



Quintegra Solutions Limited

**26TH
ANNUAL REPORT
2019-20**

QUINTEGRA SOLUTIONS LIMITED

CIN: L52599TN1994PLC026867

CORPORATE INFORMATION 2019-20

BOARD OF DIRECTORS

Mr Meleveetil Padmanabhan	- <i>Non-Executive Chairman</i>
Mr V Sriraman	- <i>Wholetime Director</i>
Mr R Kalyanaraman	- <i>Independent Director</i>
Mr G Venkatarajulu	- <i>Independent Director</i>
Mrs Sangeetha Pichamuthu	- <i>Independent Director</i>

COMPANY SECRETARY

Mr S Ramasamy (wef 26.9.2019)

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
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

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QUINTEGRA SOLUTIONS LIMITED

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



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twentysixth Annual General Meeting of the Members of the Company will be held on **Wednesday, the 30th September 2020 at 10.00 AM** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) 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 year ended 31st March 2020 and the Reports of the Directors and Independent 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 has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS

3. To consider and if deemed fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, Mr V Sriraman holding DIN 00207480 be and is hereby reappointed as the Whole Time Director of the Company for a term of 3 years from 18th May 2020 till 17th May 2023 on the following terms and conditions :
 - i) Remuneration : Nil
 - ii) Mr V Sriraman will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.

By order of the Board

Place : Chennai
Date : 26th August 2020

V Sriraman
Wholtime Director

NOTES:

1. In view of the prevailing lockdown situation across the country due to outbreak of COVID-19 pandemic and resultant travel restrictions as well as continuing Government guidelines to maintain social distancing, the Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated 5th May 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, has permitted companies to hold their Annual General Meetings (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Considering the health and safety of all stakeholders including the shareholders, the 26th AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable circulars issued in this regard. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

2. 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. However, as this AGM is being held through VC / OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.
3. Corporate Members intending to send their authorized 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. The Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 3 of the Notice to be transacted at the AGM is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 24th September 2020 to Wednesday, the 30th September 2020 (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 April 1, 2019 transfer of securities should be carried out in dematerialized form only. Members who have not dematerialised their shares so far are requested to dematerialize their shares held in physical form immediately. Members may seek the help of RTA for this purpose.
12. As per Section 124(6) of the Companies Act, 2013 and extant Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to the IEPF Authority. The Company in the process of transferring the shares to IEPF Authority after complying with mandatory requirements like issuing the requisite notice to the shareholders concerned intimating them of the impending transfer of shares and uploading the details of the above on its website for the information of Members. Members are entitled to claim the shares from the IEPF Authority by making an application online along

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with the requisite documents in Form IEPF-5 available on the website <http://www.iepf.gov.in/IEPF/corporates.html>. Shareholders are requested to contact the Company's RTA or the Company in this regard.

13. In view of the prevailing COVID-19 pandemic situation, MCA vide its Circular dated 5th May 2020 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the DPs as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. The Notice and the instructions for attending the AGM and exercising the voting are being sent in electronic form to all the Members whose e-mail addresses are registered with the Company/their DPs for communication purposes.

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

14. Those shareholders whose email addresses are not registered with the depositories may follow the following process for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders - please provide necessary details like Folio No, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.quintegrasolutions.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and

www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

16. 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 forthcoming 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).
17. M/s Arub & Associates, Practicing Company Secretaries, Chennai 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 at least 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.
18. The instructions for attending the AGM through VC/OAVM, instructions for remote e-Voting before AGM and instructions for e-Voting during AGM are given at the end of the Notice and forms part of Notice.
19. 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 : 26th August 2020

V Sriraman
Wholetime Director

THE INSTRUCTIONS FOR ATTENDING AGM THROUGH VC AND REMOTE E-VOTING ARE AS UNDER:

A. GENERAL

1. The forthcoming AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000

members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

B. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://>

www.evotingindia.com under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

2. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. The Company will not be responsible for any disruption in the proceedings caused due to technical issues relating to inadequate bandwidth or internet at the end of the shareholder.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@quintegrasolutions.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investors@quintegrasolutions.com. These queries will be replied to by the company suitably by email.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. THE INSTRUCTIONS FOR REMOTE E-VOTING:

- (i) The voting period begins on Saturday, 26th September 2020 and ends on Tuesday, 29th September 2020. 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) of 23rd September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/ EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant to **Quintegra Solutions Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

D. INSTRUCTIONS FOR E-VOTING DURING THE AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 5. Note for Non-Individual Shareholders and Custodians
 - (i) 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 in the "Corporates" module.
 - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - (iii) After receiving the login details 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.
 - (iv) 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.
 - (v) 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.
- (vi) Alternatively Non-Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: **investors@quintegrasolutions.com**, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- (vii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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** or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (viii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the businesses mentioned under item no. 3 of the accompanying Notice:

Item No 3:

Mr V Sriraman's term as a Wholetime Director of the Company expired on 17th May 2020 and the Board, based on the recommendation of the Remuneration Committee, renewed his appointment for a further term of 3 years with effect from 18th May 2020 till 17th May 2023 on the terms and conditions set out under Item No 3 of the Notice. The reappointment of Mr V Sriraman as a Wholetime Director and the terms of remuneration payable to him require the approval of the members. Accordingly, the Board

commends the Resolution as set out under Item No. 3 of the notice for the approval of the members.

Memorandum of Interest

Mr V Sriraman and his relatives are interested in the resolution relating to his appointment as Wholetime Director. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the resolution.

By order of the Board

Place : Chennai
Date : 26th August 2020

V Sriraman
Wholetime Director

Profile of Directors and Disclosure Under Regulation 36(3) Of Securities And Exchange Board Of India (LODR) Regulations, 2015

Item No in Notice	2	3	–	–	–
DIN	00101997	00207480	00041770	02206405	08209924
Name	Mr Meleveetil Padmanabhan	Mr V Sriraman	Mr R Kalyanaraman	Mr G Venkatarajulu	Mrs Sangeetha Pichamuthu
Designation	Non Executive Director	Wholetime Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Academic Background	A Graduate in Commerce and a Member of the Institute of Chartered Accountants of India	A graduate in Commerce and a Post Graduate in Business Administration	A Graduate in Electrical and Electronics Engineering from Madras University.	Diploma in Civil Engineering	A Bachelors Degree from the university of Karnataka with Diploma in Medical Laboratory technology.
Nature of Expertise	Over 47 years experience in Accounts, Auditing and Corporate Consultancy	More than 32 years of wide experience in the fields of sales, marketing, business development and administration	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. Presently he is managing a company in developing projects and providing technical and financial consultancy	Has experience in various field like civil engineering, printing and computer technology; Vast experience in training and imparting computer skills to students and professionals.	Experience in Computer Software with organizational and professional skills with knowledge in medical technology.
Relationships between directors inter-se	Nil	Nil	Nil	Nil	Nil
Directorship in other Companies	Butterfly Gandhimathi Appliances Ltd.	Nil	1) Forsee Financial & Consultancy Services Pvt Ltd. 2) Wellwin Industry Ltd. 3) Pentamedia Graphics Ltd.	1. Sharmi Farms Private Ltd	Nil
Committee Membership	In the Company: 1) Audit Committee - Member 2) Nomination and Remuneration Committee - Member 3) Shareholders / Investors Grievance Committee (Stakeholders Relationship Committee) - Chairman In other Companies: Butterfly Gandhimathi Appliances Ltd.: Audit Committee-Member; Investor Grievance Committee-Member; Remuneration Committee-Member; Share Transfer Committee-Member	In the Company: Shareholders / Investors Grievance Committee (Stakeholders Relationship Committee) - Member In other Companies: Nil	In the Company 1) Audit Committee - Chairman 2) Nomination and Remuneration Committee - Chairman 3) Shareholders and Investors Grievance Committee (Stakeholders Relationship Committee) - Member In other Companies: Nil	In the Company 1) Audit Committee - Member 2) Nomination and remuneration Committee -Member In other Companies: Nil	In the Company 1) Audit Committee - Member (w.e.f.14/08/20)
Shares held in the Company	Nil	52000	Nil	Nil	Nil

Quintegra Solutions Limited

DIRECTORS REPORT

Your Directors have pleasure in presenting the Twentysixth Annual Report together with the Audited Financial Statements for the year ended 31st March 2020.

FINANCIAL HIGHLIGHTS

(₹ In lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Income	—	—
Other Income	—	—
Expenditure	(18.50)	9.05
Interest	—	0.62
Depreciation & Exceptional Items	—	—
Profit / (Loss) before tax	18.50	(9.67)
Tax Expenses	—	0.25
Profit / (Loss) after tax	18.50	(9.92)
Balance brought forward from previous year	(17,573.51)	(17,563.59)
Balance carried over	(17,555.01)	(17,573.51)

REVIEW OF OPERATIONS AND OUTLOOK

The Company does not have any business. Attempts to revive the Company still continue. All cost cutting measures are being implemented.

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 2020.

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 the Board reappointed Mr V Sriraman (DIN: 00207480) as the Wholtime Director for a further term of three years with effect from 18th May 2020.

Brief resume of the Directors, nature of expertise and names of Companies in which they hold 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 5 times during the financial year, the details of which are given in the Corporate Governance Report.

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 employees except Wholtime Director and Company Secretary.

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, and Shareholders / Investors Grievance Committee (Stakeholders Relationship 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 / Key Managerial Personnel are based on the approval of Nomination and Remuneration Committee.

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, as per SEBI regulations, Risk Management Committee is not mandatory to the Company.

RELATED PARTY TRANSACTIONS

During the year no contract / arrangement were entered into by the Company with related parties.

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 2020 was conducted by an independent firm viz. M/s DURV and Associates LLP, 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 2019-20. The Secretarial Audit Report is annexed to and forms part of this report (Refer Annexure 1).

COST AUDIT

Cost Audit is not applicable to the Company.

PREVENTION OF SEXUAL HARASSMENT

Not applicable as there are no women 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 2020, 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

Reporting on various aspects of MDA will not be appropriate at present as the Company has still not come out of financial and operational crunch. All possible efforts to revive / restructure the business are being explored. However for the benefit of members current situation relating to IT industry in general as reported by Nasscom are briefed in this section even though they may not be applicable to the company in the present Scenario.

According to Nasscom's CEO survey for fiscal 2020-21, 53 per cent of the top Indian IT executives foresee a strong world economy in 2020 as 72 per cent of the CEOs expect their global clients to demonstrate better growth in the year ahead. In the developed markets growth in technology spending is expected. The three growth drivers for technology spending are; enabling digital at the core of enterprise, augmenting customer experience and digital operations, powered technologies such as cloud, data, AI, machine learning and cyber security. Adopting to capitalise on digitalisation in 2020 include reskilling and building the right talent pool, identifying key products and platforms and forging partnerships and co-innovations but lack of digital capabilities and skills are outlined to be a key hiring risk. Other risks include macroeconomic factor, global economic uncertainties and cyber security. Nasscom termed the 2009-19 decade as an unparalleled techade. Giving a hint of how things would be for the IT sector in 2030, the Nasscom CEO survey showcased the five mega trends such as data-led economy riding on 175 zettabytes, disrupted future of work, environmental sustainability stress, Asian economic eminence and mass urbanisation and hyper personalisation.

COVID-19

The outbreak of the COVID-19 pandemic which developed into a global crisis in the last quarter of the FY 2019-20 forced countries globally to impose lock downs on all activities leaving impact on the economy at large. During the pandemic spread in India, the priority was on safety and health of all its employees and other stakeholders, but the impact of the pandemic on the Company was not significant as the Company has neither business nor revenue. The company has no employees except two mandatory KMPS viz. CFO and Company Secretary who worked from home. The Company continued to carry on with the statutory compliances work through practicing professionals. However, repetitive lock downs in the State and the resultant restrictions on logistics caused some delay/difficulties in collecting, collating and dissemination of information.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as required Regulation 34 (3) read with Schedule V 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	2019-20	2018-19
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 2019-20 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 2).

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

Nil

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 3).

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 : 26th August 2020

Meleveettill Padmanabhan
Chairman

Quintegra Solutions Limited

FORM NO MR-3

ANNEXURE - 1

SECRETARIAL AUDIT REPORT

(For the period 1st April 2019 to 31st March 2020)

UDIN :A015312B000598378

[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 2020, 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 2020 according to the provisions of:

- i. The Companies Act, 2013 and the Rules made thereunder and Companies Act, 1956 to the extent applicable
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

I report that during the year under review the Company has complied with the provisions of the following Acts/Regulations to the extent applicable including the provisions with regard to disclosure and maintenance of records required under them:

- I. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- II. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- IV. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- V. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- VI. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- VII. The Securities and Exchange Board of India (Buyback of Securities) Regulations,
- VIII. The Depositories Act) ;1996 and the Regulations and Bye-laws framed thereunder and by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- IX. The Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

I further certify that the provisions of the various Central/State Acts, listed herein below have been complied with to the extent the said Acts are applicable to the Company during the Financial Year 2019-20.

Sl.No.	Central / State	Legislations - Acts	Status
		Personnel	
1	Central	Employees' Provident Fund and Miscellaneous provisions Act, 1952	Complied
2	Central	Maternity Benefit Act, 1961	Complied
3	Central	Payment of Bonus Act, 1965	Complied
4	Central	Payment of Gratuity Act, 1972	Complied
5	State	The Tamil Nadu Shops and Establishments Act, 1947 - applicable to Corporate Office, Chennai	Complied
		Industry Specific Laws	NA
6	Central	Income Tax Act, 1961	Complied
		Indirect Tax	NIL