

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF QUINTEGRA SOLUTIONS LIMITED HELD AT 10.00 AM ON TUESDAY, THE 30TH SEPTEMBER 2014 AT RUSSIAN CULTURAL CENTRE, 74, KASTURI RANGA ROAD, TEYNAMPET, CHENNAI 600018

Present:

Mr Shankaraman Vaidyanathan	>	Chairman and Shareholder
Mr V Sriraman	>	Director & Shareholder
Mr Meleveetil Padmanabhan	>	Director
Mr R Kalyanaraman	>	Director
Mr G Venkatarajulu	>	Director

Mr S Gopinath, Partner of M/s Gopikumar Associates, Company's Statutory Auditors and Mr V K Shankaramann, of V K S & Associates, Company Secretaries and the Scrutiniser who had been invited for the meeting were also present.

382 members registered their attendance at the meeting in person and 2 by proxy.

Mr Shankaraman Vaidyanathan, Chairman occupied the Chair.

Chairman welcomed the members to the 20th Annual General Meeting of the Company and the requisite quorum being present, he called the meeting to order.

The Chairman introduced the Directors, Auditors and the Scrutiniser present to the members.

The Chairman informed that 5 Proxies had been received for 7,19,955 Equity shares and then signed the Proxy Register.

With the permission of the members, the Notice convening the Twentieth Annual General Meeting of the Company was taken as read.

Mr V Sriraman, Director read the Auditors' Report.

The Chairman informed the members that with the introduction of the new Companies Act and consequential amendments, the manner of conduct of the Annual General meeting and the voting process thereat has undergone a change. The Company, being a listed company, has been mandated to provide e-voting facility to its shareholders. Voting at the meeting by show of hands will no longer be allowed for our company. The voting will be in proportion to the shares held by the members as on the cut-off date i.e 30th August 2014. Hence pursuant to the provisions of New Companies Act and the Listing Agreement, the Company had extended the e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting through Central Depository Services Limited (CDSL) platform for three days from 24th September 2014 till 26th September 2014. Mr V K Sankaramann of V K S & Associates, Company Secretaries who was appointed by the Board as the Scrutiniser has scrutinized the e-voting process in a fair and transparent manner and the e-voting results are available with him. He further informed that for members who had not or could not avail the e-voting facility provided by the Company, the Company has now made arrangements at the venue to cast their votes on the proposed resolutions through poll. The Polling papers were distributed to the members. The members were requested to cast their votes and drop them in the ballot box kept for this purpose. Chairman then appointed Mr V K Sankaramann of V K S & Associates, Company Secretaries as the Scrutiniser for the poll to be conducted at the venue. He then informed the members that the results of the e-voting would be announced at the end of the meeting after consolidating with the results of the voting through poll at the venue.

The Chairman announced the Ordinary businesses and Special businesses as set out in the Notice convening the meeting. The Chairman then invited the members to seek clarifications on the financial statements and operations of the Company. A few members made their observations and raised queries. The Chairman replied to their queries.

After answering the queries raised by the members at the meeting, the Chairman enquired if the members had availed the voting facility provided at the venue. As the members responded that they had finished

CIN: L52599TN1994PLC026867

casting their votes, the Chairman announced a brief break to enable the Scrutiniser to consolidate the votes and announce the results.

After 15 minutes, the meeting resumed and Chairman requested the Mr V K Sankaramann of V K S & Associates, Company Secretaries who was the appointed Scrutiniser to announce the combined results of both e-voting and voting at the venue.

Mr V K Sankaramann announced the voting results of following resolutions of the Ordinary and Special businesses of the notice convening the Twentieth Annual General Meeting

Item No. 1. Ordinary Business/Ordinary Resolution: Adoption of the Audited Accounts for the financial year ended 31st March 2014 together with the Directors Report and the Auditors' Report thereon

RESOLVED THAT the Audited Balance Sheet as at 31st March 2014 together with the Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors and Auditors thereon be and are hereby received, considered and adopted.

	No of members who voted through e-voting	No of votes (shares) cast in e-voting	No of members who voted at the poll	No of votes (shares) cast at the poll	Percentage of votes to total number of votes cast
Voted in favour	7	697126	40	272085	99.78
Voted against	2	6000	0	0	0.22
Total	9	703126	40	272085	100.00
Invalid votes	Nil	Nil	6	-	

Result: Number of votes cast in favour of the resolution is more than the number of votes cast against. Hence we report that the Ordinary Resolution relating to this item is passed favourably with requisite majority.

Item No 2. Ordinary Business/Ordinary Resolution: Appointment Mr G Venkatarajulu as an Independent Director for a period of five years with effect from the date of this AGM

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr G Venkatarajulu holding DIN 2206405, Director retiring by rotation at this AGM and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) consecutive years from the date of this AGM.

	No of members who voted through e-voting	No of votes (shares) cast in e-voting	No of members who voted at the poll	No of votes (shares) cast at the poll	Percentage of votes to total number of votes cast
Voted in favour	8	701126	38	271955	99.78
Voted against	1	2000	2	130	0.22
Total	9	703126	40	272085	100.00
Invalid votes	Nil	Nil	6	-	

Result: Number of votes cast in favour of the resolution is more than the number of votes cast against. Hence we report that the Ordinary Resolution relating to this item is passed favourably with requisite majority.

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CIN: L52599TN1994PLC026867

tem No 3. Ordinary Business/Ordinary Resolution: Appointment of M/s Gopikumar Associates as the Statutory Auditors for a period from the conclusion of this AGM until the conclusion of the 23rd Annual General Meeting

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) Messrs. Gopikumar Associates (Firm Registration No.000981S), Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to hold office for the period from the conclusion of this AGM until the conclusion of the 23rd Annual General Meeting, subject to ratification of the appointment by the members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

	No of members who voted through e-voting	No of votes (shares) cast in e-voting	No of members who voted at the poll	No of votes (shares) cast at the poll	Percentage of votes to total number of votes cast
Voted in favour	8	701126	39	272075	99.79
Voted against	1	2000	1	10	0.21
Total	9	703126	40	272085	100.00
Invalid votes	Nil	Nil	6	-	

Result: Number of votes cast in favour of the resolution is more than the number of votes cast against. Hence we report that the Ordinary Resolution relating to this item is passed favourably with requisite majority.

Item No 4. Special Business/Ordinary Resolution: Appointment Mr R Kalyanaraman as an Independent Director for a period of five years with effect from the date of this AGM

RESOLVED TAHT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. R Kalyanaraman holding DIN 00041770, Director, whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five (5) consecutive years from the date of this AGM

	No of members who voted through e-voting	No of votes (shares) cast in e-voting	No of members who voted at the poll	No of votes (shares) cast at the poll	Percentage of votes to total number of votes cast
Voted in favour	7	678626	39	271965	97.48
Voted against	2	24500	1	120	2.52
Total	9	703126	40	272085	100.00
Invalid votes	Nil	Nil	6	-	

Result: Number of votes cast in favour of the resolution is more than the number of votes cast against. Hence we report that the Ordinary Resolution relating to this item is passed favourably with requisite majority.

Item No 5. Special Business/Ordinary Resolution: Re-appointment Mr V Sriraman as an Whole – time Director for a period of three years from 18th May 2014 to 17th May 2017.

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, Mr V Sriraman holding DIN 00207480 be and he is hereby reappointed as the Whole time Director of the



CIN: L52599TN1994PLC026867

Company for a term of 3 years from 18th May 2014 till 17th May 2017 on the following terms and conditions :

Description	Rs per month
Salary and other Perquisites	50,000/-

i. Allowances/Perquisites

Allowances payable to Mr V Sriraman shall include Special Allowance and/or any Other allowances and Perquisites shall include furnished/unfurnished accommodation or house rent allowance in lieu thereof, Leave Travel Assistance (for self and family including dependents), personal accident insurance, reimbursement of medical expenses incurred (for self and family), club fees, provision of cars, telephone at residence and any other perquisites, benefits, amenities as may be applicable, as per the rules of the Company upto the amounts specified above.

ii. Retirement Benefits

Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act , 1961, Gratuity payable and encashment of leave as per the rules of the Company shall not be included in the computation of limits for remuneration or perquisites aforesaid

iii. General

i) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.

ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per Income Tax Act, 1961 and the rules made thereunder.

iii) Mr V Sriraman will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

iv) Mr V Sriraman, would be subject to all other service conditions as applicable to any other employee of the Company.

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr V Sriraman shall not except with the approval of the Central Government exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.

	No of members who voted through e-voting	No of votes (shares) cast in e-voting	No of members who voted at the poll	No of votes (shares) cast at the poll	Percentage of votes to total number of votes cast
Voted in favour	7	649126	38	271955	99.77
Voted against	1	2000	2	130	0.23
Total	8	651126	40	272085	100.00
Invalid votes	Nil	Nil	6	-	

Result: Number of votes cast in favour of the resolution is more than the number of votes cast against. Hence we report that the Ordinary Resolution relating to this item is passed favourably with requisite majority.

After the Scrutiniser announced the results, the Scrutinisers Report combining the results of e-voting conducted during the period from 24th September 2014 to 26th September 2014 on CDSL e-voting Platform and also the results of the Poll conducted at the venue on the date of AGM was placed on the table, The Chairman then declared the results agenda wise as follows:

Resolution No	Business Transacted	Resolution – Ordinary/Special	Mode of voting	Remarks
1	Adoption of Financial Statements for the year ended 31 st March 2014 together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	E-Voting / Poll at venue	The resolution was passed with requisite majority

CIN: L52599TN1994PLC026867

2.	Appointment of Mr G Venkatarajulu (DIN 2206405) as an Independent Director for a period of five years from the date of the AGM	Ordinary	E-Voting / Poll at venue	The resolution was passed with requisite majority
3.	Appointment and fixing of remuneration to Messrs. Gopikumar Associates (FRN No.000981S) as Statutory Auditors	Ordinary	E-Voting / Poll at venue	The resolution was passed with requisite majority
4.	Appointment of Mr. R Kalyanaraman (DIN 00041770) as an Independent Director for a period of five years from the date of the AGM	Ordinary	E-Voting / Poll at venue	The resolution was passed with requisite majority
5.	Appointment of Mr. V Sriraman (DIN 00207480) as a wholetime Director for a period of three years with effect from 18.5.2014.	Ordinary	E-Voting / Poll at venue	The resolution was passed with requisite majority

The Chairman further announced that the results along with the Scrutinizer's Report would be communicated to the Stock Exchange(s) immediately and posted on the Company's website www.quintegrasolutions.com within 48 hours

There being no other business, the Chairman declared the meeting as closed.

Mr R Gurumoorthy member proposed a vote of thanks to the Chair and the meeting concluded.

Sd/-
CHAIRAMAN

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For QUINTEGRA SOLUTIONS LIMITED


Director