

11th Oct 2010

National Stock Exchange of India Ltd.

'Exchange Plaza'
Bandra- Kurla Complex
Bandra (E)
Mumbai 400 051

FAX: 26598237/38

Bombay Stock Exchange Ltd.

Floor 25, P J Towers,
Dalal Street,
Mumbai 400 001

FAX: 022-22722037/39/41/61

Madras Stock Exchange Ltd.

Second Line Beach
Chennai 600 001

FAX: 25244897

Dear Sirs:

Pursuant to Clause 31(d) of the Listing Agreement, we enclose herewith a copy of the proceedings of the Annual General Meeting of our Company held on 30.09.2010

Kindly acknowledge receipt.

Thanking you,

Yours truly,
for **QUINTEGRA SOLUTIONS LIMITED**


V. SRIRAMAN
DIRECTOR
Encl: as above

SEBI-SE/SE Letters



MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
QUINTEGRA SOLUTIONS LIMITED HELD AT 10.00 AM ON THURSDAY, THE 30TH
SEPTEMBER 2010 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

148 Members were present in person and 3 by proxy

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

Chairman welcomed the members to the 16th 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 59950 Equity shares and then signed the Proxy Register.

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

Mr V Sriraman, Director, 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 2010. 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 2010 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,

Mr R Gurumoorthy seconded the resolution.

The resolution was put to vote and was carried unanimously.

2. Mr A Krishnajeel proposed the following resolution as an **Ordinary Resolution**

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

Mrs Ramya Rajasekaran seconded the resolution

The resolution was put to vote and was carried unanimously.

3. Mr A Viswanathan 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 RM Murugappan seconded the resolution

The resolution was put to vote and was carried unanimously.

4. Mr Krishnajeel proposed the following as a **Special Resolution**

RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or modifications thereof) and subject to necessary statutory approvals, including approvals from the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges and subject to consents, permissions and/or sanctions of any other appropriate authorities (including financial institutions) as may be necessary and further subject to such conditions as may be prescribed by any of them in granting any such approval, consent or sanction, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise one or more powers conferred by this resolution) to issue, offer and allot Equity Shares/Preference shares/Convertible notes/ Securities with or without detachable warrants/Fully Convertible Debentures (FCDs) / Partly Convertible Debentures (PCDs) or any other Securities convertible into Equity shares whether optionally or otherwise/ Euro Convertible Bonds (ECB's) / Foreign Currency Convertible Bonds (FCCB's) / Global Depository Receipts (GDR's) / American Depository Receipts (ADR's) / Secured Premium Notes (SPN), (hereinafter referred to as "Securities") for an aggregate amount not exceeding USD 25 million or equivalent in Indian and / or in any other currency(ies) (inclusive of such premium, as may be fixed on such securities) or upto such limit as may be permitted by the Ministry of Finance or such other authorities whichever is higher, directly to Indian or Foreign Investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise and whether or not such investors are members, promoters, directors or their associates of the Company) through public issue(s), rights issue(s), Private placement(s), Preferential allotment for cash or stock swap or acquisition of business / companies or a combination thereof at such time or times in one or more tranches, at such price or prices whether at market price(s) or at a discount or at a premium to market price(s) and in such manner and on such terms and conditions as the Board in its absolute discretion think fit at the time of such issue/allotment considering the prevailing market conditions and other relevant factors that are necessary and also to get the Company shares listed on any Indian and/or Overseas Stock Exchange(s) such as Singapore, Luxembourg, London, Nasdaq, New York and/or any of the other Overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in such issues subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of granting their approval and agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of securities mentioned hereinabove may have all or any term or combination of terms in accordance with market practice including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt services payment whatsoever and all such terms as are provided in offering of this nature including terms for issue of additional equity shares or variation of the conversion price of the securities during the duration of the securities.

RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangement/agreement with any Lead Managers / Underwriters / Guarantors / Depositors / Custodians and all such agents as may be involved or concerned in such offering of securities and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Board be and is hereby authorised, subject to approval of the Reserve Bank of India and the concerned authorities, if necessary, to secure the entire or any part of the issue by creation of the mortgage/charge on the company's immovable and movable properties, present and future, such charge to rank either pari passu with or second, subsequent, subservient and subordinate to all the mortgages/ charges created/to be created by the Company for all existing and future borrowings and facilities whatsoever.

RESOLVED FURTHER THAT the company and/or any agency or body authorised by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the Capital markets.

RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/ or at the place of issue of the Securities in international markets and shall be governed by English or American law, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph(s) above as may be necessary in accordance with the terms of the offering and all such shares to rank pari passu with the existing equity shares of the Company in all respects, excepting such right as to dividend and voting as may be provided under the terms of the issue and in the Offer Document.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue of allotment of equity shares or securities representing the same, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in regard to the offering, issue, allotment and utilisation of the issue proceeds, as it may in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or executives of the Company as deemed fit to give effect to the resolution.

Mr A Viswanathan 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

CERTIFIED TRUE COPY

For QUINTEGRA SOLUTIONS LIMITED



DIRECTOR