



Quintegra Solutions Limited

24TH
ANNUAL REPORT

2017-18

QUINTEGRA SOLUTIONS LIMITED

CIN: L52599TN1994PLC026867

Registered Office

Wescare Towers, 3rd Floor, 16, Cenotaph Road,
Teynampet, Chennai - 600 018. Tamil Nadu
Tel : (+91 44) 2432 8395
www.quintegrasolutions.com

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Quintegra Solutions Limited

CORPORATE INFORMATION 2017-18

CIN: L52599TN1994PLC026867

BOARD OF DIRECTORS

Mr Meleveetil Padmanabhan - *Non-Executive Chairman*
Mr V Sriraman - *Wholtime Director*
Mr R Kalyanaraman - *Independent Director*
Mr G Venkatarajulu - *Independent Director*
Mrs Kamakshi Shankararaman - *Independent Director*
(Resigned with effect from 29.05.2018)

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. SVSR & Associates
(Formerly M/s. Srikaanth & Co)
Chartered Accountants, Chennai

BANKERS

Axis Bank Ltd
State Bank of India

REGISTRARS & SHARE TRANSFER AGENTS

Integrated Registry Management Services Private Limited
Kences Towers, 2nd Floor, North Usman Road,
T.Nagar, Chennai - 600 017.
Tel: +91 44 28140801
Fax: +91 44 28142479.
Email: yuvraj@integratedindia.in

GRIEVANCE CELL / COMPLIANCE OFFICER

E-mail: investors@quintegrasolutions.com

PROFILE – BOARD OF DIRECTORS

Mr Meleveetil Padmanabhan (DIN 00101997) (*Non-Executive Director*)

A Graduate in Commerce and a Member of the Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant and has over 45 years experience in Accounts, Auditing and Corporate Consultancy. He represents the Board of few other companies.

Mr V Sriraman (DIN 00207480) (*Wholtime Director*)

A Graduate in Commerce and a Post Graduate in Business Administration. He has more than 30 years of wide experience in the fields of sales, marketing, business development and administration.

Mr R Kalyanaraman (DIN 00041770) (*Independent Director*)

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 (DIN 02206405) (*Independent Director*)

A Diploma holder in Civil Engineering with experience in various fields like civil engineering, printing and computer technology. He has about 27 years experience in training and imparting computer skills to students and professionals. He represents the board of few other companies.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twentyfourth Annual General Meeting of the Company will be held on **Thursday, the 30th August 2018 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 2018 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.

By order of the Board

Place : Chennai

Date : 27th July 2018

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 Friday, the 24th August 2018 to Thursday, the 30th August 2018 (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 Registry Management Services Private Limited, Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai 600 017 for consolidation into a single folio.

7. 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.
8. During the year, there was no dividend due to be transferred to Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 124(5) of the Companies Act, 2013.
9. 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.
10. SEBI has mandated submission of Permanent Account Number (PAN) and also Bank Account details by all security holders. Members are therefore requested to submit the PAN to their Depository participant with whom they maintain their demat accounts and / or to Company's RTA. A copy of the PAN card and original cancelled cheque leaf / attested bank pass book showing the name of the account holder and bank account details are required to be submitted to the RTA.
11. SEBI has vide amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated that with effect from December 5, 2018 transfer of securities should be carried out in dematerialized form only. So Members are requested to dematerialise their shares held in physical form immediately. Members may seek the help of RTA for this purpose.
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 24th 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.
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

Quintegra Solutions Limited

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 shareholders voting electronically are as under:

- (i) The e-Voting period begins on **Monday, 27th August 2018 at 9.00 AM IST and ends on Wednesday, 29th August 2018 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. **23rd August 2018** 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 / Members.
- (iv) Now Enter your User
 - 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)	<p>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.</p> <p>If both 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).</p>

- (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 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 : 27th July 2018

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 45 years experience in Accounts, Auditing and Corporate Consultancy.
Relationships between directors inter-se	Nil
Directorship in other Companies	1) Butterfly Gandhimathi Appliances 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 : 27th July 2018

V Sriraman
Wholetime Director

Quintegra Solutions Limited

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twentyfourth Annual Report together with the Audited Financial Statements for the year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

(₹ In lakhs)

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Income	–	–
Other Income	23.54	0.08
Expenditure	13.63	32.38
Interest	–	2.85
Depreciation & Exceptional Items	–	(779.04) ^
Profit / (Loss) before Tax	9.91	743.89
Tax Expenses	37.24	–
Profit / (Loss) after Tax	(27.33)	743.89
Balance brought forward from previous year	(17536.26)	(18280.15)
Balance carried over	(17563.59)	(17536.26)

^ Includes gain on transfer of fixed assets

REVIEW OF OPERATIONS AND OUTLOOK

The Company still does not have any business. Status quo as last year continues. Management is exploring various opportunities for revival of the Company. Cost cutting measures on all fronts are being continued.

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 2018.

DIRECTORS

Mr Meleveetil Padmanabhan (DIN: 00101997) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election.

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.

During the year under review Mrs. Kamakshi Shankararaman stepped down from the Board. The Board placed on record its grateful appreciation of the valuable services rendered by Mrs. Kamakshi Shankararaman during her tenure of office as a Director.

BOARD MEETINGS

The Board met 5 times during the financial year, the details of which are given in the Corporate Governance Report.

30.5.2017, 5.6.2017, 10.8.2017, 9.11.2017, 9.2.2018.

One meeting of Independent Directors was held on 9.2.2018.

STATUTORY AUDITORS

M/s. SVSR & Associates (erstwhile M/s. Srikanth and Co.) (Firm Registration No.014139S) Chartered Accountants, Chennai were

appointed as the Statutory Auditors of the Company at the AGM held on 26.9.2017 for a period of five years from the conclusion of the 23rd AGM till the conclusion of the 28th AGM subject to ratification by the members at every AGM. However, the Companies (Amendment) Act, 2017 has dispensed with the requirements of annual ratification of the Statutory Auditors' appointment. Accordingly the appointment of Statutory Auditors will not be placed for the ratification of the members at the ensuing AGM. 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 Wholetime Director.

AUDIT COMMITTEE

Audit Committee consists of majority of Independent Directors as its members. During the year, Audit Committee met five 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 this is 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. The Company has also constituted a Risk Management Committee even though it was not mandatory. However, this is not applicable at present as there are no business activities.

RELATED PARTY TRANSACTIONS

The Company has formulated a Policy for Related Party Transactions. However, during the year no contracts / arrangements were entered into by the company with related parties (Refer 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 AUDIT

Internal Audit for the financial year ended 31st March 2018 was conducted by an independent firm viz. M/s NVSRS Associates, Chartered Accountants to evaluate effectiveness and adequacy of internal controls.

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 2017-18. 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 woman 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 2018, 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

Reporting on various aspects of MDA will not be appropriate now as the Company is yet to take off after being hit severely due to global economic crisis. All out efforts to revive/restructure the business are being explored. However for the benefit of members, current situation relating to IT industry in general are briefed in this section even though they may not be applicable to the company in the present scenario. As per Nasscom, IT Industry added over USD 13 Bn ; Exports registered 7.8%, domestic revenues 10%, Digital revenues 30% and e-Commerce 17% growth during 2017-18. Start-up sector matured with greater focus on B2B(Business to Business). Some of the headwinds reported by Nasscom were

Uncertainty pertaining to exact implications of US Tax reforms; Delayed growth in US BFSI despite improving macro-economic indicators and Global Stock market volatility and associated impact adding uncertainties. The Outlook for 2019 are - addition of USD 14 16 billion in revenue, continuation of adopting domestic technology with double digit growth, hiring similar to FY2018 with faster growth in related sectors and continued focus on reskilling and academic partnerships.

The financial statements are prepared in compliance with the requirements of Companies Act, 2013 and applicable accounting standards. Nothing to report in HR issues since there are no operations and no employees.

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:

₹ in lakhs

Particulars	2017-18	2016-17
Expenditure in Foreign Currency	Nil	Nil
Earnings in Foreign Currency	Nil	Nil

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 2017-18 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

Nil

ACKNOWLEDGEMENT

The Board records its appreciation for the continued support and cooperation received from all its associates, the shareholders, customers, suppliers, banks and Government Departments and all concerned.

For and on behalf of the Board

Place : Chennai
Date : 27th July 2018

Meleveettill Padmanabhan
Chairman

Quintegra Solutions Limited

ANNEXURE - 1

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 2017-18.

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 : 27th July 2018

Meleveettill Padmanabhan
Chairman

ANNEXURE - 2

FORM NO MR-3

SECRETARIAL AUDIT REPORT

(For the period 1st April 2017 to 31st March 2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
QUINTEGRA SOLUTIONS LIMITED
3rd Floor, Wescare Towers
No.16, Cenotaph Road ,Teynampet,
Chennai - 600 018. Tamil Nadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by QUINTEGRA SOLUTIONS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **QUINTEGRA SOLUTIONS LIMITED ("The Company")** for the period ended on 31st March 2018 according to the provisions of: