

June 28, 2023

<b>National Stock Exchange of India Ltd.</b> 'Exchange Plaza' Bandra- Kurla Complex Bandra (E) Mumbai 400 051.	<b>Bombay Stock Exchange Ltd.</b> Floor 25, P J Towers, Dalal Street, Mumbai 400 001
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Dear Sirs:

**SUB: AGM Proceedings – reg.**

The 29<sup>th</sup> Annual General Meeting was held on 28.6.2023 through Video Conferencing (VC) and Other Audio Visual Means (OAVM). Mr K.S.M. Rao, Director, occupied the Chair as Chairman of the Meeting.

The Chairman welcomed the members to the Meeting which was held through VC/OAVM as permitted by the Ministry of Corporate Affairs. The requisite quorum being present, the Chairman called the meeting to order. He then introduced Other Directors, Company Secretary, Statutory Auditors, Internal Auditor, and Secretarial Auditor who had participated from various locations through electronic mode.

The Chairman informed the members that as permitted, soft copies of the AGM notice together with the Annual Report for the FY 2022-23 had been sent electronically to the Members holding shares in dematerialised mode and whose e-mail addresses are available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes.

He then informed that in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations), the Company has provided remote e-voting facility and for those members who had not exercised their vote through remote e-voting facility, facility to cast their vote electronically was provided through Central Depository Securities Limited (CDSL) at the meeting and that e-voting process has been clearly explained in the AGM Notice.

The Chairman then informed that M/s Rengarajan and Associates, Practising Company Secretaries were appointed as the Scrutiniser to scrutinise the voting process (both remote e-voting and e-voting during the meeting). He then introduced Mr. A Rengarajan of M/s Rengarajan and Associates, Practising Company Secretaries to the members.

The Chairman in his speech briefed the members about the difficulties faced by the company and the various steps resorted by the management on revival/restructure of the company.

The notice of the AGM was taken as read with the permission of the members. The Chairman said that the Auditors' report on the financial statements of the Company for the year ended 31st March 2023 did not have any qualifications, reservations, adverse remarks and accordingly, the same was not required to be read out at the meeting, as per the provisions of the Companies Act, 2013.

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He informed that the following items of business as set out in the AGM Notice would be transacted at the meeting:

1. Adoption of Audited Financial Statements of the Company for the year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon. (*Ordinary Business/Ordinary Resolution*)
2. Re-appointment of Mr. Meleveetil Padmanabhan (DIN 00101997), Director retiring by rotation. (*Ordinary Business/Ordinary Resolution*)
3. Re-appointment of Mr V Sriraman (DIN 00207480) as Wholetime Director for a period of three years from 18.5.2023 to 17.5.2026). (*Special Business/Ordinary Resolution*)

He then invited queries from Members who had previously registered themselves as 'Speakers'. The Chairman answered the queries raised by the members at the meeting.

On completion of the discussions, the Chairman then informed the members who had not voted through remote e-voting could vote now at the meeting. He also informed that the results of e-voting will be declared within forty-eight hours of conclusion of the meeting. The results will be posted on the website of the Company and will also be sent to the Stock Exchanges for dissemination.

There being no other business, the Chairman declared the meeting as closed. The meeting commenced at 10.05 AM and concluded at 10.40 AM.

In terms of Regulation 44 of the SEBI (LODR) Regulations, the results of the e-voting and the Scrutinisers Report are enclosed. All the resolutions set out in the AGM Notice were passed with requisite majority.

Thanking you,

**Yours truly,  
For QUINTEGRA SOLUTIONS LIMITED**

**V SRIRAMAN  
WHOLETIME DIRECTOR**

Encl: a/a



# RENGARAJAN & ASSOCIATES

(Formerly ARUB & ASSOCIATES)

Practising Company Secretary

No.1/1, Raman Street, Chittlapakkam, Chennai – 600064

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## SCRUTINERS REPORT - CONSOLIDATED (Both Remote e-voting and Venue e-voting at AGM)

To

The Board of Directors  
M/s. QUINTEGRA SOLUTIONS LIMITED  
Wescare Towers, 3rd Floor,  
16, Cenotaph Road, Teynampet  
Chennai 600 018.

**Sub: Scrutinizers' Report on Remote e-voting & Venue e-voting conducted at the 29<sup>th</sup> Annual General Meeting of M/s. QUINTEGRA SOLUTIONS LIMITED (the "Company") held on Wednesday, the 28<sup>th</sup> June, 2023.**

As per the provisions of the Companies Act, 2013 and Regulation 44(1) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Company had provided the facility of Remote e-voting to the Shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 29<sup>th</sup> Annual General Meeting of the Company which was held on Wednesday, the 28<sup>th</sup> June, 2023 (the "AGM"). The AGM was held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014 and as amended from time to time read with Regulation 44 of the SEBI (Listing Obligations and Disclosure), 2015 and Circular No. 20 dated 5<sup>th</sup> May 2020 read with Circular No. 14 dated 8<sup>th</sup> April, 2020 and Circular No. 17 dated 13<sup>th</sup> April 2020 and Circular No.20 dated 5<sup>th</sup> May, 2020 and Circular No. 2 dated 13<sup>th</sup> January, 2021 and Circular No.19 dated 8<sup>th</sup> December, 2021 and Circular No.21 dated 14<sup>th</sup> December 2021 and Circular No. 2 & 3 dated 5<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs ("MCA Circulars").

The Board of Directors of the Company, appointed me, CS Rengarajan & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the e-Voting and remote e-voting process ("e-voting facility") in a fair and transparent manner. The e-voting facility was provided by the Central Depository Services (India) Limited, (CDSL).

In this connection, I hereby submit my consolidated report as under:

1. The members of the Company as on the "cut-off" date i.e., 21<sup>st</sup> June, 2023 were entitled to vote on the resolutions Item No 1, 2 and 3 as set out in the Notice convening AGM).
2. The period for Remote e-Voting remained open from Saturday, 24<sup>th</sup> June, 2023 (9.00 A.M) to Tuesday, 27<sup>th</sup> June 2023 (5.00 P.M) as mentioned in the Notice convening AGM.
3. The Company had also provided e-voting facility for the members present at the AGM through VC/OVAM and who had not cast their vote earlier.
4. After conclusion of the e-voting at the AGM, the votes cast by members present through VC/OAVM the e-voting system and through remote e-voting facility were unblocked in the



presence of two witnesses, Ms. G A Sharenya and Mr. V. Sriram who were not in the employment of the Company.

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for convening the AGM. My responsibilities as scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the AGM Notice.
6. The details viz., list of Equity Share Holders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of Central Depository Services (India) Limited (CDSL), I now submit my combined report as under:

**Item No.1 (Ordinary Business/Ordinary Resolution):**

*To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023 together with the Reports of Directors and Auditors thereon.*

Particulars	Number of valid Votes Through Remote e-Voting	Number of valid Votes Through Venue e-Voting	Total No. of votes cast	Total Votes cast (in %)
Voted in favour	871945	2	871947	99.93%
Voted Against	578	0	578	0.07%
Total	872523	2	872525	100%

**Result:** As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is PASSED as an ORDINARY RESOLUTION.

**Item No.2 (Ordinary Business/Ordinary Resolution):**

*Re-appointment of Mr. Meleveetil Padmanabhan (DIN: 00101997) who retires by rotation and being eligible, offers himself for re-appointment.*

Particulars	Number of valid Votes Through Remote e-Voting	Number of valid Votes Through Venue e-Voting	Total No. of votes cast	Total Votes cast (in %)
Voted in favour	871945	2	871947	99.93%
Voted Against	578	0	578	0.07%
Total	872523	2	872525	100%

**Result:** As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is PASSED as an ORDINARY RESOLUTION

*Handwritten signature*



**Item No.3 (Special Business/Ordinary Resolution)**

Appointment of Mr. V. Sriraman, (DIN: 00207480) who is re-appointed as a Whole time Director for a period of 3 years from 18<sup>th</sup> May, 2023 till 17<sup>th</sup> May, 2026.

Particulars	Number of valid Votes Through Remote e-Voting	Number of valid Votes Through Venue e-Voting	Total No. of votes cast	Total Votes cast (in %)
Voted in favour	871945	2	871947	99.93%
Voted Against	578	0	578	0.07%
Total	872523	2	872525	100%

**Result:** As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is PASSED as an ORDINARY RESOLUTION.

Place: Chennai  
Date: 28<sup>th</sup> June, 2023

**A Rengarajan**  
RENGARAJAN & ASSOCIATES  
Practicing Company Secretary  
FCS 6725/ COP 13437  
Peer Review certificate No 3494/2023  
UDIN: F006725E000514540

