



Quintegra Solutions Limited

22ND
ANNUAL REPORT
2015-16

QUINTEGRA SOLUTIONS LIMITED

CIN: L52599TN1994PLC026867

Regd. Office : Wescare Towers, 3rd Floor, 16, Cenotaph Road, Teynampet, Chennai 600 018.

www.quintegrasolutions.com

LOCATION

India

Wescare Towers, 3rd Floor, 16, Cenotaph Road,

Teynampet, Chennai - 600 018. Tamil Nadu

Tel : (+91 44) 2432 8395

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Quintegra Solutions Limited

CORPORATE INFORMATION 2015-16

CIN: L52599TN1994PLC026867

BOARD OF DIRECTORS

Mr Meleveettil Padmanabhan - *Non-Executive Chairman*
Mr V Sriraman - *Wholetime Director*
Mr R Kalyanaraman - *Independent Director*
Mr G Venkatarajulu - *Independent Director*
Mrs Kamakshi Shankararaman - *Independent Director*

REGISTERED OFFICE

Wescare Towers, 3rd Floor,
16, Cenotaph Road, Teynampet
Chennai 600 018, India.
Tel: + 91 44 2432 8395
E-mail: investors@quintegrasolutions.com
URL: <http://www.quintegrasolutions.com>

AUDITORS

M/s Gopikumar Associates
Chartered Accountants, Chennai

BANKERS

State Bank of India
Axis Bank Ltd

REGISTRARS & SHARE TRANSFER AGENTS

Integrated Enterprises (India) Limited
Kences Towers, 2nd Floor, North Usman Road,
T.Nagar, Chennai - 600 017.
Tel: +91 44 28140801
Fax: +91 44 28142479.
Email: sureshbabu@iepindia.com

GRIEVANCE CELL / COMPLIANCE OFFICER

E-mail: investors@quintegrasolutions.com

PROFILE – BOARD OF DIRECTORS

Mr Meleveettil Padmanabhan (*Non-Executive Director*)

Mr Meleveettil Padmanabhan (DIN 00101997) is a Graduate in Commerce and a Member of the Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant and has over 43 years experience in Accounts, Auditing and Corporate Consultancy. He represents the Board of few other companies.

Mr V Sriraman (*Wholetime Director*)

Mr V Sriraman (DIN 00207480) is a Graduate in Commerce and a Post Graduate in Business Administration. He has more than 28 years of wide experience in the fields of sales, marketing, business development and administration.

Mr R Kalyanaraman (*Independent Director*)

Mr R Kalyanaraman (DIN 00041770) is a Graduate in Electrical and Electronics Engineering. He has worked in BHEL from 1975 to 1993 in various fields including research and development, project management and ancillary development. He has presented several technical papers in various national conferences. He manages a company developing projects and providing technical and financial consultancy. He represents the board of few other companies.

Mr G Venkatarajulu (*Independent Director*)

Mr G Venkatarajulu (DIN 02206405) is a Diploma holder in Civil Engineering with experience in various fields like civil engineering, printing and computer technology. He has about 25 years experience in training and imparting computer skills to students and professionals. He represents the board of few other companies.

Mrs Kamakshi Shankararaman (*Independent Director*)

Mrs Kamakshi Shankararaman (DIN 00215869) is a Masters Degree holder in Commerce and pursuing ICWA in the Institute of Costs and Works Accountants of India. She is the Co-founder Director of a company viz. e2d Professional Services Private Limited with principal responsibility of designing the strategy and services of the company, back office management of all processes, HR management relating to employees hiring, training and motivation.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Company will be held on **Tuesday, the 27th September 2016 at 10.00 AM** at Russian Cultural Centre, 74, Kasthuri Ranga Road, Chennai 600 018 to transact the following business:

ORDINARY BUSINESS

1. To consider and if deemed fit to pass with or without modification(s) the following as an **ORDINARY RESOLUTION:**
RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March 2016 and the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.
2. To consider and if deemed fit to pass with or without modification(s) the following as an **ORDINARY RESOLUTION:**
RESOLVED THAT Mr Meleveetil Padmanabhan (DIN: 00101997), who retires by rotation and being eligible for reappointment be and is hereby re-appointed as a Director of the Company.
3. To consider and if deemed fit to pass with or without modification(s) the following as an **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 22nd Annual General Meeting until the conclusion of the 23rd 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.

By order of the Board

Place : Chennai

Date : 09.08.2016

V Sriraman

Wholetime Director

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 and the Proxy need not be a member.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Proxy Form, in order to be effective, 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.
3. 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.
4. Members / Proxies are requested to bring their Attendance Slip duly filled 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.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 20th September 2016 to Tuesday, the 27th September 2016 (both days inclusive).**
6. 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.
7. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
8. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar & Share Transfer Agents / Depository Participants.
9. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividend declared for the financial year 2007-08 and remained unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the company had been transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.
10. Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the directors seeking appointment at this AGM is furnished and forms part of this Notice.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
12. Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company has entered into an agreement with Central Depository Services Limited (CDSL) to provide members the facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
13. Electronic copy of the Annual Report / Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Quintegra Solutions Limited

14. Mr A Rengarajan, Practicing company Secretary will be acting as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner. The Scrutiniser shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of atleast two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutiniser's Report of the votes cast to the Chairman of the Company. The results of e-Voting will be placed on the company's website: **www.quintegrasolutions.com** and also communicated to the stock exchanges where the shares of the company are listed.

15. The instructions for e-Voting are as under:

- (i) The voting period begins on Friday, 23rd September 2016 at 9.00 AM IST and ends on Monday, 26th September 2016 at 5.00 PM IST 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) viz. 21st September 2016 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-Voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number printed on the Address Slip shall be entered in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	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.

If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Quintegra Solutions Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non - Individual Shareholders and Custodians
 - a. 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 as Corporates.

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- c. After receiving the login 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.
- d. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- e. 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days upto the date of the Annual General Meeting of the Company.

By order of the Board

Place : Chennai
Date : 09.08.2016

V Sriraman
Wholetime Director

ANNEXURE TO THE NOTICE

A. INFORMATION PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED/ REAPPOINTED

Item No 2: Mr Meleveetil Padmanabhan (DIN: 00101997) - Non-Executive Director - Brief Resume

Academic Background	A Graduate in Commerce and a Member of the Institute of Chartered Accountants of India
Nature of Expertise	Over 43 years experience in Accounts, Auditing and Corporate Consultancy.
Relationships between directors inter-se	Nil
Directorship in other Companies	1) Butterfly Gandhimathi Appliances Ltd. 2. Tamilnadu Rice Millers Private Ltd.
Committee Membership	In the Company: 1) Audit Committee (Member) 2) Nomination and Remuneration Committee (Member) 3) Shareholders / Investors Grievance Committee (Chairman) In other Companies: Butterfly Gandhimathi Appliances Ltd.: Audit Committee-Member; Investor Grievance Committee-Member; Remuneration Committee-Member; Share Transfer Committee-Member
Shareholding of the Director in the Company	Nil

By order of the Board

Place : Chennai
Date : 09.08.2016

V Sriraman
Wholetime Director

Quintegra Solutions Limited

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twenty second Annual Report together with the Audited Financial Statements for the year ended 31st March 2016.

FINANCIAL HIGHLIGHTS

(Rs. In lakhs)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Income	—	118.18
Other Income*	122.46	13.01
Expenditure	90.50	170.69
Interest	0.04	0.08
Depreciation & Exceptional Items	11.89	86.78
Profit/(Loss) before Tax	20.03	(126.35)
Tax Expenses (for earlier years)	40.26	36.33
Profit/Loss after Tax	(20.23)	(162.68)
Balance brought forward from previous year	(18259.92)	(18097.24)
Balance carried over	(18280.15)	(18259.92)

* represents interest income and writing off of creditors.

REVIEW OF OPERATIONS AND OUTLOOK

The company does not have any business at present. All cost cutting methods are implemented and the same will continue. The management is looking for various opportunities for revival.

FIXED DEPOSITS

The Company has not accepted any fixed deposits from public during the year.

TRANSFER TO RESERVES

In view of the losses, transfer to General Reserves is not applicable.

DIVIDEND

In view of the loss incurred the Board does not recommend any dividend for the financial year ended 31st March 2016.

DIRECTORS

Mr Meleveetil Padmanabhan (DIN: 00101997) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election. During the year Mr Shankarraman Vaidyanathan, Chairman resigned from the Board. The Board places on record its grateful appreciation of the valuable services rendered by Mr Shankarraman Vaidyanathan (DIN: 00207553) during his tenure as the Chairman of the Board of Directors.

Brief resume of the Director, nature of expertise and names of Companies in which he holds directorship and membership/ chairmanship in Board / Committees as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure to the Notice convening the Annual General Meeting.

BOARD MEETINGS

The Board met 4 times during the financial year, the details of which are given in the Corporate Governance Report.

29.5.2015; 12.8.2015; 5.11.2015; 3.2.2016

One meeting of Independent Directors was held on 03.02.2016.

STATUTORY AUDITORS

Messrs. Gopikumar Associates (Firm Registration No.000981S), Chartered Accountants, Chennai were appointed as the statutory auditors of the company at the AGM held on 30.9.2014 for a period of 3 years till the conclusion of 23rd Annual General Meeting subject to ratification by the members every year. The Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the rules framed thereunder for the continuation of their term.

The Notes on Financial Statements referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report on the financial statements of the Company for the year under review does not contain any qualification, reservation or adverse remark.

HUMAN RESOURCES

Nothing to report since there are no operations and no employees except the Wholtime Director.

AUDIT COMMITTEE

Audit Committee consists of majority of Independent Directors as its members. During the year, Audit Committee met four times, the details of which are given in the Corporate Governance Report.

OTHER COMMITTEES

The details of Nomination and Remuneration Committee, Shareholders / Investors Grievance Committee (Stakeholders Relationship Committee) and Risk Management Committee are given in the Corporate Governance Report.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from all Independent Directors confirming that they meet the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy in place. Any Remuneration payable to Directors/Senior Management Personnel are based on the approval of Nomination and Remuneration Committee. Presently not applicable as there is no remuneration payable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan (secured or unsecured) and has not given any guarantee or provided any security to any person.

RISK MANAGEMENT

The Company has a Risk Management Policy. However, presently not applicable as there are no business activities.

RELATED PARTY TRANSACTIONS

The Company has formulated a Policy for Related Party Transactions. The details have been disclosed in **Annexure -1** .

FORMAL ANNUAL EVALUATION

In terms of the provisions of the Companies Act, 2013 and the Listing regulations, the Board reviewed and evaluated its own performance and of various Committees. The performance evaluation of the Independent Directors were carried out by the entire Board. The performance evaluation of the Chairman and Non-Independent Directors were carried out by the Independent Directors.

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

The Company has in place a Whistle Blower Policy for Directors / Employees.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal financial control procedure in place. The internal financial controls are verified and certified by an independent Audit Firm.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR Policy is not applicable to the Company.

INTERNAL AUDITORS

M/s Srikanth and Co., Chartered Accountants, Chennai were appointed as the Internal Auditors of the Company to undertake the Internal Audit of the Company for the financial year 2015-16.

SECRETARIAL AUDITOR

Mr B. Prabhakar, Practicing Company Secretary, Chennai was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report is annexed to and forms part of this report (Refer Annexure 2).

COST AUDIT

Cost Audit is not applicable to the Company.

PREVENTION OF SEXUAL HARASSMENT

Not applicable as there are no employees.

MATERIAL CHANGES

There were no material changes and commitments, during the financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Sub Section (3)(c) and Sub Section (5) of Section 134 of the Companies Act, 2013, the Directors to the best of their knowledge and belief confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis.
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Nasscom, Indian IT industry is expected to grow at 12-14% in 2016-17. The Indian IT sector has a chance to grow and expand significantly as the range of products and services requiring enabling of information technology widens. The technology and services industry in India has become a transformational partner for its customers. The risks like Competition, failure/delay to develop and market new products and services, failure/delay to execute corporate

strategy, litigations regulatory compliances, pricing etc are imminent for the IT sectors and also for the company.

The financial statements are prepared in compliance with the requirements of Companies Act, 1956, and Generally Accepted Accounting Principles (GAAP) followed in India which is the accepted accounting standards of the Companies Act. Since there are no operations and no employees except Wholtime Director, HR issues are not applicable. All the issues as are applicable to IT Sector in general are briefed in this section even though they may not be applicable to the company in the present scenario.

CORPORATE GOVERNANCE REPORTS

The report on Corporate Governance as required Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a Compliance Certificate from the Statutory Auditors are annexed to and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

With regard to requirements relating to conservation of energy, technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the Company has nothing specific to report.

FOREIGN EXCHANGE EARNINGS & OUTGO

The details of foreign exchange earnings and outgo are as detailed below:

Rs in lakhs

Particulars	2015-16	2014-15
Expenditure in Foreign Currency	Nil	6.14
Earnings in Foreign Currency	Nil	2.64

PARTICULARS OF EMPLOYEES

There are no employees who are covered under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

The details of remuneration during the year 2015-16 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are attached and forms part of this report (Refer Annexure 3).

EXTRACTS OF ANNUAL RETURN

The extract of the Annual Return in the prescribed form MGT 9 is annexed to and forms part of this report (Refer Annexure 4).

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

Refer Table VII of Annexure 4

ACKNOWLEDGEMENT

The Board records its appreciation for the continued support and co-operation received from all its associates, the shareholders, customers, suppliers, banks and Government Departments and the employees.

For and on behalf of the Board

Place : Chennai
Date : 20.05.2016

Meleveetil Padmanabhan
Chairman

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto during the year 2015-16.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	NA
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts / arrangements / transactions including the value, if any	
e)	Justification for entering into such contracts / arrangements / transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	NA
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts / arrangements / transactions including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

By order of the Board

Place : Chennai
Date : 20.05.2016

Meleveetil Padmanabhan
Chairman