



# Quintegra Solutions Limited

28TH  
ANNUAL REPORT  
**2021-22**

# QUINTEGRA SOLUTIONS LIMITED

CIN: L52599TN1994PLC026867

## CORPORATE INFORMATION 2021-22

### 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>
Mr K S M Rao	- <i>Independent Director</i>

### COMPANY SECRETARY

Mr S Ramasamy

### REGISTERED OFFICE

Wescare Towers, 3<sup>rd</sup> Floor,  
16, Cenotaph Road, Teynampet  
Chennai 600 018, India.  
Tel: + 91 44 2432 8395  
E-mail: [investors@quintegrasolutions.com](mailto: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, 2<sup>nd</sup> Floor, North Usman Road,  
T.Nagar, Chennai - 600 017.  
Tel: +91 44 28140801  
Fax: +91 44 28142479.  
Email: [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in)

### GRIEVANCE CELL / COMPLIANCE OFFICER

E-mail: [investors@quintegrasolutions.com](mailto:investors@quintegrasolutions.com)

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**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twentyeighth Annual General Meeting of the Members of the Company will be held on Wednesday, the 27<sup>th</sup> July 2022 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 31<sup>st</sup> March 2022 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.

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 Messrs SVSR & Associates, Chartered Accountants, Chennai (Firm Registration No 014139S) be and is hereby reappointed as the Statutory Auditors of the Company to hold office for a further period of five years from the conclusion of the 28<sup>th</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Directors be and are hereby authorized severally to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution

**SPECIAL BUSINESS**

4. To consider and if deemed fit to pass with or without modification(s) the following as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and also pursuant to applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder consent of the members be and is hereby accorded to Mr K S M Rao (DIN: 02096588), Director of the Company to continue to hold office of the Independent Director of the Company till his current tenure of appointment which ends on 30<sup>th</sup> July 2026 notwithstanding that he would be over 75 years of age with effect from 1.8.2022.

By order of the Board

Place : Chennai

Date : 28<sup>th</sup> June, 2022

**V Sriraman**

Wholetime Director

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") have permitted holding of AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), vide its various circulars viz. No14/2020 dated April 8, 2020, No17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No 02/2021 dated January, 13, 2021, No.19/2021 dated

08<sup>th</sup> December, 2021, No 21/2021 dated December 14, 2021, No 2/2022 dated May 05, 2022. Accordingly, the 28<sup>th</sup> Annual General Meeting of the Company will be held through VC/OAVM, without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue of the Meeting. 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 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 21<sup>st</sup> July 2022 to Wednesday, the 27<sup>th</sup> July 2022** (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, 2<sup>nd</sup> 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.

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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 has duly transferred the shares to IEPF Authority after complying with required mandatory requirements. Members are entitled to claim the shares from the IEPF Authority by making an application online along 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. MCA vide its Circular dated 5<sup>th</sup> May 2020 has exempted companies from sending Annual Reports in physical mode. Further SEBI had vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and provided relaxation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from sending physical copies of the Annual Report to shareholders who have not registered their email address. 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 who specifically request 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 Aadhaar 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the meeting) i.e. [www.evotingindia.com](http://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 Rengarajan and Associates (formerly 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 and they have consented to act as a scrutiniser. 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 forty eight hours 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](http://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. The Registers maintained under Section 170 and 189 of the Companies Act, 2013 are available for inspection by members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to [investors@quintegrasolutions.com](mailto:investors@quintegrasolutions.com).

By order of the Board

Place : Chennai  
Date : 28<sup>th</sup> June, 2022

**V Sriraman**  
Wholtime Director

## 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. THE INSTRUCTIONS FOR E-VOTING:

1. The voting period begins on **Saturday, 23<sup>rd</sup> July 2022 at 9.00 AM** and ends on **Tuesday, 26<sup>th</sup> July 2022 at 5.00 PM**. 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 **20<sup>th</sup> July 2022** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at</p>



# Quintegra Solutions Limited

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS " Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-Voting website **[www.evotingindia.com](http://www.evotingindia.com)**.
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to **[www.evotingindia.com](http://www.evotingindia.com)** and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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>* 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.</p>
Dividend Bank Details <b>OR</b> 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.</p>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN relevant to Quintegra Solutions Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.

13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - v. It is mandatory that 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.

#### C. INSTRUCTIONS FOR E-VOTING DURING MEETING:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

#### D. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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), AADHAAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email ID.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 toll free no. 1800 22 55 33.

# Quintegra Solutions Limited

## ANNEXURE TO THE NOTICE

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

### Item No 3:

Present term of M/s SVSR & Associates Chartered Accountants, Chennai, (Firm Registration No. 014139S) and the statutory auditors of the Company, expires at the conclusion of the ensuing Annual General Meeting. Hence, the Board of Directors, based on the recommendation of the Audit Committee considered the reappointment of M/s SVSR & Associates as the Statutory Auditors of the Company for a further period of five years from the conclusion of the 28<sup>th</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM.

M/s SVSR & Associates, being eligible for appointment have furnished their consent to act as the Statutory Auditors of the Company in terms of Section 139 and a certificate to the effect that the appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out under item No 3 of the Notice for the approval of the members.

#### Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

### Item No 4:

At the AGM held on 30<sup>th</sup> July 2021, Mr K S M Rao (DIN: 02096588) was appointed as an Independent Director of the Company for a period of 5 consecutive years from the close of business hours of the said AGM. His current term in the office of Independent Director continues upto 30<sup>th</sup> July 2026.

However, Regulation 17(1A) of SEBI(LODR) Regulations, 2015 stipulates that:

*'No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.'*

Mr K S M Rao was born on 1.8.1947 and would cross the age of 75 years on 1.8.2022. However he possess required expertise as a non executive Independent Director and has diverse experience in banking and financial sectors for many years. His opinions and suggestions in the past proved to be beneficial to the company. Hence, the Board is of the opinion that his continued contribution would be of great use to the Company. Accordingly the Special Resolution as set out under item No 4 of the Notice is placed before the members for approving Mr K S M Rao to continue as an Independent Director of the Company for his remaining term of office not withstanding that he would be over 75 years of age wef 1.8.2022.

#### Memorandum of Interest

Except Mr KSM Rao, none of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed resolution.

By order of the Board

Place : Chennai

Date : 28<sup>th</sup> June 2022

**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	-	-	-	-	4
DIN	00101997	00207480	00041770	02206405	08209924	02096588
Name	Mr Meleveetil Padmanabhan	Mr V Sriraman	Mr R Kalyanaraman	Mr G Venkatarajulu	Mrs Sangeetha Pichamuthu	Mr K S M Rao
Designation	Non Executive Director	Wholetime Director	Non-Executive Independent 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.	A Graduate in Commerce and also qualified in LL.B., CAIIB, AIB(London).
Nature of Expertise	Over 49 years experience in Accounts, Auditing and Corporate Consultancy	More than 34 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.	Worked for more than 36 years with nationalized banks in various capacities and retired as a Chief Financial Officer (CFO).of Union Bank of India. Has overall exposure in Audit, Foreign Exchange, Social Banking, Credit and Administration. Was responsible to ensure compliances for all Govt of India and RBI policies.. As Field General Manager heading Tamilnadu, Andhra Pradesh, Karnataka, Kerala and Puduchery, achieved highest growth on credits and deposits.
Relationships between directors inter-se	Nil	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.	1. Sharmi Farms Private Ltd	Nil	1) Ravi Kumar Distilleries Ltd. 2) Pace Venture Pvt. Ltd 3) Lokaa Developers Pvt. Ltd
Committee Membership	<b>In the Company:</b> 1) Audit Committee - Member 2) Nomination and Remuneration Committee- Member 3) Shareholders / Investors Grievance Committee (Stakeholders Relationship Committee) - Chairman  <b>In other Companies:</b> Butterfly Gandhimathi Appliances Ltd.: 1) Audit Committee-Member 2) Investor Grievance Committee - Member 3) Nomination and Remuneration Committee-Member; 4) Share Transfer Committee-Member	<b>In the Company:</b> Shareholders / Investors Grievance Committee (Stake- olders Relationship Committee) - Member  <b>In other Companies:</b> Nil	<b>In the Company</b> 1) Audit Committee - Chairman 2) Nomination and Remuneration Committee - Chairman 3) Shareholders and Investors Grievance Committee (Stakeholders Relationship Committee) - Member  <b>In other Companies:</b> Nil	<b>In the Company</b> 1) Audit Committee - Member 2) Nomination and remuneration Committee - Member  <b>In other Companies:</b> Nil	<b>In the Company</b> 1) Audit Committee - Member  <b>In other Companies:</b> Nil	<b>In the Company</b> Nil  <b>In other Companies:</b> Ravikumar Distilleries Ltd. 1) Audit Committee - Member 2) Stakeholders Relationship Committee - Chairman 3) Nomination and Remuneration Committee - Member 4) Risk Management Committee - Chairman
Shares held in the Company	Nil	52000	Nil	Nil	Nil	Nil

# Quintegra Solutions Limited

## DIRECTORS REPORT

Your Directors have pleasure in presenting the Twentyeighth Annual Report together with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2022.

## FINANCIAL HIGHLIGHTS

(₹ In lakhs)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Income	—	—
Other Income	—	—
Expenditure	5.94	0.37
Interest	—	—
Depreciation & Exceptional Items	—	—
Profit / (Loss) before Tax	(5.94)	(0.37)
Tax Expenses (for earlier years)	—	—
Profit / Loss after Tax	(5.94)	(0.37)
Balance brought forward from previous year	(17781.83)	(17781.46)
Balance carried over	(17787.77)	(17781.83)

## REVIEW OF OPERATIONS AND OUTLOOK

The Company still does not have any business. All cost cutting measures are implemented more effectively. Attempts to revive the Company continue. There was no Change in the nature of the business of the Company done during the year.

## 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 31<sup>st</sup> March 2022.

## DIRECTORS

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

Mr K S M Rao (DIN: 02096588), Independent Director of the company will cross the age of 75 years with effect from 1.8.2022. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time approval of the members by means of a special resolution is being sought for him to continue to hold office of the Independent Director of the Company for the remaining period of his term till 30<sup>th</sup> July 2026 notwithstanding that he would be over 75 years of age with effect from 1.8.2022.

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

## STATUTORY AUDITORS

M/s. SVSR & Associates (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 23<sup>rd</sup> AGM till the conclusion of the 28<sup>th</sup> AGM. As the tenure of Auditors ends with the conclusion of the forthcoming AGM, the Board considered it necessary to reappointment them for a further term of five years from the conclusion of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> 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 Wholetime Director and Company Secretary.

## 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, 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 pursuant to Section 188 of the Companies Act, 2013.

## 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 Director 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 2022 was conducted by an independent firm viz. M/s Durv and Associates LLP, Chartered Accountants to evaluate effectiveness and adequacy of internal controls.