



**B.PRABHAKAR, B.A., B.Com., FCMA., ACS.,**

Practicing Company Secretary

**FORM NO MR-3**  
**Secretarial Audit Report**  
(For the period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023)

[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, Tamil Nadu, 600018

**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 31<sup>st</sup> March 2023, 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 31<sup>st</sup> March 2023 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. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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- III. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- IV. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- V. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- VI. 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;
- VII. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- VIII. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- IX. 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.
- X. The Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- XI. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

**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 2022-23.

| S# | Central / State | Legislations - Acts   | Status   |
|----|-----------------|---|----------|
|    |                 | <b>Personnel</b>  |          |
| 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 | Complied |
|    |                 | <b>Industry Specific Laws</b>                                     | NA       |
| 6  | Central         | Income Tax Act, 1961  | Complied |
|    |                 | Indirect Tax  | NIL      |

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**I have also examined** the following other laws out of the indicative list of sector wise laws applicable to Computer Programming, Consultancy and Related Services Sector viz:

- o The Information Technology Act, 2000
- o The Export and Import Policy of India
- o Policy relating to Software Technology Parks of India and its regulations

As the Company did not have any business, in the opinion of the management no compliance needs to be adhered to under these sector wise laws during the year under review. Hence the same was not specifically reported.

**I have also examined** compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Uniform Listing Agreement entered into with BSE Limited and National Stock Exchange of India Limited pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**and report that** during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Agreements etc., mentioned above except for payment of Listing Fees to both Bombay and National Stock Exchanges for a period of over ten years.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company has obtained all necessary approvals under the various provisions of the Act; and

There was no prosecution initiated and no fines or penalties were imposed during the year under review under SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

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The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

**I further report that** based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Chennai

Date : 25/05/2023

UDIN: A015312E000375727

*B-Prabhakar*

B PRABHAKAR

Practicing Company Secretary

CP No. 7870

PEER REVIEW NO: 1554/2021

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Practicing Company Secretary

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members  
QUINTEGRA SOLUTIONS LIMITED  
3rd Floor, Wescare Towers  
No.16, Cenotaph Road, Teynampet,  
Chennai, Tamil Nadu, 600018

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of QUINTEGRA SOLUTIONS LIMITED having CIN L52599TN1994PLC026867 and having registered office at 3rd Floor, Wescare Towers, No.16, Cenotaph Road, Teynampet, Chennai, Tamil Nadu, 600018 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.No. | Name of the Director              | DIN      | Date of Appointment |
|-------|-----------------------------------|----------|---------------------|
| 1     | Mr Meleveettil Padmanabhan        | 00101997 | 07-12-2005          |
| 2     | Mr Kalyanaraman Rajagopal         | 00041770 | 02-02-2006          |
| 3     | Mr Venkatarajulu Govindarajulu    | 02206405 | 30-03-2009          |
| 4     | Mrs Sangeetha Pichamuthu          | 08209924 | 30-08-2018          |
| 5     | Mr Vaidhyanathan Sriraman         | 00207480 | 30-08-2003          |
| 6     | Mr Kunjuri Murty Rao Satynarayana | 02096588 | 10-02-2021          |

*B Prabhakar*

B PRABHAKAR  
Practicing Company Secretary  
CP No. 7870

Place : Chennai

Date : 25/05/2023

UDIN: A015312E000375903

PEER REVIEW No: 1554/2021