of the company with effect from 21st, March 2002 for a period of five years.and reappointed as Managing Director by the Board in their meeting held on 31st January 2009for a further period of five years which has been approved by the members of the Company in the AGM held on 29th September 2009.

SHAREHOLDERS / INVESTORS GREIVANCE COMMITTEE

The shareholders / investors grievance committee comprises of Mr.AXN.Prabhu and Mr.J.Rajendhiran. The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures to improve the level of investor services. The company has authorized Mr. AXN.Prabhu and Mr. J.Rajendhiran directors severally to approve the share transfers.

The Board has designated Mr.AXN.Prabhu as the Chairperson of this committee.

The total number of complaints received and solved to the satisfaction of the shareholders during the year is three.

GENERAL BODY MEETING

The last three Annual General Meeting of the company were held as under:-

Year	Location	Date	Time
2007-2008	Registered Office of the Company, 150/116, Cisons Complex, 3rd Floor, Montieth Road, Egmore, Chennai-8	29/09/2008	10.30 a.m.
2008-2009	Registered Office of the Company, 150/116, Cisons Complex, 3rd Floor, Montieth Road, Egmore, Chennai-8	30/09/2009	10.30 a.m.
2009-2010	Registered Office of the Company, 150/116, Cisons Complex, 3rd Floor, Montieth Road, Egmore, Chennai-8	30/09/2010	10.30 a.m.

DISCLOSURES:

Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:- None of the transactions with any of the related parties were in conflict with the interest of the company. There are no pecuniary relationship or transactions of the non-executive directors vis-à-vis company.

Details of non-compliance by the company, penalties, strictures imposed on the company by the stock exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years: - None.

MEANS OF COMMUNICATION:

- Quarterly results: The company has published quarterly results and notices in Trinity Mirror (English) and Makkal Kural (vernacular).
- Management Discussion and analysis forms part of the Director's report.

NEW OR REAPPOINTMENT OF DIRECTORS:

Mr. J. Rajendhiran is proposed for re-appointment as Director on his retirement on rotation. He has good exposure to company law matters, stock exchange matters etc. Also it may be noted that he has been a director of the company rendering valuable services.

GENERAL SHAREHOLDERS INFORMATION:

- Annual General Meeting: date, time and venue: 30th September, 2011, 10.30 a.m. at the registered office of the company
- Financial Year 2011-12 Annual General Meeting August / September 2012
: Board Meetings
Result for the quarter ending June 30th 2011: Last week of July 2011
Result for the quarter ending September 30th 2011: Last week of October 2011
Result for the quarter ending December 31st 2011: Last week of January 2012
Result for the quarter ending March 31st 2012: Last week of June 2012
- Book closer date Friday the 23rd September 2011 to Friday the 30th September 2011 (both days inclusive).
- Registered office: 150/116, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai - 600 008.
- Equity shares Listed on Stock Exchanges at 1. The Bombay Stock Exchange Ltd., Mumbai. And 2. The Madras Stock Exchange Ltd, Chennai.
- Annual Listing fees: Duly paid to all the above Stock Exchanges.
- Demat ISIN Numbers in NSDL & CDSL: Fully Paid Equity shares : ISIN INE934A 01012
- Stock Market Data : The high and low prices of shares during the year : 2010-2011

Month	High	Low
April 2010	3.85	2.86
May 2010	4.34	3.02
June 2010	4.88	3.21
July 2010	4.90	3.51
August 2010	3.72	2.99
Sep. 2010	4.68	2.89
Oct. 2010	5.08	3.86
Nov. 2010	4.58	3.96
Dec. 2010	4.35	3.17
Jan. 2011	4.14	3.00
Feb. 2011	4.70	2.96
Mar. 2011	4.92	4.38
52 Week High	5.08	
52 Week Low		2.86
All time High	55.00	
All Time Low		0.41