

NOTICE

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting of Quadrant Televentures Limited (the "Company") will be held on Friday, 1st September, 2017 at 2:30 P.M. at the Registered Office of the Company at Autocars Compound, Adalat Road, Aurangabad - 431 005, (Maharashtra) to transact the following businesses: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended on March 31, 2017 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Mitu Mehrotra Goel (DIN 05188846), who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment.
3. To ratify appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) as Statutory Auditors of the Company who holds office from the conclusion of 67th Annual General Meeting until the conclusion of the 72nd Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS: -

4. To consider and approve the related party transactions in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification thereof) and all the applicable provisions of the Companies Act, 2013 read with Rules made there under and as recommended and approved by the Audit Committee at its meeting held on June 29, 2017 and subject to such other approvals, sanctions, permissions as may be required, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into transaction(s) with M/s Quadrant Enterprises Private Limited, Promoter Group entity and Associate Company and related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the rules made there under and Accounting Standard - 18 (AS-18) issued by the Institute of Chartered Accountants of India, by way of loan/advance in one or more tranches during the period from 15th September, 2017 to 14th September, 2018 for an amount not exceeding Rs. 250 Crore (Rupees Two Hundred fifty Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions of Related Party Transactions with M/s Quadrant Enterprises Private Limited and to do all such acts, deeds and things as may be necessary,

usual or expedient for giving effect to this Resolution and also to agree to any amendments thereto from time to time as it may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

5. To consider and approve the appointment and regularisation of Mr. Arvind Ramnath Somani as Director / Independent Director (Non-Executive) of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Arvind Ramnath Somani (DIN - 02695136), who was appointed by the Board of Directors as an Additional Director (Independent Non-executive) of the Company with effect from March 29, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act") in respect of whom the Company has received a notice in writing from a Shareholder of the Company under Section 160 of the Act proposing candidature of Mr. Arvind Ramnath Somani for the office of Director of the Company, be and is hereby appointed a Director (Independent Non-Executive) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Arvind Ramnath Somani (DIN - 02695136), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director (Independent Non-Executive) of the Company not liable to retire by rotation, to hold office for a period of five consecutive years from 29th March, 2017 to 28th March 2022.

6. To consider and ratify the remuneration to be paid to M/s Sanjay Gupta and Associates, Cost Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sanjay Gupta and Associates, Firm Registration No. 000212, Cost Accountant in Whole-Time practice appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the Audit of the Cost Records of the Company for the financial year commencing on 1st April, 2017 at a remuneration of Rs.70,000/- (Rupees Seventy Thousands Only) excluding Service Tax, traveling and other out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

7. 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 8,60,000 (Eight Lacs Sixty Thousand) 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.86,00,00,000/- (Rupees Eighty Six 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:-

- 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 86,00,000 (Eighty Six Lacs) 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.86,00,00,000/- (Rupees Eighty Six Crores) 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.

RESOLVED FURTHER THAT 86,00,000 (Eighty Six Lacs) 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. 86,00,00,000/- (Rupees Eighty Six Crore Only) and redeemable at par upon conversion of Zero Coupon CCDs 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 physical or dematerialised form and subject to the provision of Memorandum and Articles of Association and shall rank pari-passu with the existing preference shares of the Company in all respects;

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of anyone Director and Company Secretary or any other person as may be authorised by the Board in accordance with the Article of Association of the Company.

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

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

Place: Gurgaon

Dated: June 29, 2017

NOTES: -

1. **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 ANNUAL 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 all Special Businesses to be transacted at the meeting is annexed and forms part of the Notice.
3. Copies of Notice of 70th Annual General Meeting together with Annual Report are 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 Annual Report 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, 23rd June, 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, 23rd June, 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 Annual Report will be supplied to those share holders to whom Annual Report has been sent through Electronic Mode.
4. Corporate Members intending to send authorized representative(s) to attend the Annual 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. Details as per the Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is appended to the Notice.
6. 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 Annual Report, Members are requested to sign at the place provided on the attendance Slip, and hand it over at the entrance of the venue.
7. 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 Annual Report to the Meeting.
8. 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., "Subramanian Building" No. 1, Club House Road, Anna Salai, Chennai - 600 002.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 25th August, 2017 to Friday, 1st September, 2017 (both days inclusive) for the purpose of the Meeting.
10. 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 Annual 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.
11. The remote e-voting facility shall be opened from Tuesday, 29th August, 2017 at 9.00 a.m. to Thursday, 31st August, 2017 till 5.00 p.m., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m. Thursday, 31st August, 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.

12. The Company has fixed Friday, 25th August, 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 Annual General Meeting.
13. Mrs. Gayathri R. Girish, Practicing Company Secretary (C.P. No. 9255) 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.
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.
14. 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. Friday, 25th August, 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.
15. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Friday, 25th August, 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.
16. 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.
17. 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.
18. The relevant documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days between 12.00 Noon to 3.00 p.m. up to the date of the Annual General Meeting.

19. Members desiring any information relating to the Financial Statements/ Director's Report are requested to send their queries to the Company Secretary - 7 days before the date of the meeting so as to enable the Management to reply at the Meeting.
20. 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., "Subramanian Building", No.1, Club House Road, Anna Salai, Chennai - 600 002, for consolidation into a single folio.
21. 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 Annual Report, 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.
22. 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 Annual Report 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.
23. Members are requested to kindly bring their copy of the Annual Report 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 Tuesday, 29th August, 2017 at 9.00 a.m. to Thursday, 31st August, 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 Friday, 25th August, 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,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 in Postal Ballot Form, in the PAN field. The sequence number shall be the same for voting through remote e-voting for the Postal Ballot Resolution and resolutions to be passed at the AGM 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	<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 member ID/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

(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 Postal Ballot / AGM including 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

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

Place: Gurgaon
Dated: June 29, 2017

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

Item No. 4

Your Company provides various Telecommunication services including Data and Internet Connectivity across wire-line technology, Fixed Line services and Managed Services. The Company provides broadband services through its fiber optic cable laid across Punjab and the Company has also entered into co-location agreements with other operators in order to expand its network.

For smooth operations of the Company, to meet the capital expenditure proposed to be incurred and to meet any shortfall in cash flows and to ensure adequate availability of working capital and additional fund requirement, the Company need to raise funds. Further, the Corporate Debt Restructuring Cell (CDR Cell) had vide its letter no.CDR(JCP)563/2009-10 dated August 13, 2009 approved a Corporate Debt Restructuring Package (CDR Package) for the Company, in order to write off the losses and also to enable the Company to service its debts. In terms of the CDR Package the promoter shall make necessary arrangements of funds as may be required for smooth operations of the Company.

Accordingly, it is proposed to raise funds from M/s. Quadrant Enterprises Private Limited ("QEPL"), the Promoter Group Entity and Associate Company of the Company and Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the Rules made there under and Accounting Standard - 18 (AS-18) issued by the Institute of Chartered Accountants of India, by way of loans/advances in one or more tranches during the period from 15th September, 2017 to 14th September, 2018 for an amount not exceeding Rs. 250 Crore (Rupees Two Hundred fifty Crore Only).

The Audit Committee of the Company in its meeting held on 29th June, 2017 considered and given its omnibus approval in line with the policy on Related Party Transactions of the Company for availing financial assistance by way of loans/advances from QEPL up to an amount not exceeding Rs. 250 Crore during the period from 15th September, 2017 to 14th September, 2018.

In terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In view of the above, approval of the Shareholders by way of Ordinary Resolution is being sought in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Additional information regarding Related Party Transaction: -

- i. **Name of the Related Party** :- M/s Quadrant Enterprises Private Limited, Promoter Group entity and Associate Company and related party of the company within the meaning of Section 2(76) of the Companies Act, 2013, and the Rules made there under and Accounting Standard - 18 (AS-18) issued by the Institute of Chartered Accountants of India.
- ii. **Name of the Director or key managerial personnel who is related, if any** : None of the Directors or Key Managerial Personnel is related with Quadrant Enterprises Private Limited.
- iii. **Nature of Relationship** : Not Applicable

iv. Nature, Material terms, monetary value and particulars of the contract or arrangement:

The Company proposes to avail loan/advance in one or more tranches during the period from 15th September, 2017 to 14th September, 2018 for an amount not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crore Only). The terms and conditions of loan/advance shall be fixed by the Board of Directors of the Company on the recommendation of Audit Committee from time to time.

v. Any other information relevant or important for the members to take a decision on the proposed resolution :

For smooth operations of the Company, to meet the capital expenditure proposed to be incurred and to meet any shortfall in cash flows and to ensure adequate availability of working capital and additional fund requirement, the Company need to raise funds. Further, the Corporate Debt Restructuring Cell (CDR Cell) had vide its letter no.CDR(JCP)563/2009-10 dated August 13, 2009 approved a Corporate Debt Restructuring Package (CDR Package) for the Company, in order to write off the losses and also to enable the Company to service its debts. In terms of the CDR Package the promoter shall make necessary arrangements of funds, as may be required for smooth operations of the Company. Hence, it is proposed to enter into transaction with M/s. Quadrant Enterprises Private Limited, Promoter Group Entity and Associate Company and Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the Rules made there under and Accounting Standard - 18 (AS-18) issued by the Institute of Chartered Accountants of India.

Your Directors recommend the proposed resolution as set out at Item No. 4 of the Notice for the approval of the shareholders of the Company by way of an Ordinary Resolution.

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.

Item No. 5

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, the Board of Directors of the Company in its meeting held on 29th March, 2017, appointed Mr. Arvind Ramnath Somani as an Additional Director (Independent - Non Executive) with effect from 29th March, 2017. In terms of the provisions of Section 161(1) of the Act, Mr. Arvind Ramnath Somani would hold office up to the date of the ensuing Annual General Meeting.

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, it is proposed to appoint Mr. Arvind Ramnath Somani as a Director / Independent Director (Non-Executive) in respect of whom the Company has received a notice from a Shareholder of the Company proposing candidature of Mr. Arvind Ramnath Somani for the office of the Director (Independent Non-Executive) for a period of five consecutive years term from 29th March, 2017 upto 28th March, 2022.

Brief resume of Mr. Arvind Ramnath Somani, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed to this Notice.

The Company has received from Mr. Arvind Ramnath Somani consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Arvind Ramnath Somani, Independent Director fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and he is independent of the Company's management.

All the relevant documents in connection with the appointment of Mr. Arvind Ramnath Somani, are available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days upto the date of the Annual General Meeting.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arvind Ramnath Somani as an Independent Director.

Your Directors recommend the proposed resolution as set out at Item No. 5 of the Notice for the approval of the shareholders of the Company by way of an Ordinary Resolution.

None of the Directors except Mr. Arvind Ramnath Somani 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.

Item No. 6

The Board on the recommendation of Audit Committee has reappointed M/s Sanjay Gupta and Associates, Cost Accountants (Firm Registration No.000212), as Cost Auditors of the Company to conduct the audit of Cost Records of the Company in respect of Telecommunication Services for the financial year commencing from 1st April, 2017 to 31st March, 2018.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has decided to pay a remuneration of Rs.70,000/- (Rupees Seventy Thousands Only) excluding Service Tax and other Taxes and other out of pocket expenses at actual to M/s Sanjay Gupta and Associates, for the financial year commencing from 1st April, 2017 to 31st March, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration to be paid to the Cost Auditors shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same has to be subsequently ratified by the Shareholders of the Company at a general body meeting.

Accordingly, consent of the members is being sought by passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration as payable to the cost Auditors for the financial year commencing from 1st April, 2017 to 31st March, 2018.

Your Directors recommend the proposed resolution as set out at Item No. 6 of the Notice for the approval of the shareholders of the Company by way of Ordinary Resolution.

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

Item No. 7

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.CDJ (JCP) No.563/2009-10 dated August 13, 2009, Videocon through its group company 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"/ "the Company"

In furtherance of obligations under the CDR package, Settlement and Co-operation Agreement and mutual understanding through formalized 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

Recently, the Shareholders of the Company in its meeting held on 29th March, 2017 approved the issue of 1,20,00,000 Unsecured Zero Coupon Compulsorily Convertible Debentures of face value of Rs.1,000/- each convertible into 12,00,00,000 (Twelve Crore) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of face value of Rs. 100/- each for an amount not exceeding Rs.1,200,00,00,000/- to M/s Videocon Telecommunications Limited (VTL) against conversion of outstanding advances made by VTL from time to time into the Company in compliance with CDR package.

Subsequently, the Board of Directors of the Company in its meeting held on 29th March, 2017, approved the allotment of Unsecured Zero Coupon Compulsorily Convertible Debentures to M/s Videocon Telecommunications Limited.

Now, the Company is seeking fresh approval of Shareholders for conversion of balance outstanding advances of Rs.86,00,00,000 (Rupees Eighty Six Crores) made by VTL from time to time into the Company.

The Board of the Directors of the Company at its meeting held on 29th June, 2017, subject to the approval of Shareholders (including approvals of the existing Lenders of the Company, if any), approved the proposal to issue 8,60,000 (Eight Lacs Sixty Thousand) 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.86,00,00,000/- (Rupees Eighty Six 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 86,00,000 (Eighty Six Lacs) 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. 86,00,00,000 (Eighty Six Crore 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, is annexed to this Notice.

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, 8,60,000 (Eight Lacs Sixty Thousand) "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.86,00,00,000/- (Rupees Eighty Six Crore Only) to M/s Videocon Telecommunications Limited against conversion of the outstanding advances, convertible into 86,00,000 (Eighty Six Lacs) 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: Gurgaon
Dated: June 29, 2017

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

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;	86,00,000 (Eighty Six Lacs) 2% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of nominal value of Rs. 100/- (Rupees One Hundred Only), aggregating to Rs. 86,00,00,000 (Rupees Eighty Six 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 March, 2017)	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	179,434,183	29.30
		Non Institution		
		-Individual	27,747,715	4.54
		-Body Corporate	75,720,826	12.36
		-NRI/OCB	3,19,459	0.05
		-Any Other	23,32,336	0.39
	TOTAL	612,260,268	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 Shareholders of the Company as on 31 st March, 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	3.53
		State Bank of Patiala	6,60,418	2.94
		Body Corporate		
		Shree Dhoot Trading & Agencies Ltd.	65,00,000	28.90
		TOTAL	2,24,84,543	100.00

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING
(Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Arvind Ramnath Somani	Ms. Mitu Mehrotra Goel
Director Identification Number (DIN)	02695136	05188846
Date of Birth	14.07.1954	03.09.1976
Age	63 Years	40 Years
Date of Appointment	29.03.2017	30.09.2014
Educational Qualification	B. Com (Hons)	M. Com., MBA (Finance), LLB
Nature of Expertise in specific functional areas	Over 24 years of experience in the field of Logistics activity	Over 16 years of experience in the field of Taxation, Finance & Accounts
Disclosure of relationship between directors inter-se	NIL	NIL
Name of Listed Companies in which holds the directorship and the membership of committees of the board	NIL	NIL
No. of Share held by Directors in the Company	NIL	NIL

Route Map to the Venue of the AGM

 **Autocars Compound,**
Adalat Road, Aurangabad - 431 005, (Maharashtra)

