

**MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF QUINTEGRA SOLUTIONS LIMITED HELD AT 10.00 AM ON FRIDAY, THE 18<sup>TH</sup> SEPTEMBER 2015 AT RUSSIAN CULTURAL CENTRE, 74, KASTURI RANGA ROAD, TEYNAMPET, CHENNAI 600018**

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**Present:**

Mr Shankarraman Vaidyanathan	>	Chairman and Shareholder
Mr V Sriraman	>	Director & Shareholder
Mr Meleveetil Padmanabhan	>	Director
Mr R Kalyanaraman	>	Director
Mr G Venkatarajulu	>	Director
Mrs Kamakshi Shankararaman	>	Director

Mr S Gopinath, Partner of M/s Gopikumar Associates, Company's Statutory Auditors and Mr A Rengarajan Practicing Company Secretary and the Scrutiniser were also present.

415 members from Public and 2 Promoters registered their attendance at the meeting in person and 1 by proxy.

The meeting commenced at 10.00 AM and concluded at 10.30 AM.

Mr Shankarraman Vaidyanathan, Chairman occupied the Chair.

Chairman welcomed the members to the 21st 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 3 Proxies had been received for 6,65,055 Equity shares and then signed the Proxy Register.

With the permission of the members, the Notice convening the Twenty-first 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 Companies Act, 2013 and consequential amendments, the Company, being a listed company, has been mandated to provide e-voting facility to its shareholders and accordingly, the Company had extended the e-voting facility to its members in respect of the business to be transacted at this Annual General Meeting through Central Depository Services Limited (CDSL) platform for four days from 14th September 2015 till 17th September 2015. The voting will be in proportion to the shares held by the members as on the cut-off date i.e 11th September 2015.

Mr A Rengarajan, Practicing Company Secretary was appointed by the Board as the Scrutiniser for scrutinising the e-voting process in a fair and transparent manner.

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 the Polling papers distributed to the members by Company volunteers. He requested the members to cast their votes and drop them in the ballot box kept for this purpose. He sought the cooperation of the members. He then added that Mr A Rengarajan, Practicing Company Secretary and the Scrutiniser for e-Voting would also act as the scrutiniser for the poll to be conducted at the venue. The results of the e-voting would be reported after consolidating the results of the voting through poll.

The Chairman read the following draft resolution as set out in Item No 1 of the AGM Notice relating to adoption of Audited Financial Statements for the financial year ended at 31<sup>st</sup> March 2015 and the Reports of the Directors and Auditors thereon:



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

**RESOLVED THAT** the Audited Financial Statements for the financial year ended at 31<sup>st</sup> March 2015 and the Reports of the Directors and Auditors thereon be and are hereby received, considered and adopted.

The Chairman then invited the members to seek clarifications on the financial statements for the financial year ended 31<sup>st</sup> March 2015. After answering the queries raised by few members, the Chairman explained other items of business together with the objective as follows:

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

**RESOLVED THAT** Mr Meleveetil Padmanabhan (DIN: 00101997), who retires by rotation and being eligible for reappointment be and is hereby reappointed as a Director of the Company.

**Item No 3. Ordinary Business/Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the resolution passed by the members at the Annual General Meeting held on 30th September 2014, the appointment of Messrs. Gopikumar Associates, Chartered Accountants (Firm Registration No.000981S) as Statutory Auditors of the Company to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the 22nd Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors be and is hereby ratified.

**Item No 4. Special Business/Ordinary Resolution:**

**RESOLVED THAT** 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, Mrs Kamakshi Shankaraman (DIN: 00215869) Director, who was appointed as an Additional Director by the Board of Directors pursuant to Section 161 read with Section 149 of the Companies Act, 2013 and who holds office upto the date this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her 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.

**Item No 5. Special Business/Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of the Section 180(1)(c) 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) consent of the members be and is hereby accorded to the Board of Directors of the Company (which includes any Committee constituted thereof) to borrow from time to time such sums of money whether unsecured or secured as they may deem necessary for the purposes of the business of the company provided however the total amount so borrowed and remaining outstanding at any point of time (excluding temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid up capital and free reserves of the Company (reserves not set apart for any specific purpose) by more than Rs 100 crores or equivalent foreign currencies at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary for giving effect to the aforesaid resolution.

**Item No 6. Special Business/Special Resolution:**

**RESOLVED THAT** in pursuant to the provisions of Section 180(1)(a) 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) consent of the Company be and is hereby accorded to the Board of Directors of the Company (which includes any Committee constituted thereof) for mortgaging and / or charging the whole or any part of the undertaking(s) of the Company including its immovable / movable properties, both



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present and future, wheresoever situate or the whole or substantially whole of the undertaking(s) of the Company in such form and in such manner as the Board may deem fit together with power to take over the substantial assets of the company in certain events for securing any loans and / or advances already obtained or that may be obtained from any financial institutions / banks / companies / person(s) and / or other lenders and / or any debenture or other securities that may be issued with all interest, compound /additional interest, commitment charges, costs, charges, expenses and all other moneys payable by the Company to the concerned lenders upto a sum not exceeding Rs 100 crores over and above the paid up capital and free reserves of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary for giving effect to the aforesaid resolution.

The Chairman then requested the Scrutiniser to inform when will he be able to announce the consolidated results of e-Voting and the Poll. The Scrutiniser informed that the scrutiny of e-voting conducted during the period from 14<sup>th</sup> September 2015 to 17<sup>th</sup> September 2015 on CDSL e-voting Platform and also of the Poll conducted at the venue are in process and that he would be able to furnish his consolidated report in the afternoon.

The Chairman then informed the members that on receipt of the Consolidated Report of the Scrutiniser the same will be placed on the company's website: [www.quintegrasolutions.com](http://www.quintegrasolutions.com) and also communicated to the stock exchanges where the shares of the company are listed. He further informed that the extracts of the results will also be included in the minutes of the AGM.

**RESULTS OF BUSINESS TRANSACTED AT THE AGM HELD ON 18.9.2015 AS EXTRACTED FROM THE CONSOLIDATED REPORT OF MR A RENGARAJAN, THE SCRUTINISER.**

**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, 2015 together with the Reports of Directors and Auditors thereon.*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	167	143918	99.97
Voted Against	-	-	6	73	0.03
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-

**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):** *To appoint a Director in the place of Mr. Meleveetil Padmanabhan (DIN: 00101997), who retires by rotation and being eligible, offers himself for re-appointment.*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	167	143918	99.97
Voted Against	-	-	6	73	0.03
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-

**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.



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**Item No.3 (Ordinary Business/Ordinary Resolution):** *To appoint M/s Gopikumar Associates as Statutory Auditors from the conclusion of 21st AGM till the conclusion of 22nd AGM.*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	168	143920	99.98
Voted Against	-	-	5	71	0.02
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-

**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.4 (Special Business/Ordinary Resolution):** *To appoint Mrs Kamakshi Shankaraman (DIN: 00215869) as an Independent Director for a period of five years with effect from the date of this AGM*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	167	143918	99.97
Voted Against	-	-	6	73	0.03
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-

**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.5 (Special Business/Special Resolution):** *To borrow in excess of the Paid up capital and free reserves of the Company pursuant to Section 180(1)(c) of the Companies Act 2013*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	167	143918	99.97
Voted Against	-	-	6	73	0.03
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-

**Result:** As the votes cast in FAVOUR of the resolution is more than three times the votes cast AGAINST, the resolution is passed as an SPECIAL RESOLUTION.

**Item No.6 (Special Business/Special Resolution):** *To mortgage and/or charge the properties of the Company pursuant to Section 180(1)(a) of the Companies Act 2013.*

	Number of members who voted through e-Voting	Number of votes (shares) cast through e-Voting	Number of members who voted at the Poll	Number of votes (shares) cast at the Poll	Percentage of Votes to total number of votes cast
Voted in favour	12	135620	167	143918	99.97
Voted Against	-	-	6	73	0.03
Total	12	135620	173	143991	100.00
Invalid votes	-	-	-	-	-



CIN: L52599TN1994PLC026867

Result: As the votes cast in FAVOUR of the resolution is more than three times the votes cast AGAINST, the resolution is passed as an SPECIAL RESOLUTION.

**AGENDA WISE RESULTS**

Resolution No	Business Transacted	Business/ Resolution (Ordinary/Special)	Mode of voting	Remarks
1	To receive, consider and adopt the Audited financial statements for the financial year ended 31st March 2015 and the Reports of the Directors and Auditors thereon	Ordinary/Ordinary	e-Voting / Poll at venue	The resolution was passed with requisite majority
2.	To re-appoint a Director in the place of Mr Meleveetil Padmanabhan (DIN: 00101997), who retires by rotation and being eligible offers himself for reappointment.	Ordinary/Ordinary	e-Voting / Poll at venue	The resolution was passed with requisite majority
3.	To appoint M/s Gopikumar Associates as Statutory Auditors from the conclusion of 21st AGM till the conclusion of 22nd AGM.	Ordinary/Ordinary	e-Voting / Poll at venue	The resolution was passed with requisite majority
4.	To appoint Mrs Kamakshi Shankaraman (DIN: 00215869) as an Independent Director for a period of five years with effect from the date of this AGM	Special/Ordinary	e-Voting / Poll at venue	The resolution was passed with requisite majority
5.	To borrow in excess of the Paid up capital and free reserves of the Company pursuant to Section 180(1)(c) of the Companies Act 2013	Special/Special	e-Voting / Poll at venue	The resolution was passed with requisite majority
6.	To mortgage and/or charge the properties of the Company pursuant to Section 180(1)(a) of the Companies Act 2013	Special/Special	e-Voting / Poll at venue	The resolution was passed with requisite majority

Sd/  
CHAIRAMAN

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For QUINTEGRA SOLUTIONS LIMITED



Director