



INTEGRATED HITECH LTD.

No.150/115,116, Cisons Complex, III Floor, Montieth Road, Egmore, Chennai-600 008.
Phone: 044-42145221, E-mail: etds@easitax.com, easitax.ihl@gmail.com
Website: www.easitax.com, CIN: L72300TN1993PLC024583, GST.NO. 33AAACI6420R1ZE.

Date:05/09/2023

To
The Secretary
Listing Department
Bombay Stock Exchange Limited
Floor-25, P.J. Towers, Dalal Street,
Mumbai-400001.

Sub: Submission of Notice for 30th Annual General Meeting for the F Y 2022-23 – reg.,

Scrip Code- 532303

Dear Sir/Madam

Please find enclosed herewith the NOTICE for the 30th Annual General Meeting and e-Voting Information for the Financial Year 2022-23 of Integrated Hitech Limited..

This is for your information and records.

Yours faithfully
For Integrated Hitech Ltd.,


Shantwana Adhikari
Chief Financial Officer

Encl: As Above.

NOTICE is hereby given that the 30th Annual General Meeting of the Members of INTEGRATED HITECH LIMITED. will be held on Saturday the 30th September, 2023, at 10:00 AM through Video Conferencing (VC) for which purpose the Registered Office of the Company situated at Cisons Complex, 150/115-116, 3rd Floor, Montieth Road, Egmore, Chennai, Tamil Nadu, 600008 shall be deemed to be the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION.**

"RESOLVED THAT the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss account of the Company (Both Standalone and Consolidated)with the Schedules and Cash Flow Statement for the year ended 31st March, 2023 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted."

2. APPOINTMENT OF AUDITORS

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION.**

"RESOLVED THAT the Auditors of the Company, M/s. John Moris & Co., Chartered Accountants, Chennai (Firm Registration No. 007220S) who were appointed as Statutory Auditors to hold office for a period of five years till the conclusion of the 32ndAnnual General Meeting on a remuneration as the Board of Directors of the Company may determine, in addition to travelling and out of pocket expenses be and is hereby ratified".

AS SPECIAL BUSINESS:

APPOINMENT OF DIRECTORS

3. Reconstitution of Board

3.1 Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) as a Non-Executive director:-

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 160 and other applicable provisions, if any, of the Companies Act, 2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Ms. Rainy Ramesh Singhi (DIN: 09844099), who was appointed as an additional director of the company with effect from 1st January, 2023 by the Board of Directors

pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rainy Ramesh Singhi for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3.2 Appointment of Mr. Ramesh Chandra Mishra (DIN: 00206671) as Non-Executive Non-Independent Director:-

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Ramesh Chandra Mishra (DIN: 00206671) who was appointed as an Additional director (Non-Executive Non-Independent Director) on 2nd September, 2023 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the conclusion of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for a period of 5 years starting from 02-09-2023 to 01-09-2028 and whose period of office will be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3.3 Appointment of Mrs. Sushama Anuj Yadav (DIN: 07910845) as Independent director:-

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** in accordance with 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) Mrs. Sushama Anuj Yadav (DIN: 07910845) who was appointed as an Additional (Non-Executive Independent) Director of the

Company with effect from 2nd September, 2023 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 she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 02-09-2023 to 01-09-2028 not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Approval of Related Party Transaction:-

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

“**RESOLVED THAT** subject to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Policy on dealing with Related Party Transactions approved by the Company, and the Memorandum and Articles of Association of the Company, the approval of the Members be and is hereby accorded for the Company to enter into contract(s) / agreement(s) and undertake transaction(s) with Mr.A.Gerald Ebenezer, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of around Rs.50 lakhs for purchase of property of the company, at 150/112,113, Cisons Complex, IIIrd Floor, Montieth Road, Egmore, Chennai - 600 008, Tamil Nadu on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), provided however that the transactions so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business in accordance with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

5. To Approve shifting of Registered office from one state to another state subject to approval of shareholders in Annual General Meeting.

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

“RESOLVED THAT, pursuant to Section 12 and 13 of Companies Act 2013 and Rules made there under and subject to approval of Central Government, consent of Company, be and is hereby accorded for shifting of Registered Office of the Company from its Present Location **150/115-116, Third Floor, Cisons Complex, Montieth Road Egmore, Chennai-600008 , Tamil Nadu** to **103,B Block, Ansa Industrial Estate, Saki Vihar Road, Sakinaka Mumbai - 400072** for the betterment of the business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Alteration of Memorandum of Association of the Company

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

“RESOLVED THAT, pursuant to Section 13 of Companies Act 2013 and Rules made there under, Registered Office Clause of Memorandum of Association of the Company, be and is hereby altered by substituting the word “the State of Tamil Nadu” for the word “the State of Maharastra ”

“RESOLVED FURTHER THAT Clause II of Memorandum of Association of the company be and is here by substituted by the following:

“II . The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the jurisdiction of the Registrar of Companies, Mumbai.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Chennai

Date:- 05/09/ 2023

By Order of the Board

-Sd-

A. GERALD EBENEZER

Managing Director

NOTES: Statutory information:

- 1.** The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out in Item No.3, annexed here to
- 2.** A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote instead of himself and such Proxy or Proxies need not be a member or members of the Company. The Proxy form, duly signed, must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. Members who have exercised their vote through e-voting cannot vote at the meeting.
- 3.** A Proxy form shall be in Form No.MGT-11 of the Companies Act, 2013.
- 4.** Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
- 5.** The Register of Members and the Share Transfer books of the Company will remain closed from **24th September, 2023 to 30th September, 2023 (both days inclusive)** in connection with the Annual General Meeting (AGM).
- 6.** Members are requested to intimate change, if any, in their address immediately.
- 7.** Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- 8.** Annual Report and the Notice of the AGM are available in the Company's website: easitax.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting during the AGM) i.e. www.evotingindia.com. Facility for Remote E-voting and Voting during the meeting.
- 9.** Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting through remote e-voting. The detailed process for participating in the said e-voting is furnished in **Page No.7**.
- 10.** A person who has participated in the remote e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting shall also be made available at the meeting and Members who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- 11.** Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed

by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their shares.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **27th September, 2023** and ends on **29th September, 2023**. 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 **23th September, 2023** 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 Depository</p>	<ol style="list-style-type: none"> 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.nsd.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the

	<p>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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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 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.</p>

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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- (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 EVSN for **INTEGRATED HITECH LIMITED (EVSN No. 230905072)** 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for 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 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads 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 **7 days prior to meeting** 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 **7 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/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 attoll free no. 1800 22 55 33

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, MarathonFutorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order of the Board

Chennai

Date:- 05/09/ 2023

**-Sd-
A. GERALD EBENEZER
Managing Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM No. 3:**

3.1. The Special Business relates to seeking members' approval for Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) Who is appointed by the Board of Directors as Additional Director with effect from 1st January, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

The Board of Directors, on the basis of performance evaluation done by the Nomination and Remuneration Committee of Ms. Rainy Ramesh Singhi (DIN: 09844099) Director, considers that given her background and experience and contributions made by her during her tenure and the continued association of Ms. Rainy Ramesh Singhi (DIN: 09844099) would be beneficial to the company and it is desirable to continue to avail her service as an Non Executive Director.

Ms. Rainy Ramesh Singhi (DIN: 09844099), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 1st January, 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Ms. Rainy Ramesh Singhi (DIN: 09844099) holds office upto the date of the ensuing AGM on 30th September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Ms. Rainy Ramesh Singhi to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation.

Ms. Rainy Ramesh Singhi possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Ms. Rainy Ramesh Singhi (DIN: 09844099) as a Non - Executive Director liable to retire by rotation.

3.2. The Special Business relates to seeking members' approval for Appointment of Mr. Ramesh Chandra Mishra (DIN:00206671) Who is appointed by the Board of Directors as Additional Director with effect from 2nd September, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

Mr. Ramesh Chandra Mishra (DIN:00206671), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 2nd September , 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Mr. Ramesh Chandra Mishra (DIN:00206671) holds office upto the date

of the ensuing AGM on 30th September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Mr. Ramesh Chandra Mishra to be appointed as a Non-Executive Non-Independent Director at the ensuing AGM liable to retire by rotation.

Mr. Ramesh Chandra Mishra possesses the requisite knowledge, experience and skill for the position of Non- Executive Non-Independent Director. The Board on receipt of the said notice from a member and on recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr. Ramesh Chandra Mishra as a Non -Executive Non-Independent Director liable to retire by rotation.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company it is proposed to appoint Mr. Ramesh Chandra Mishra (DIN:00206671) as in terms of Non-Executive, Non-Independent Director of the Company Sections 152 of the Companies Act, 2013.Mr. Ramesh Chandra Mishra (DIN:00206671)is liable to retire by rotation. Mr. Ramesh Chandra Mishra (DIN:00206671) will hold the office for a consecutive term of 5 years with effect from 02-09-2023 to 01-09-2028.

3.3. The Special Business relates to seeking members' approval for Appointment of Mrs. Sushama Anuj Yadav (DIN: 07910845) Who is appointed by the Board of Directors as Additional Director with effect from 2nd September, 2023 to the conclusion of ensuing AGM. The Board of Directors recommends the above resolution for the share holders approval.

Mrs. Sushama Anuj Yadav (DIN: 07910845), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 2nd September , 2023 by the Board in accordance with section-161 of the companies Act, 2013(" the Act"). As per the Section-161 of the Act, Mrs. Sushama Anuj Yadav (DIN: 07910845) holds office upto the date of the ensuing AGM on 30th September, 2023. The Company has received the requisite notice in writing under section 160 of the Act from a member proporsing the candidature of Mrs. Sushama Anuj Yadav to be appointed as a Non-Executive Independent Director at the ensuing AGM not liable to retire by rotation.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company it is proposed to appoint Mrs. Sushama Anuj Yadav (DIN: 07910845) as in terms of Non-Executive, Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mrs. Sushama Anuj Yadav (DIN: 07910845) is not liable to retire by rotation. Mrs. Sushama Anuj Yadav (DIN: 07910845) will hold the office for a consecutive term of 5 years with effect from **02-09-2023 to 01-09-2028**

ITEM No. 4:

The Company is proposing to shift its registered office from Chennai, Tamil Nadu to Mumbai, Maharashtra to carry on the business of the Company more economically and efficiently and with better operational convenience. Accordingly an application will be made to Central Govt. With the approval of members in General Meeting.

In the above circumstances the Property situated at 150/112,113, Cisons Complex, IIIrd Floor, Montieth Road, Egmore, Chennai - 600 008, Tamil Nadu will become redundant. In the absence of office at Chennai the Monitoring/Supervision of the Property will reduce to a great extent. So the board is proposing to dispose of the property. Mr. A. Gerald Ebenezer, Director, is willing to acquire the same at the market value, which will be confirmed by an Independent Valuer.

Mr. A. Gerald Ebenezer - promoter of the company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations desirous of buying the said office property based on the valuation report and mutual agreed price and as approved by the Audit committee.

The approval of the Members be and is hereby sought by the Company to enter into contract(s) / agreement(s) and undertake transaction(s) with Mr. A. Gerald Ebenezer - promoter and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of not less than Rs.50 lakhs

None of the other Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 4 of the Notice.

The Board recommend the same and Mr.A.Gerald Ebenezer - promoter and Director of the company along with his relatives interested with this resolution.

ITEM No. 5:

Presently, the Company's Registered Office is located At **150/115-116, Third Floor, Cisons Complex, Montieth Road Egmore, Chennai-600008,TamilNadu**. The Board of Directors of your Company at their meeting held on 02 September, 2023 has decided to shift the Registered Office of the Company from "**150/115-116, Third Floor, Cisons Complex, Montieth Road Egmore, Chennai-600008,TamilNadu**" to **103,B Block, Ansa Industrial Estate, Saki Vihar Road, Sakinaka Mumbai - 400072** to carry on the business of the Company more economically and efficiently and with better operational convenience as shifting of Registered Office to Mumbai, Maharashtra shall facilitate better coordination and interaction with shareholders , Directors and Investors and reduce cost.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, shifting of Registered Office of the Company outside the State limits requires approval of the Members by way of Special Resolution .Therefore the Board recommends the Resolution as set out in Item No. 5 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 5 of the Notice.

ITEM No. 6:

As per provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the State limits requires approval of the Members by way of Special Resolution . Also the change requires that the Clause -2 of the Memorandum of Association be amended suitably to reflect the new state as the state in which the new office of the company would situate .

Therefore the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.