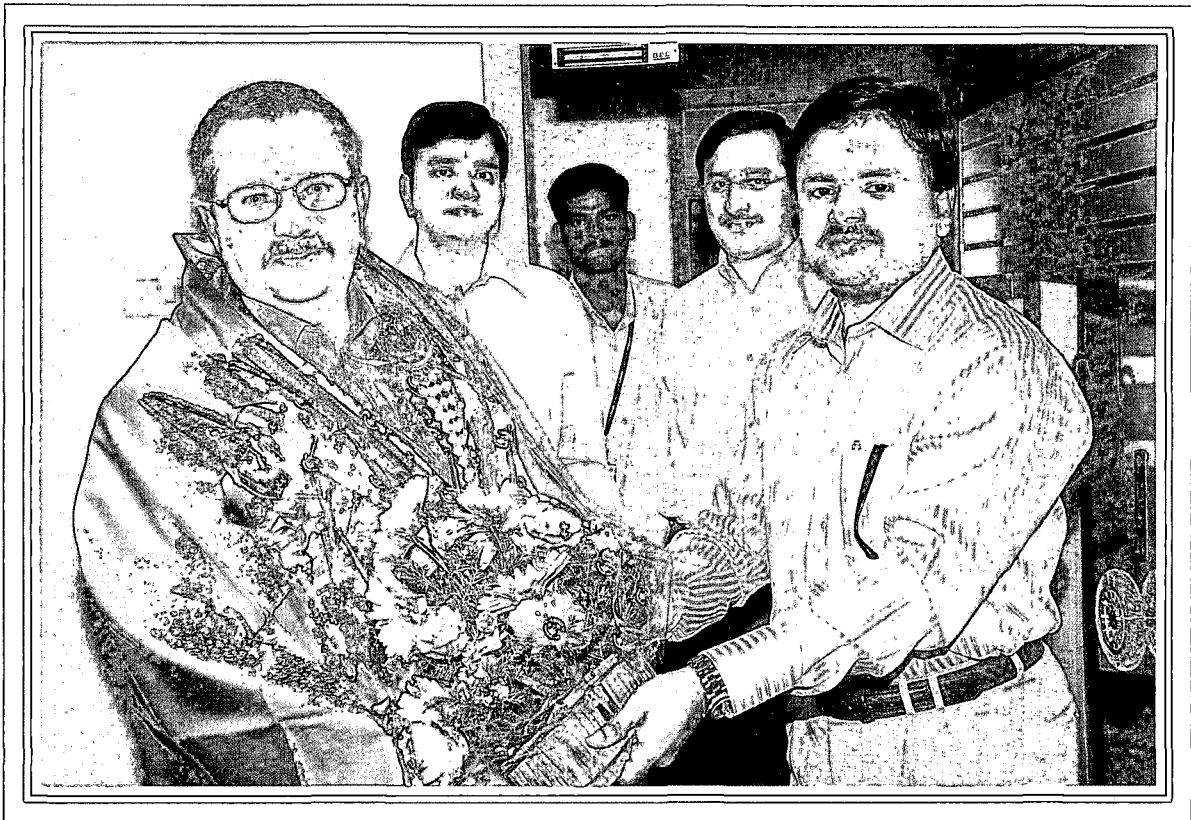


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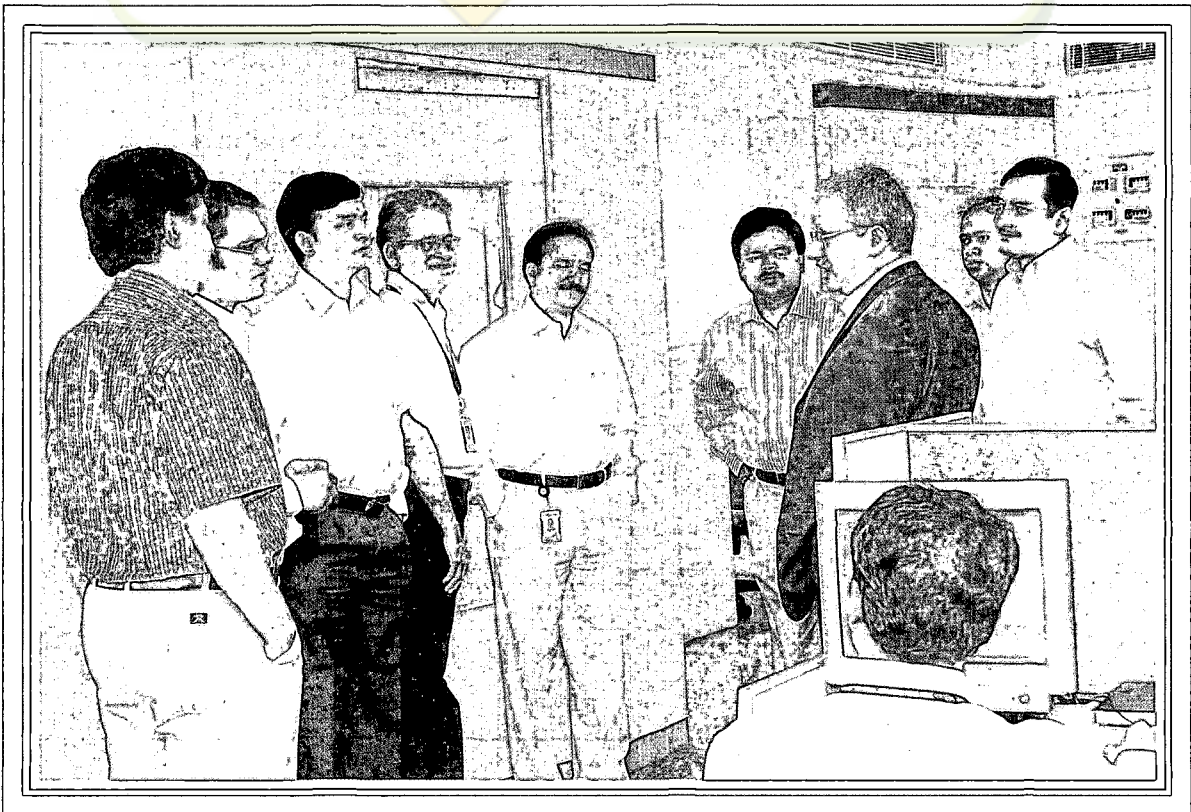
MAKING A DIFFERENCE



13th Annual Report 2006-07



Mr. Bernd Kessler, CEO, MTU Aero Engines GmbH visited our Chennai facility



Mr. Bernd Kessler in discussion with our Employees

QUINTEGRA SOLUTIONS LIMITED

(Formerly Soffia Software Ltd.)

Regd. Office. No. 168, Eldams Road, Teynampet, Chennai - 600 018.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Company will be held on Wednesday, the 26 September 2007 at 9.30 AM at Russian Culture Centre Hall, 74, Kasthuri Ranga Road, Chennai 600 018 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Directors' Report, the audited Profit and Loss Account for the period ended 31 March 2007 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To declare dividend
3. To elect a Director in place of Mr Meleveetil Padmanabhan, who retires by rotation and being eligible offers himself for reelection.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if deemed fit to pass with or without modification the following as an **Ordinary Resolution**.

RESOLVED THAT M/s Gopikumar Associates, Chartered Accountants, Chennai, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors.

Special Business

5. To consider and if deemed fit to pass with or without modification the following as a **Special Resolution**:
RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, the increased remuneration of Rs 1,00,000/- per month (Consolidated) paid to Mr R Rengharajan, Wholetime Director for the period from 1 September 2006 till 31 January 2007 be and is hereby approved and ratified.

6. To consider and if deemed fit to pass with or without modification the following as a **Special Resolution**:
RESOLVED THAT pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to such consents, permissions, sanctions as may be required or imposed by Reserve Bank of India or any other statutory authorities, the consent of the company be and is hereby accorded to the Board of Directors (which term to include any committee of the Board) to permit Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCBs), Non resident Indians (NRIs) etc. all taken together, to acquire and hold equity shares of the Company upto a maximum aggregate limit of 100% of the paid up share capital of the company or upto such other limits as may be permitted by applicable laws, rules and regulations and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard.

7. To consider and if deemed fit, to pass with or without modification, the following as a **Special Resolution**:
RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or modifications thereof) and subject to necessary statutory approvals, including approvals from the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges and subject to consents, permissions and/or sanctions of any other appropriate authorities (including financial institutions) as may be necessary and further subject to such conditions as may be prescribed by any of them in granting any such approval, consent or sanction, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise one or more powers conferred by this resolution) to issue, offer and

Quintegra Solutions Limited

allot Equity Shares/Preference shares/Convertible notes/ Securities with or without detachable warrants/ Fully Convertible Debentures (FCDs) / Partly Convertible Debentures (PCDs) or any other Securities convertible into Equity shares whether optionally or otherwise/Euro Convertible Bonds (ECB's) / Foreign Currency Convertible Bonds (FCCB's) / Global Depository Receipts (GDR's) / American Depository Receipts (ADR's) / Secured Premium Notes (SPN), (hereinafter referred to as "Securities") for an aggregate amount not exceeding USD 100 million or equivalent in Indian and / or in any other currency(ies) (inclusive of such premium, as may be fixed on such securities) or upto such limit as may be permitted by the Ministry of Finance or such other authorities whichever is higher, directly to Indian or Foreign Investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise and whether or not such investors are members, promoters, directors or their associates of the Company) through public issue(s), rights issue(s), Private placement(s), Preferential allotment for cash or stock swap or acquisition of business / companies or a combination thereof at such time or times in one or more tranches, at such price or prices whether at market price(s) or at a discount or at a premium to market price(s) and in such manner and on such terms and conditions as the Board in its absolute discretion think fit at the time of such issue/allotment considering the prevailing market conditions and other relevant factors that are necessary and also to get the Company shares listed on any Indian and/or overseas stock exchange(s) such as Singapore, Luxembourg, London, Nasdaq, New York and/or any of the other overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of granting their approval and agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of securities mentioned hereinabove may have all or any term or combination of terms in accordance with market practice including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt services payment whatsoever and all such terms as are provided in offering of this nature including terms for issue of additional equity shares or variation of the conversion price of the securities during the duration of the securities.

RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangement/ agreement with any Lead Managers / Underwriters / Guarantors / Depositors / Custodians and all such agents as may be involved or concerned in such offering of securities and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Board be and is hereby authorised, subject to approval of the Reserve Bank of India and the concerned authorities, if necessary, to secure the entire or any part of the issue by creation of the mortgage/charge on the company's immovable and movable properties, present and future, such charge to rank either pari passu with or second, subsequent, subservient and subordinate to all the mortgages/charges created/to be created by the Company for all existing and future borrowings and facilities whatsoever.

RESOLVED FURTHER THAT the company and/or any agency or body authorised by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the Capital markets.

RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/ or at the place of issue of the Securities in international markets and shall be governed by English or American law, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph(s) above as may be necessary in accordance with the terms of the offering and all such shares to rank pari passu with the existing equity shares of the Company in all respects, excepting such right as to dividend and voting as may be provided under the terms of the issue and in the Offer Document.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue of allotment of equity shares or securities representing the same, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in regard to the offering, issue, allotment and utilisation of the issue proceeds, as it may in its absolute discretion, deem fit and proper."

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 executives of the Company as deemed fit to give effect to the resolution.

By order of the Board

Place : Chennai
Date : 30.08.2007

P S Nagasubramaniam
Company Secretary

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than 48 hours before the time scheduled for the meeting. A proxy form is enclosed.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 18 September, 2007 to Wednesday, the 26 September, 2007 (both days inclusive)
4. Members are requested to bring their Attendance Slip along with the copy of the Annual Report to the meeting.
5. Members/Proxies are requested to fill in the Attendance Slip and hand it over at the meeting hall before attending the meeting. In case of demat holding, Client ID and DP ID numbers and in case of physical holding respective folio numbers along with the number of shares held have to be clearly mentioned.
6. Corporate Members intending to send their authorised representatives are requested to send a certified copy of the Board resolution authorising their representatives to attend and vote at the meeting on behalf of the Company.
7. All the documents referred to in the Notice are available at the Registered Office of the Company for inspection on all working days, during office hours upto the date of Annual General Meeting.
8. Members holding shares in physical form, in multiple folios under the same name/s are requested to send the Share Certificates to the Company's Registrars and Share Transfer Agents, Integrated Enterprises (India) Ltd. Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai 600 017 for consolidation into a single folio.
9. In case of joint holders, where more than one person attend the meeting, only the first holder will be entitled to vote.
10. Information pursuant to Clause 49 IV (G) of the Listing Agreement about the directors proposed to be appointed/reappointed is annexed.

ANNEXURE TO THE NOTICE

A. INFORMATION PURSUANT TO CLAUSE 49 IV (G) OF THE LISTING AGREEMENT ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED

Item No 3:

Mr Meleveettill Padmanabhan (Non-Executive Director)

Brief Resume	A Graduate in Commerce and a Member of the Institute of Chartered Accountants of India
Nature of expertise	About 34 years experience in Accounts, Auditing and Corporate Consultancy
Directorship in other Companies	Director: 1) Gandhimathi Appliances Ltd. 2) Gangadharam Appliances Ltd.
Committee Membership	In the Company: 1) Audit Committee(Member) 2) Remuneration Committee (Member) 3) Shareholders/Investors Grievance Committee (Chairman) In other Companies: Gandhimathi Appliances Ltd.: Audit Committee-Member Remuneration Committee - Member Gangadharam Appliances Ltd.: Audit Committee - Member Remuneration Committee - Member
Shareholding of the Director in the Company	Nil

Quintegra Solutions Limited

B. EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)

Item No 5:

Mr R Rengharajan was appointed as a Wholtime Director for a period of 3 years with effect from 01 August 2005 on a remuneration of Rs 62,500/- per month (Consolidated). His remuneration was increased to Rs 1,00,000/- per month (Consolidated) with effect from 01 September 2006. However, Mr Rengharajan stepped down as a Whole time Director and continued as a Director on the Board with effect from 01 February 2007. The increased remuneration paid to Mr R Rengharajan from 01 September 2006 till 31 January 2007 requires the approval of the members. Accordingly, the Special Resolution as set out under Item No. 5 of the notice is submitted to the members for their approval.

This explanatory statement together with the accompanying notice may be treated as an abstract of the terms and conditions of appointment of Mr R Rengharajan and memorandum of concern or interest under Section 302 of the Companies Act, 1956 and the requirements of the said act deemed to have been sufficiently complied with.

Interest of Directors

Mr R Rengharajan is interested in the resolution. No other Director is concerned or interested in the resolution.

Item No 6:

As per the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the holding of shares by Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCBs), Non Resident Indians (NRIs) etc, all taken together in the equity share capital of Indian Company is subject to a limit of 24% of the paid up share capital. The same regulations provide that the said limit can be increased upto the prescribed sectoral cap or statutory ceilings, provided that such increase is approved by the Board of Directors and the shareholders through Special Resolution. Your Directors wish to facilitate the holding of shares in the Company by FIIs/OCBs/NRIs upto a level of 100% of the paid up share capital of the company. Accordingly, the Special Resolution as set out under Item No 6 of the Notice is submitted to the members for their approval.

Interest of Directors

None of the Directors is concerned or interested in the resolution.

Item No 7:

In order to finance business expansion and to augment working capital it is proposed to issue securities by way of equity/equity linked instruments like American Depositary receipts (ADRs), Global Depositary Receipts (GDRs), Convertible Debentures (whether fully convertible or not), Secured Premium Notes, and/or other type of securities for cash or stock swap or acquisition of business or combination thereof through public offer/private placement, as mentioned in the resolution for an amount not exceeding US Dollars 100 Million or equivalent in Indian or any other currency(ies) or upto such limit as may be permitted. The purpose of the offer is to exploit the emerging opportunities for growth through acquisitions or otherwise, joint ventures and strategic alliances, both abroad and in India.

The mode of financing plans and also the utilisation plans will be worked out in consultation with the Advisors, Lead Managers and/or other agencies wherever applicable subject to the approvals of Government of India, Reserve Bank of India, SEBI and other authorities concerned. The issue price of such securities will be determined by the Board at the time of issue(s) depending on the prevailing market conditions. This is an enabling resolution which gives adequate flexibility in respect of working out the modalities of issue including size, timing and pricing and also issue such securities, in such tranches, and at such times and at such price and /or such other valuable consideration(s) as the Board may in its absolute discretion deem fit.

Pursuant to Section 81(1A) of the Companies Act, 1956, a Special Resolution needs to be passed by the shareholders for issuing securities to persons other than the existing shareholders. Accordingly the Special Resolution as set out under Item No 7 of the Notice is submitted to the members for approval.

Interest of Directors

None of the Directors is concerned or interested in the resolution.

Place : Chennai
Date : 30.08.2007

By order of the Board
P S Nagasubramaniam
Company Secretary

QUINTEGRA SOLUTIONS LIMITED

(Formerly Soffia Software Ltd.)

Regd. Office. No. 168, Eldams Road, Teynampet, Chennai - 600 018.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Company will be held on Wednesday, the 26 September 2007 at 9.30 AM at Russian Culture Centre Hall, 74, Kasthuri Ranga Road, Chennai 600 018 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Directors' Report, the audited Profit and Loss Account for the period ended 31 March 2007 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To declare dividend
3. To elect a Director in place of Mr Meleveetil Padmanabhan, who retires by rotation and being eligible offers himself for reelection.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if deemed fit to pass with or without modification the following as an **Ordinary Resolution**.

RESOLVED THAT M/s Gopikumar Associates, Chartered Accountants, Chennai, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors.

Special Business

5. To consider and if deemed fit to pass with or without modification the following as a **Special Resolution**:
RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, the increased remuneration of Rs 1,00,000/- per month (Consolidated) paid to Mr R Rengharajan, Wholtime Director for the period from 1 September 2006 till 31 January 2007 be and is hereby approved and ratified.

6. To consider and if deemed fit to pass with or without modification the following as a **Special Resolution**:
RESOLVED THAT pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to such consents, permissions, sanctions as may be required or imposed by Reserve Bank of India or any other statutory authorities, the consent of the company be and is hereby accorded to the Board of Directors (which term to include any committee of the Board) to permit Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCBs), Non resident Indians (NRIs) etc. all taken together, to acquire and hold equity shares of the Company upto a maximum aggregate limit of 100% of the paid up share capital of the company or upto such other limits as may be permitted by applicable laws, rules and regulations and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard.

7. To consider and if deemed fit, to pass with or without modification, the following as a **Special Resolution**:
RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or modifications thereof) and subject to necessary statutory approvals, including approvals from the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges and subject to consents, permissions and/or sanctions of any other appropriate authorities (including financial institutions) as may be necessary and further subject to such conditions as may be prescribed by any of them in granting any such approval, consent or sanction, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise one or more powers conferred by this resolution) to issue, offer and

Quintegra Solutions Limited

allot Equity Shares/Preference shares/Convertible notes/ Securities with or without detachable warrants/ Fully Convertible Debentures (FCDs) / Partly Convertible Debentures (PCDs) or any other Securities convertible into Equity shares whether optionally or otherwise/Euro Convertible Bonds (ECB's) / Foreign Currency Convertible Bonds (FCCB's) / Global Depository Receipts (GDR's) / American Depository Receipts (ADR's) / Secured Premium Notes (SPN), (hereinafter referred to as "Securities") for an aggregate amount not exceeding USD 100 million or equivalent in Indian and / or in any other currency(ies) (inclusive of such premium, as may be fixed on such securities) or upto such limit as may be permitted by the Ministry of Finance or such other authorities whichever is higher, directly to Indian or Foreign Investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise and whether or not such investors are members, promoters, directors or their associates of the Company) through public issue(s), rights issue(s), Private placement(s), Preferential allotment for cash or stock swap or acquisition of business / companies or a combination thereof at such time or times in one or more tranches, at such price or prices whether at market price(s) or at a discount or at a premium to market price(s) and in such manner and on such terms and conditions as the Board in its absolute discretion think fit at the time of such issue/allotment considering the prevailing market conditions and other relevant factors that are necessary and also to get the Company shares listed on any Indian and/or overseas stock exchange(s) such as Singapore, Luxembourg, London, Nasdaq, New York and/or any of the other overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of granting their approval and agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of securities mentioned hereinabove may have all or any term or combination of terms in accordance with market practice including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt services payment whatsoever and all such terms as are provided in offering of this nature including terms for issue of additional equity shares or variation of the conversion price of the securities during the duration of the securities.

RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangement/ agreement with any Lead Managers / Underwriters / Guarantors / Depositors / Custodians and all such agents as may be involved or concerned in such offering of securities and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Board be and is hereby authorised, subject to approval of the Reserve Bank of India and the concerned authorities, if necessary, to secure the entire or any part of the issue by creation of the mortgage/charge on the company's immovable and movable properties, present and future, such charge to rank either pari passu with or second, subsequent, subservient and subordinate to all the mortgages/charges created/to be created by the Company for all existing and future borrowings and facilities whatsoever.

RESOLVED FURTHER THAT the company and/or any agency or body authorised by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the Capital markets.

RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/ or at the place of issue of the Securities in international markets and shall be governed by English or American law, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph(s) above as may be necessary in accordance with the terms of the offering and all such shares to rank pari passu with the existing equity shares of the Company in all respects, excepting such right as to dividend and voting as may be provided under the terms of the issue and in the Offer Document.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue of allotment of equity shares or securities representing the same, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in regard to the offering, issue, allotment and utilisation of the issue proceeds, as it may in its absolute discretion, deem fit and proper."

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 executives of the Company as deemed fit to give effect to the resolution.

By order of the Board

Place : Chennai
Date : 30.08.2007

P S Nagasubramaniam
Company Secretary

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than 48 hours before the time scheduled for the meeting. A proxy form is enclosed.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 18 September, 2007 to Wednesday, the 26 September, 2007 (both days inclusive)
4. Members are requested to bring their Attendance Slip along with the copy of the Annual Report to the meeting.
5. Members/Proxies are requested to fill in the Attendance Slip and hand it over at the meeting hall before attending the meeting. In case of demat holding, Client ID and DP ID numbers and in case of physical holding respective folio numbers along with the number of shares held have to be clearly mentioned.
6. Corporate Members intending to send their authorised representatives are requested to send a certified copy of the Board resolution authorising their representatives to attend and vote at the meeting on behalf of the Company.
7. All the documents referred to in the Notice are available at the Registered Office of the Company for inspection on all working days, during office hours upto the date of Annual General Meeting.
8. Members holding shares in physical form, in multiple folios under the same name/s are requested to send the Share Certificates to the Company's Registrars and Share Transfer Agents, Integrated Enterprises (India) Ltd. Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai 600 017 for consolidation into a single folio.
9. In case of joint holders, where more than one person attend the meeting, only the first holder will be entitled to vote.
10. Information pursuant to Clause 49 IV (G) of the Listing Agreement about the directors proposed to be appointed/reappointed is annexed.

ANNEXURE TO THE NOTICE

A. INFORMATION PURSUANT TO CLAUSE 49 IV (G) OF THE LISTING AGREEMENT ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED

Item No 3:

Mr Meleveettil Padmanabhan (Non-Executive Director)

Brief Resume	A Graduate in Commerce and a Member of the Institute of Chartered Accountants of India
Nature of expertise	About 34 years experience in Accounts, Auditing and Corporate Consultancy
Directorship in other Companies	Director: 1) Gandhimathi Appliances Ltd. 2) Gangadharam Appliances Ltd.
Committee Membership	In the Company: 1) Audit Committee(Member) 2) Remuneration Committee (Member) 3) Shareholders/Investors Grievance Committee (Chairman) In other Companies: Gandhimathi Appliances Ltd.: Audit Committee-Member Remuneration Committee - Member Gangadharam Appliances Ltd.: Audit Committee - Member Remuneration Committee - Member
Shareholding of the Director in the Company	Nil

Quintegra Solutions Limited

B. EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)

Item No 5:

Mr R Rengharajan was appointed as a Wholetime Director for a period of 3 years with effect from 01 August 2005 on a remuneration of Rs 62,500/- per month (Consolidated). His remuneration was increased to Rs 1,00,000/- per month (Consolidated) with effect from 01 September 2006. However, Mr Rengharajan stepped down as a Whole time Director and continued as a Director on the Board with effect from 01 February 2007. The increased remuneration paid to Mr R Rengharajan from 01 September 2006 till 31 January 2007 requires the approval of the members. Accordingly, the Special Resolution as set out under Item No. 5 of the notice is submitted to the members for their approval.

This explanatory statement together with the accompanying notice may be treated as an abstract of the terms and conditions of appointment of Mr R Rengharajan and memorandum of concern or interest under Section 302 of the Companies Act, 1956 and the requirements of the said act deemed to have been sufficiently complied with.

Interest of Directors

Mr R Rengharajan is interested in the resolution. No other Director is concerned or interested in the resolution.

Item No 6:

As per the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the holding of shares by Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCBs), Non Resident Indians (NRIs) etc, all taken together in the equity share capital of Indian Company is subject to a limit of 24% of the paid up share capital. The same regulations provide that the said limit can be increased upto the prescribed sectoral cap or statutory ceilings, provided that such increase is approved by the Board of Directors and the shareholders through Special Resolution. Your Directors wish to facilitate the holding of shares in the Company by FIIs/OCBs/NRIs upto a level of 100% of the paid up share capital of the company. Accordingly, the Special Resolution as set out under Item No 6 of the Notice is submitted to the members for their approval.

Interest of Directors

None of the Directors is concerned or interested in the resolution.

Item No 7:

In order to finance business expansion and to augment working capital it is proposed to issue securities by way of equity/equity linked instruments like American Depository receipts (ADRs), Global Depository Receipts (GDRs), Convertible Debentures (whether fully convertible or not), Secured Premium Notes, and/or other type of securities for cash or stock swap or acquisition of business or combination thereof through public offer/private placement, as mentioned in the resolution for an amount not exceeding US Dollars 100 Million or equivalent in Indian or any other currency(ies) or upto such limit as may be permitted. The purpose of the offer is to exploit the emerging opportunities for growth through acquisitions or otherwise, joint ventures and strategic alliances, both abroad and in India.

The mode of financing plans and also the utilisation plans will be worked out in consultation with the Advisors, Lead Managers and/or other agencies wherever applicable subject to the approvals of Government of India, Reserve Bank of India, SEBI and other authorities concerned. The issue price of such securities will be determined by the Board at the time of issue(s) depending on the prevailing market conditions. This is an enabling resolution which gives adequate flexibility in respect of working out the modalities of issue including size, timing and pricing and also issue such securities, in such tranches, and at such times and at such price and/or such other valuable consideration(s) as the Board may in its absolute discretion deem fit.

Pursuant to Section 81(1A) of the Companies Act, 1956, a Special Resolution needs to be passed by the shareholders for issuing securities to persons other than the existing shareholders. Accordingly the Special Resolution as set out under Item No 7 of the Notice is submitted to the members for approval.

Interest of Directors

None of the Directors is concerned or interested in the resolution.

By order of the Board

Place : Chennai
Date : 30.08.2007

P S Nagasubramaniam
Company Secretary