

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF QUINTEGRA SOLUTIONS LIMITED HELD AT 10.00 AM ON FRIDAY, THE 30TH SEPTEMBER 2011 AT RUSSIAN CULTURAL CENTRE, 74, KASTURI RANGA ROAD, TEYNAMPET, CHENNAI 600018

Present:

Mr Shankarraman Vaidyanathan	>	Chairman & MD and Shareholder
Mr V Sriraman	>	Director & Shareholder
Mr Meleveetil Padmanabhan	>	Director
Mr R Kalyanaraman	>	Director
Mr G Venkatarajulu	>	Director

128 Members were present in person and 2 by proxy

Mr Shankarraman Vaidyanathan, Chairman & Managing Director occupied the Chair.

Chairman welcomed the members to the 17th Annual General Meeting of the Company and the requisite quorum being present, he called the meeting to order.

The Chairman introduced the Directors present to the members.

The Chairman informed that 3 Proxies had been received for 1,08,300 Equity shares and then signed the Proxy Register.

With the permission of the members, the Notice convening the Seventeenth Annual General Meeting of the Company was taken as read.

Mr V Sankar, Company Secretary, read the Auditors' Report.

1. The Chairman then informed that the first item of the business was to receive, consider and adopt the Audited Accounts together with the Directors' Report and the Auditors' Report for the period ended 31st March 2011. He then proposed the following as an **Ordinary Resolution**:

RESOLVED THAT the Directors' Report, the Audited Profit and Loss Account for the financial year ended 31st March 2011 and the Balance Sheet as at that date and the Auditors' Report thereon as published and circulated to the members and now submitted to this meeting be and are hereby received, considered and adopted. After answering the queries raised by the members,

Mrs Hemamalini V seconded the resolution.

The resolution was put to vote and was carried unanimously.

2. Mr Ashok Kumar proposed the following resolution as an **Ordinary Resolution**

RESOLVED THAT Mr Meleveetil Padmanabhan who retires by rotation be and is hereby re-appointed as a Director of the Company.

Mr Siju Abraham seconded the resolution

The resolution was put to vote and was carried unanimously.



3. Mr Radhakrishna Lingam proposed the following resolution as an **Ordinary Resolution**

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

Mr Krishnajeel seconded the resolution

The resolution was put to vote and was carried unanimously.

4. Mr V Rajasekaran proposed the following as a **Special Resolution**

RESOLVED THAT subject to the provisions of Sections 269,198,309,310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, Mr V Sriraman be and is hereby re-appointed as a Wholtime Director of the Company for a period of 3 years with effect from 18th May 2011.

Description	Rs per month
Salary	40,000/-
Allowances and perquisites	60,000/-
Total	1,00,000/-

i. Allowances/Perquisites

Allowances payable to Mr V Sriraman shall include Special Allowance and/or any other allowances and perquisites shall include furnished/unfurnished accommodation or house rent allowance in lieu thereof, Leave Travel Assistance (for self and family including dependents), personal accident insurance, reimbursement of medical expenses incurred (for self and family), club fees, provision of car, telephone at residence and any other perquisites, benefits, amenities as may be applicable, as per the rules of the Company upto the amounts specified above.

ii. Retirement Benefits

Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961, Gratuity payable and encashment of leave as per the rules of the Company shall not be included in the computation of limits for remuneration or perquisites aforesaid.

iii. General

- Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employee. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per Income Tax Act, 1961 and the rules made thereunder.
- Mr V Sriraman will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr V Sriraman will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr V Sriraman shall not except with the approval of the Central Government exceed the limits prescribed under the Companies Act, 1956 and rules made thereunder or any statutory modification or re-enactment thereof.



(3)

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.

Mr R Gurumoorthy seconded the resolution

The resolution was put to vote and was carried unanimously.

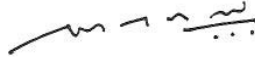
There being no other business to transact, the Chairman declared the meeting as closed.

The meeting then terminated with a vote of thanks to the Chair.

Sd/
CHAIRMAN

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For QUINTEGRA SOLUTIONS LIMITED



DIRECTOR

