



QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

Regd. Office: Autocars Compound, Adalat Road, Aurangabad – 431005 (Maharashtra)

Phone No. 91-240-2320750-51, E-mail: secretarial@infotelconnect.com, Website: www.connectzone.in

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Quadrant Televentures Limited (the "Company") will be held on Wednesday, 29th March, 2017 at 2:30 P.M. at the Registered Office of the Company at Autocars Compound, Adalat Road, Aurangabad - 431005, (Maharashtra) to transact the following business as a Special Business: -

To consider and approve the Issue of Unsecured Zero Coupon Compulsorily Convertible Debentures (convertible into preference shares) in terms of the provisions of Section 55, 62(3) and 71 of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 55, 62(3), 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements, and other applicable provisions, if any, of the Securities and Exchange Board of India, the applicable rules, notifications, guidelines, policies, procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, Corporate Debt Restructuring Empowered Group (CDR-EG), RBI, the Government of India etc.) and all such other approvals (including approvals of the existing lenders of the Company, if any) and agreed to by the Board of Directors (hereinafter referred to as the "Board"), (which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in compliance to Master Restructuring Agreement ("MRA") entered between the Company and CDR Lenders on September 4, 2005 and Scheme of Settlement/ Change of Management approved under CDR Package ("CDR Package") by and between the Company and the Lenders of the Company ("CDR Lenders") which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") in its meeting held on July 27, 2009, and communicated to the CDR Lenders by the Corporate Debt Restructuring Cell ("CDR Cell") vide its Letter of Approval dated August 13, 2009 ("CDR LOA") (including any modifications to the terms thereof) as approved by the CDR Lenders and the Company and amendments, if any, consent of the members be and is hereby accorded to the Board to offer, issue and allot 1,20,00,000 (One Crores Twenty Lacs) Unsecured Zero Coupon Compulsorily Convertible Debentures (hereinafter referred to as "Zero Coupon CCD's") of face value of Rs. 1,000/- (Rupees One Thousand Only) each in one or more tranches for an amount not exceeding Rs. 1,200,00,00,000/- (Rupees Twelve Hundred Crores Only) to M/s Videocon Telecommunications Limited (hereinafter referred to as "VTL") by way of conversion of Advances made by VTL from time to time into the Company in compliance to the terms of CDR Package and Agreement, by way of preferential issue on the following terms and conditions and in such manner as may be determined by the Board in its absolute discretion:-

- the said Zero Coupon CCDs shall be "interest free" during the currency of CDR loans of the Company.
- the said Zero Coupon CCDs shall be unsecured and each Zero Coupon CCDs shall be compulsorily convertible into 12,00,00,000 (Twelve Crores) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares (hereinafter referred as "2% NCRPS") of face value of Rs.100/- (Rupees One Hundred Only) each, at par, at a price of Rs.100/- (Rupees One Hundred Only) each, aggregating to Rs.1200,00,00,000 (Twelve Hundred Crores only) and redeemable at par.
- since the entire obligations under CDR is to be settled/cleared by the year 2024 as per the CDR letter dated August 13, 2009, accordingly, the conversion of Zero Coupon CCDs into 2% NCRPS shall not happen before the Settlement Date (hereinafter referred as "Settlement Date") i.e. April 1, 2025 as mutually agreed between the parties.

RESOLVED FURTHER THAT 12,00,00,000 (Twelve Crore) 2% NCRPS of face value of Rs. 100/- (Rupees One Hundred Only) each, shall be issued at par, at a price of Rs. 100/- (Rupees One Hundred Only) each, aggregating to Rs. 1,200,00,00,000/- (Rupees Twelve Hundred Crore Only) upon conversion of Zero Coupon CCDs and redeemable at par on the following terms and conditions;

- **Dividend:** The said Preference Shares shall carry a right to dividend of 2% per annum.
- **Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares:** The said Preference Shares shall carry a preferential right vis-à-vis Equity Shares with respect to payment of dividend or repayment of capital in case of winding up.
- **Participation in surplus fund:** The said Preference Shares shall be non-participating in the surplus funds.
- **Participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid:** The said Preference Shares shall be non-participating in surplus assets and profits on winding up which may remain after the entire capital has been repaid.
- **The payment of dividend on cumulative or non-cumulative basis:** The said Preference Shares shall be paid dividend on non-cumulative basis.
- **The conversion of preference shares into equity shares:** The Preference Shares will be non convertible.
- **The Voting rights:** The preference Shares shall carry voting rights only in respect of matters as per the provisions of Section 47(2) of the Companies Act 2013.
- **The Redemption of Preference Shares:** The said Preference Shares shall be redeemed in 5 (five) yearly equal installments payable on 31st March of each year, at par, as mutually agreed between parties and as approved by the Board and, subject to necessary approvals as may be required.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem fit and proper and shall allot and issue the requisite number of fully paid-up 2% NCRPS upon conversion of Zero Coupon CCDs in the Company to VTL.

RESOLVED FURTHER THAT the Zero Coupon CCDs and 2% NCRPS to be issued and allotted upon conversion of Zero Coupon CCDs shall be in dematerialised form and subject to the Memorandum and Articles of Association and shall rank pari-passu with the existing preference shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules regulations or guidelines and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board of Directors of
QUADRANT TELEVENTURES LIMITED

Place: Mumbai
Dated: March 01, 2017

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The Company had submitted a proposal for settlement/change of management of the Company under the CDR mechanism to the CDR empowered group and it was approved by the CDR empowered group in its meeting dated July 27, 2009, as intimated to the Company by the CDR cell vide its letter dated August 13, 2009 ("August 2009 Letter"). The August 2009 Letter, *inter alia*, provided for induction of a strategic investor / new promoter of the Company with change of management from existing promoters to Videocon and transfer of Company's shares by the existing promoters of the Company to Videocon at zero value/nominal value.

Pursuant to the terms of CDR package for induction of a strategic investor/ change of management, as sanctioned by the CDR Cell in terms of the CDR Package approved vide letter No. BY.CDR (JCP) No.563/2009-10 dated August 13, 2009, Videocon through its group company namely M/s Quadrant Enterprises Private Limited, has acquired the entire equity stake of Himachal Futuristic Communications Limited ('HFCL') comprising of 32,67,05,000 (Thirty Two Crores Sixty Seven Lac and Five Thousand) equity shares of the Company ('Shares') amounting to 53.3605% (approximately fifty three percent) of the issued, subscribed and paid up equity share capital of the Company, from the erstwhile Promoters, Himachal Futuristic Communications Limited (HFCL). The aforesaid transfer of the said equity shares was effected w.e.f. April 3, 2010.

As per the terms of Settlement Co-operation Agreement dated September 12, 2009 ("Settlement Co-operation Agreement") entered into between the Company, Videocon and Lenders, the Videocon is under obligation to make necessary arrangement of funds (including fresh equity), as may be required for smooth operations of the Company to meet the capital expenditure (as per cash flows) and any shortfall in cash flows during currency of CDR loans.

Clause 6 of the Settlement Co-operation Agreement dated 12th September, 2009 and Clause C(6) of the Annexure-I to the 13th August 2009 Letter is reproduced below:

"Videocon shall make necessary arrangement of funds including fresh equity, as may be required for smooth operations of Infotel, to meet any shortfall in cash flows during the currency of the loans availed by Infotel from the Lenders. Internal generations of funds by Infotel shall be utilized on priority towards meeting CDR debt obligations."*

*Infotel stands for "Quadrant Televentures Limited" (QTL) / "the Company"

In furtherance of obligations under the CDR package, Settlement and Co-operation Agreement and mutual understanding through formalised Agreement entered into by and between the Company, Videocon Industries Limited (VIL) and Videocon Telecommunications Limited (VTL), the VTL has, from time to time, granted/infused advances into the Company for the following purposes:-

- i) Fund the entry fee for using GSM Technology under the existing Unified Access Services Licensee (UASL) in Punjab Service Area;
- ii) Meeting shortfall in cash flows during the currency of CDR loans;
- iii) Supporting the QTL's business operations from time to time

As on 18th February, 2017, this cumulative advances outstanding is Rs.1,200,00,00,000/-(Rupees Twelve Hundred Crores Only).The Board of the Directors of the Company at its meeting held on 1st March, 2017, subject to the approval of Shareholders (including approvals of the existing Lenders of the Company, if any), approved the proposal to issue 1,20,00,000 (One Crores Twenty Lacs) Unsecured Zero Coupon Compulsorily Convertible Debentures (hereinafter referred to as "Zero Coupon CCD's") of face value of Rs. 1,000/- (Rupees One Thousand Only) each in one or more tranches for an amount not exceeding Rs. 1,200,00,00,000/- (Rupees Twelve Hundred Crores Only) to M/s Videocon Telecommunications Limited (VTL) against conversion of outstanding advances made by VTL into the Company on the following terms and conditions: -

- i) the said Zero Coupon CCDs shall be "interest free" during the currency of CDR loans of the Company.
- ii) the said Zero Coupon CCDs shall be unsecured and each Zero Coupon CCDs shall be compulsorily convertible into 12,00,00,000 (Twelve Crores) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares (hereinafter referred as "2% NCRPS") of face value of Rs.100/- (Rupees One Hundred Only) each, at par, at a price of Rs.100/- (Rupees One Hundred Only) each, aggregating to Rs.1200,00,00,000 (Twelve Hundred Crores only) and redeemable at par.
- iii) since the entire obligations under CDR is to be settled/cleared by the year 2024 as per the CDR letter dated August 13, 2009, accordingly, the conversion of Zero Coupon CCDs into 2% NCRPS shall not happen before the Settlement Date (hereinafter referred as "Settlement Date") i.e. April 1, 2025 as mutually agreed between the parties.

A statement of disclosure as required under Rule 9 (3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of 2% NCRPS upon conversion of Zero Coupon CCDs, are as under: -

| | | |
|----|---|--|
| 1. | The size of the issue and number of preference shares to be issued and nominal value of each share; | 12,00,00,000 (Twelve Crores) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of nominal value of Rs. 100/- (Rupees One Hundred Only), aggregating to Rs. 1,200,00,00,000 (Rupees Twelve Hundred Crore Only) upon conversion of Zero Coupon CCDs. |
| 2. | The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible | 2% Non-Cumulative, Non-participating, Non-Convertible, Redeemable Preference Shares |
| 3. | The objectives of the issue; | Settlement of debts/ obligations |
| 4. | The manner of issue of shares; | 2% NCRPS will be issued and allotted on preferential basis in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder. |
| 5. | The price at which such shares are proposed to be issued; | 2% NCRPS will be issued at par i.e. Rs. 100/- each |
| 6. | The basis on which the price has been arrived at; | 2% NCRPS will be issued at par i.e. Rs. 100/- each |
| 7. | The terms of issue, including terms and rate of dividend on each share, etc.; | 2% NCRPS shall be issued only upon conversion of Zero Coupon CCDs, after settlement of entire obligations under CDR which is to be settled/cleared by the year 2024 or after April 1, 2025 ("settlement date"), whichever is later, for a period of 5 years and shall carry dividend of 2% per annum on paid up value of NCRPS on non-cumulative basis, if declared. |

| | | | | |
|-----|---|---|---|---------------------|
| 8. | The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion; | 2% NCRPS shall be redeemed in 5 (five) yearly equal installments payable on 31st March of each year, at par, as mutually agreed between parties and as approved by the Board and, subject to necessary approvals as may be required in accordance with the provisions of Section 55 of the Act, out of profits available or out of proceeds of a fresh issue of shares made for the purpose of redemption or combination of both. Terms of conversion is not applicable, since 2% NCRPS are non-convertible. | | |
| 9. | The manner and modes of redemption; | 2% NCRPS shall be redeemed in 5 (five) yearly equal installments payable on 31st March of each year, at par in conformity with the relevant provisions of law and the Articles and Association of the Company as per the terms and conditions of the redemption of such shares out of profit and/or out of fresh issue of capital or combination of both. | | |
| 10. | The current shareholding pattern of Equity Share Capital of the company; (As on 31 st December, 2016) | Category | No. of Shares held of Rs.1/- each | % of holding |
| | | PROMOTERS HOLDINGS | 3,267,057,49 | 53.36 |
| | | PUBLIC HOLDING | | |
| | | Institution | | |
| | | -Banks /Financial Institution | 17,94,34,183 | 29.31 |
| | | Non Institution | | |
| | | -Individual | 2,69,91,511 | 4.41 |
| | | -Body Corporate | 7,67,82,208 | 12.54 |
| | | -NRI/OCB | 3,22,324 | 0.05 |
| | | -Any Other | 20,24,293 | 0.33 |
| | TOTAL | 61,22,60,268 | 100.00 | |
| 11. | The expected dilution in equity share capital upon conversion of preference shares. | Nil, since the 2% NCRPS are non-convertible | | |
| 12. | The current Shareholding Pattern of Preference Share Capital of the Company as on the date of this notice i.e. 01/03/2017 | Category/ Name of Preference share holders | Number of Preference Shares held of Rs. 100/- each | % of holding |
| | | Banks/Financial Institutions | | |
| | | IDBI Bank Limited | 1,05,69,187 | 47.01 |
| | | Life Insurance Corporation of India | 19,81,165 | 8.81 |
| | | Oriental Bank of Commerce | 19,81,254 | 8.81 |
| | | Kotak Mahindra Bank (erstwhile ING Vysya Bank Limited) | 7,92,519 | 3.52 |
| | | State Bank of Patiala | 6,60,418 | 2.94 |
| | | Body Corporate | | |
| | | Shree Dhoot Trading & Agencies Ltd. | 65,00,000 | 28.91 |
| | | | TOTAL | 2,24,84,543 |

The Company shall increase its Authorised Preference Share Capital suitably in consideration of the proposed conversion of Zero Coupon CCDs into 2% NCRPS.

In accordance with the provisions of Companies Act, 2013 read with rules made thereunder, the approval of Shareholders through Special Resolution is being sought for to create, issue and allot, on preferential basis, 1,20,00,000 (One Crores Twenty Lacs) "Zero Coupon CCDs" of face value of Rs. 1,000/- (Rupees One Thousand Only) each in one or more tranches for an amount not exceeding Rs. 1,200,00,00,000/- (Rupees Twelve Hundred Crores Only) to M/s Videcon Telecommunications Limited against conversion of the outstanding advances, convertible into 12,00,00,000 (Twelve Crores) 2% NCRPS of Rs.100/-(Rupees One Hundred only) each, at par, at a price of Rs.100/- (Rupees One Hundred only) each and redeemable at par.

The relevant necessary documents shall be available for inspection to the Members during the course of voting at the Registered Office and Corporate Office of the Company during the office hours.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested financially or otherwise, in this resolution.

By Order of the Board of Directors of
QUADRANT TELEVENTURES LIMITED

Place: Mumbai
Dated: March 01, 2017

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

NOTES: -

- IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN BE A PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE**

CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.

2. In terms of the provisions of Section 102 of the Companies Act, 2013, the Statement setting out material facts in respect of Special Business to be transacted at the meeting is annexed and forms part of the Notice.
3. Copies of Notice of the Extra-Ordinary General Meeting is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their email addresses, physical copies of the EGM Notice are being sent by the permitted mode, to those members who hold shares in physical form and whose names appear in the Company's Register of Members on Friday, 24th February, 2017 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on Friday, 24th February, 2017 as per the particulars of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Upon request, printed copy of EGM Notice will be supplied to those share holders to whom EGM Notice has been sent through Electronic Mode.
4. Corporate Members intending to send authorized representative(s) to attend the Extra Ordinary General Meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. For convenience of the Members and proper conduct of meeting, entry to the place of meeting will be regulated by attendance slip, which is annexed to the EGM Notice, Members are requested to sign at the place provided on the attendance Slip, and hand it over at the entrance of the venue.
6. Members who hold shares in dematerialized form are requested to write their Client ID and Depository Participant ID and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip and bring their attendance slip, as enclosed, alongwith their copy of EGM Notice to the Meeting.
7. Members holding shares in dematerialized form are requested to notify immediately any change of address to their Depository Participants (DPs) and those who hold shares in physical form are requested to write to the Company's Registrar & Share Transfer Agents, M/s. Cameo Corporate Services Ltd., "Subramaniam Building" No. 1, Club House Road, Anna Salai, Chennai - 600 002.
8. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Extra Ordinary General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.
9. The remote e-voting facility shall be opened from Sunday, 26th March, 2017 at 9.00 a.m. to Tuesday, 28th March, 2017 till 5.00 p.m., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Tuesday, 28th March, 2017. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.

The notice of the meeting is also being placed on the website of the Company viz. www.connectzone.in and on the website of CDSL viz. www.cdslindia.com.
10. The Company has fixed Wednesday, 22nd March, 2017, as the cutoff date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Extra Ordinary General Meeting.
11. Mr. Mangesh Kamble, Practicing Company Secretary (C.P. No. 9621) failing whom Mr. S.K. Dak, Practicing Company Secretary (C.P. No. 7687) has been appointed as the Scrutinizer for conducting the voting by ballot at the Meeting and remote e-voting process in fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.connectzone.in and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
13. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, 22nd March, 2017, may obtain the User ID and Password by sending an email request to secretarial@infotelconnect.com. Members may also call on +91 172 5090000 or send a request to Mr. Amit Verma, Company Secretary, by writing to him at Quadrant Televentures Limited at B-71, Industrial Area, Phase VII, Mohali – 160055.
14. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Wednesday, 22nd March, 2017, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or at the Meeting by Ballot.
15. In case of joint holders attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
16. Non-resident Indian Members are requested to inform M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company, immediately whenever there is a change in their residential status on return to India for permanent settlement together with the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin code number, if not furnished earlier.
17. All documents/ relevant extracts thereof referred to in the accompanying notice and statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company and Corporate Office of the Company on all working days between 12.00 Noon to 3.00 p.m. upto the date of the Extra Ordinary General Meeting.

18. Members who hold the shares in physical form under the multiple folio's, in identical names or joint accounts in the same order or names, are requested to send the share certificates to Registrar and Share Transfer Agent of the Company namely M/s. Cameo Corporate Services Ltd., "Subramaniam Building", No.1, Club House Road, Anna Salai, Chennai - 600 002, for consolidation into a single folio.
19. GREEN INITIATIVE:
Members who have not registered their e-mail address so far are requested to register their E-mail address for receiving all communication including EGM Notices, and Circulars etc. from the Company electronically.
Shareholders are requested to send any investor complaints at the Email ID for the Investor Grievance / Redressal division at secretarial@infotelconnect.com.
20. The equity shares of the Company are tradable compulsorily in electronic form and your Company has established connectivity with both the Depositories i.e., NSDL and CDSL. Taking into consideration the enormous advantages offered by the Depository Systems, Members are requested to avail the facility of dematerialization of the Company's shares on either of the Depositories, as aforesaid.
The EGM notice of the Company will be made available on the Company's website at www.connectzone.in and also on the website of BSE Limited at www.bseindia.com.
21. Members are requested to kindly bring their copy of the EGM Notice to the Meeting.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted is as under:

- (i) The voting period begins on Sunday, 26th March, 2017 at 9.00 a.m. to Tuesday, 28th March, 2017 till 5.00 p.m., both days inclusive. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date of Wednesday, 22nd March, 2017, 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".
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 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 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number, given below this Notice or on Attendance Slip, in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DIVIDEND BANK DETAILS OR DATE OF BIRTH | 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. If both the details are not recorded with the depository or Company please enter member ID/folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 Quadrant Televentures 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

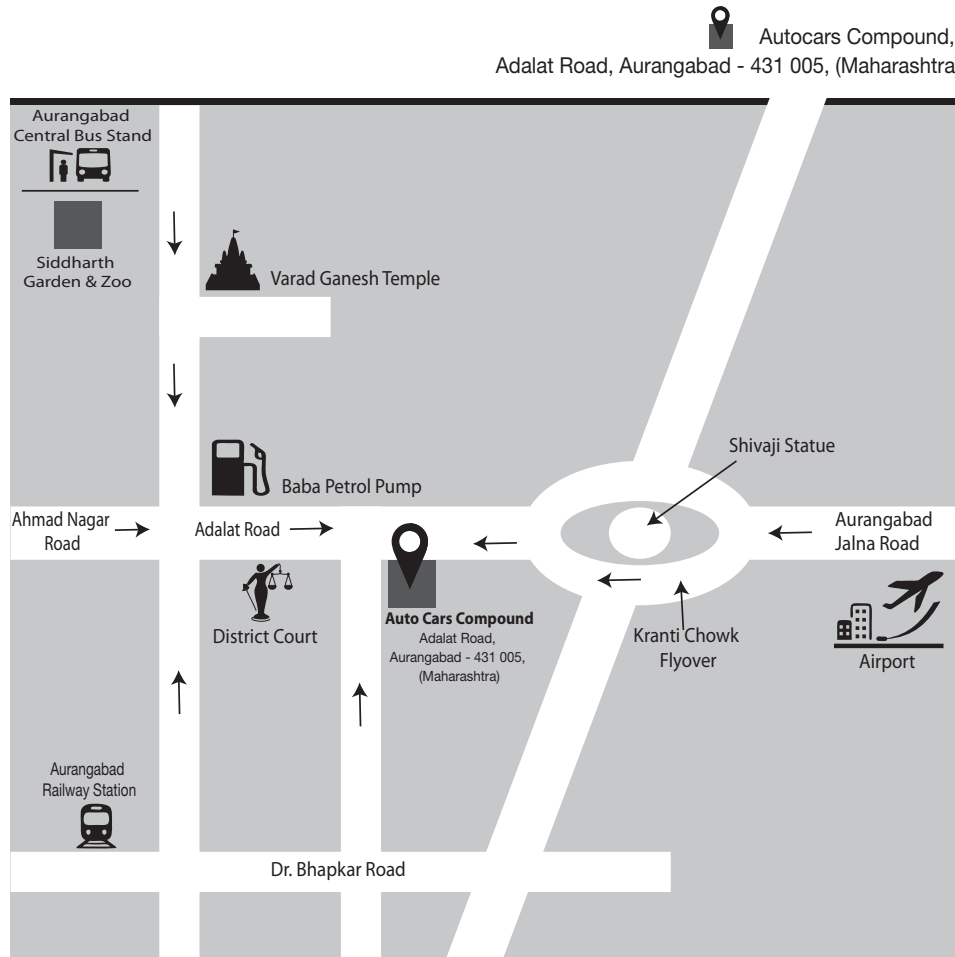
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, 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. In case the shareholders have any grievances connected with the voting by electronic means, the Shareholders may also call on +91 172 5090000 or send a request to Mr. Amit Verma, Company Secretary, by writing to him at Quadrant Televentures Limited at B-71, Industrial Area, Phase-VII, Mohali 160055 or send an email to secretarial@infotelconnect.com.

By Order of the Board of Directors of
QUADRANT TELEVENTURES LIMITED

Place: Mumbai
Dated: March 01, 2017

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

Route Map to the venue of EGM



PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

Regd. Office: Autocars Compound, Adalat Road, Aurangabad – 431005 (Maharashtra)
Phone No. 91-240-2320750-51, **E-mail:** secretarial@infotelconnect.com, **Website:** www.connectzone.in

Extra Ordinary General Meeting – Wednesday, 29th March, 2017

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered address | |
| Email ID | |
| Folio No. / Client ID | |
| DP ID | |

I/We, being the Member(s) of shares of the above named company, hereby appoint

Name: Email ID:
Address :
..... Signature:

Or failing him/her

Name: Email ID:
Address :
..... Signature:

Or failing him/her

Name: Email ID:
Address :
..... Signature:

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, 29th March, 2017 at 2.30 P.M. at the Registered Office of the Company at Autocars Compound, Adalat Road, Aurangabad – 431 005, Maharashtra and at any adjournments thereof in respect of such resolution as is indicated below: -

| Resolution no. | Special Resolution |
|----------------|---|
| 1 | Issuance of 1,20,00,000 (One Crore Twenty Lakh) Unsecured Zero Coupon Compulsory Convertible Debentures of face value of Rs. 1,000/- (Rupees One Thousand Only) each convertible into 12,00,00,000 (Twelve Crore) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of face value of Rs. 100/- (Rupees One Hundred Only) each, in one or more tranches for an amount not exceeding Rs. 1,200,00,00,000/- (Rupees Twelve Hundred Crore Only) pursuant to conversion of Advances made from time to time, in compliance with CDR Package, to M/s Videocon Telecommunications Limited, subject to necessary approvals. |

Signed this..... day of 2017

.....
Signature of the Shareholder

| |
|------------------------------------|
| Affix Revenue Stamp Re. 1 |
|------------------------------------|

.....
Signature of the Proxy Holder

- Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
 2. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

ATTENDANCE SLIP
QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

Regd. Office: Autocars Compound, Adalat Road, Aurangabad – 431005 (Maharashtra)
Phone No. 91-240-2320750-51, **E-mail:** secretarial@infotelconnect.com, **Website:** www.connectzone.in

Extra Ordinary General Meeting – Wednesday, 29th March, 2017

| | |
|--|--|
| Name and Registered Address of the Sole / First Named Member | |
| Regd. Folio No. / DP ID No. / Client ID No | |
| No. of shares held | |

I certify that I am a registered shareholder /proxy for the registered Shareholder of the Company.

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on Wednesday, 29th March, 2017 at 2.30 P.M. at the Registered Office of the Company at Autocars Compound, Adalat Road, Aurangabad – 431005 Maharashtra.

Member's/proxy's Name in Block Letters

Member's/Proxy signature

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL

| | |
|------------------------|--|
| SEQUENCE NUMBER | |
|------------------------|--|