

**ANNUAL REPORT**

**2014 - 2015**

**INTEGRATED HITECH LIMITED.**

## **BOARD OF DIRECTORS**

**Mr.A.Gerald Ebenezer**  
Managing Director

**Mr.AXN Prabhu**  
Director

**Mr.J. Rajendhiran**  
Director

**Ms.R.A.Eswari**  
Woman Director

## **BANKERS**

**Canara Bank**

## **AUDITORS**

**A.JOHN MORIS & CO.,**  
Chartered Accountants.

## **REGISTERED OFFICE & OFTWARE LAB**

150/116, Cisons Complex,  
Montieth Road, III Floor,  
Egmore, Chennai-600008.

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# INTEGRATED HITECH LIMITED

## NOTICE

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of the members of **INTEGRATED HITECH LIMITED** will be held on Wednesday the 30<sup>th</sup> September 2015, 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 31<sup>st</sup> March 2015 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

A.Gerald Ebenezer  
Managing Director

Place:Chennai

Date:31/08/2015

### 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 the 21st September 2015 to the 28th September 2015 (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 **TWENTIETH ANNUAL REPORT** of the Company with the audited accounts for the year ended 31<sup>st</sup> March 2015.

### **FINANCIAL RESULTS:**

Rs.in lakhs.

ended	Year ended	Year
31/03/2015	31/03/2014.	

Income from operations

9.50	11.22
0.64	0.60
0.95	(0.24)
0.95	(7.82)
0.95	(7.82)

Other Income

Profit before Tax

Profit after Tax

Balance carried to Balance-Sheet

### **RESERVES & SURPLUS:**

The Reserves and Surplus stands at Rs.78.65 lakhs as on 31/03/2015 as against Rs.77.70 lakhs as on 31/03/2015

### **DIVIDEND:**

Due to inadequacy of profits, the Board has considered expedient not to recommend any dividend for the year ended 31<sup>st</sup>, March, 2015.

### **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 31<sup>st</sup> March 2015, 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 2014-2015 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 31<sup>st</sup> March 2015 on a 'going concern' basis.

(iv) WOMEN DIRECTOR – Your company has appointed Ms.R.A.Eswari woman director who has good experience in management of corporates.

**PROJECT IMPLEMENTATION: ETDS:** Your Company is providing the software and services for major companies and Banks for electronically filing their TDS returns. The company is in the process of new areas of software development.

**FUTURE PROSPECTS:**

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.

**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 28<sup>th</sup> 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 2014-15.

**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,

A. Gerald Ebenezer  
Managing Director.

Place: Chennai  
Date: 31/08/2014



## 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.
- Ms.R.A.Eswari - 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:

31/05/2015	30/07/2014	14/08/2014	31/10/2014	14/02/2015
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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	3
Mr.J.Rajendhiran	5	4
Mr.R.Murugesan	5	2

**AUDIT COMMITTEE:**

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

1) Mr. J.Rajendhiran 2) Mr. AXN.Prabhu.and

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 21<sup>st</sup>, March 2002 for a period of five years.and reappointed as Managing Director by the Board in their meeting held on 31<sup>st</sup> January 2009for a further period of five years which has been approved by the members of the Company in the AGM held on 29<sup>th</sup> September 2009.

**SHAREHOLDERS / INVESTORS GREIVANCE COMMITTEE**

The shareholders / investors grievance committee comprises of Mr.AXN.Prabhu and MrJ.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
012-2013	Registered office of the company, 150/116, Cisons Complex, 3 <sup>rd</sup> Floor, Montieth Road, Egmore Chennai	30/09/2013	10.30 a.m.
013-2014	Registered office of the company, 150/116, Cisons Complex, 3 <sup>rd</sup> Floor, Montieth Road, Egmore Chennai	30/09/2014	10.30 a.m.
014-2015	Registered office of the company, 150/116, Cisons Complex, 3 <sup>rd</sup> Floor, Montieth Road, Egmore Chennai	30/09/2015	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.Rahendhiran 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:30<sup>th</sup> , September2015, 10.30 a.m. at the registered office of the company
- Financial Year 2015-16 Annual General Meeting August/September 2016  
: Board Meetings  
Result for the quarter ending June 30<sup>th</sup> 2015: Last week of July 2016  
Result for the quarter ending September 30<sup>th</sup> 2015: Last week of October 2016  
Result for the quarter ending December 31<sup>st</sup> 2015: Last week of January 2016  
Result for the quarter ending March 31<sup>st</sup> 2015: Last week of June 2016
- Book closer date Monday the 21<sup>st</sup> September 2015 to Monday the 28<sup>th</sup>September 2015 (both days inclusive).
- Registered office: 150/116, Cisons Complex, Third Floor, Montieth Road, Egmore, Chennai-600008.
- 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:2014-2015



Month	High	Low
April 2014	4.11	3.74
May 2014	4.40	3.79
June 2014	4.80	4.18
July 2014	5.13	4.56
August 2014	5.10	4.50
Sep. 2014	4.61	4.40
Oct. 2014	5.22	4.18
Nov 2014	4.94	3.66
Dec2014	4.01	2.72
Jan.2015	4.30	2.87
Feb.2015	3.70	2.90
Mar.2015	3.85	3.40
52 Week High	5.22	
52 Week Low		2.72
All time High	55.00	
All Time Low		0.41

9. Registrar and Transfer Agents: Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.

10. Share Transfer System: Presently, the share transfers in physical form are processed and the share certificates returned within a period of 30 days and Dematerialized shares within a period of 15 days from the date of receipt, subject to the documents being clear in all respects. The Company has, as per SEBI guidelines given option for demat with effect from 28<sup>th</sup>, August, 2000. The Company has entered into agreement for dematerialisation with both National Securities Depository Ltd (NSDL) and Central Depository Services(India) Limited (CDSL).

11. Pattern of Share holding as on March 31<sup>st</sup> 2015.

Category	No. of Shares	Percentage
Indian Promoters	11,05,700	11.05
Financial Institutions / Banks/Mutual Funds	--	--
NRI / OCBs	41,514	0.41
Bodies Corporate	12,46,461	12.46
Indian Public	76,10,925	74.14
Others(Clearing member)	--	--
<b>Total</b>	<b>1,00,04,600</b>	<b>100.00</b>

12. Distribution of Share-holding as on 31<sup>st</sup>, March 2015

**Share-holding of Nominal Value**

Share-holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	Number	% to total	In Rs.	%
(1)		(2)	(3)	(4)	(5)
10	- 5000	19881	93.3906	25339540	25.3278
5001	- 10000	722	3.3915	6033310	6.0305
10001	- 20000	328	1.5407	5049790	5.0474
20001	- 30000	119	0.5590	3061440	3.0600
30001	- 40000	43	0.2019	1547380	1.5466
40001	- 50000	56	0.2630	2691970	2.6907
50001	- 100000	63	0.2959	4762010	4.7598
100000	and above	76	0.3570	51560560	51.5368
Total		21288	100.0000	100046000	100.0000