

**NOTICE**

**NOTICE** is hereby given that the Sixty Ninth (69<sup>th</sup>) Annual General Meeting of Quadrant Televentures Limited (the “Company”) will be held on Thursday, 21<sup>st</sup> July, 2016 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 standalone and consolidated Audited Statement of Profit and Loss for the financial year ended on March 31, 2016 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 Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting, i.e. 69<sup>th</sup> Annual General Meeting until the conclusion of the 72<sup>nd</sup> Annual General Meeting (subject to ratification by the Members at every subsequent 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 May 27, 2016 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 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017 for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred 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 appoint Mr. Amit Verma as Manager of the Company in terms of the provisions of Section 196, 197 and 203 read with Schedule V 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 196, 197 and 203 read with Schedule V of Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approval / sanctions as may be required, the approval of shareholders be and is hereby accorded for the appointment of Mr. Amit Verma as ‘Manager’ of the Company for a period of three years w.e.f. November 7, 2015 to November 6, 2018 on the terms and conditions including remuneration subject to the limit of Rs.20,00,000 (Rupees Twenty Lacs Only) per annum with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and subject however that the remuneration shall not exceed the limits specified in Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Manager’s Remuneration may be reviewed and revised from time to time by the Board of Directors on the recommendation of Nomination & Remuneration Committee, as per Company Policy, within the overall limit of Rs. 20,00,000/- (Rupees Twenty Lacs Only) per annum, including perks and allowances.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matter and things and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 1<sup>st</sup> April, 2016 at a remuneration of Rs.1,00,000/- (Rupees

One Lac 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.”

By Order of the Board of Directors of  
**QUADRANT TELEVENTURES LIMITED**

**AMIT VERMA**

**Place: Mohali**

**Dated: 27<sup>th</sup> May, 2016**

**COMPANY SECRETARY**

**MEMBERSHIP NO. A27981**

**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 AND SUCH 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 Business to be transacted at the meeting is annexed and forms part of the Notice.
3. Copies of Notice of 69<sup>th</sup> 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, 27<sup>th</sup> May, 2016 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, 27<sup>th</sup> May, 2016 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 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., “Subramaniam 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 Monday, 11<sup>th</sup> July, 2016 to Thursday, 21<sup>st</sup> July, 2016 (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 Monday, 18<sup>th</sup> July, 2016 at 9.00 a.m. to Wednesday, 20<sup>th</sup> July, 2016 till 5.00 p.m., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Wednesday, 20<sup>th</sup> July, 2016. 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](http://www.connectzone.in) and on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com).
12. The Company has fixed Thursday, 14<sup>th</sup> July, 2016, 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) 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.
14. 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](http://www.connectzone.in) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com), immediately after the results are declared by the Chairman.
15. 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. Thursday, 14<sup>th</sup> July, 2016, may obtain the User ID and Password by sending an email request to [secretarial@infotelconnect.com](mailto: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.
16. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Thursday, 14<sup>th</sup> July, 2016, 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.
17. 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.
18. 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.
19. 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. upto the date of the Annual General Meeting.
20. 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.

21. 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.

22. 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](mailto:secretarial@infotelconnect.com).

23. 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](http://www.connectzone.in) and also on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com)

24. 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 Monday, 18th July, 2016 at 9.00 a.m. to Wednesday, 20th July, 2016 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 Thursday, 14<sup>th</sup> July, 2016, 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](http://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](http://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"> <li>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.</li> <li>The Sequence number shall be the same for voting through remote e-voting for Postal Ballot resolution and resolutions to be passed at the AGM</li> <li>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.</li> </ul>
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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 e-mail at [secretarial@infotelconnect.com](mailto:secretarial@infotelconnect.com).

By Order of the Board of Directors of  
**QUADRANT TELEVENTURES LIMITED**

Place: Mohali  
Dated: 27<sup>th</sup> May, 2016

**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**

**Item No. 4**

Your Company holds Unified Access Services License (UAS License) for providing Telephony Services in the Punjab Telecom Service Area comprising of the State of Punjab, Union Territory of Chandigarh and Panchkula Town of Haryana. Your Company provides various Telecommunication services including Data and Internet Connectivity across wireline technology, Fixed Line and Mobile voice services, 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 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 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017 for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only).

The Audit Committee of the Company in its meeting held on 27<sup>th</sup> May, 2016 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 upto an amount not exceeding Rs.500 Crore during the period from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017.

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 Disclosure 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 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017 for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred 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 requirements, the Company need to raise funds. Further, the Corporate Debts 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**

In compliance with the provisions of Section 203(1)(i) of the Companies Act, 2013 (Act) read with the Schedule V of the Act and the rules framed there under the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee, at their meeting held on 7<sup>th</sup> November, 2015 appointed Mr. Amit Verma as a 'Manager' within the meaning of the provisions of Section 2(53) of the Act for the period of 3 (Three) years from November 7, 2015 to November 6, 2018. Mr. Amit Verma shall perform his duties as Manager under supervision, directions and control of the Board of Directors of the Company, on the remuneration as may be fixed from time to time, within the overall limit as laid down in Schedule V of the Companies Act, 2013.

In terms of Schedule V of the Act, the Company has inadequate profit and negative effective capital, therefore on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company proposes to pay overall maximum remuneration of an amount not exceeding Rs.20,00,000 (Rupees Twenty Lacs Only) per annum subject to approval of shareholders at general body meeting

The Notice read with explanatory statement should be considered as written memorandum setting out the terms of remuneration of Mr. Amit Verma, as Manager as required under Section 196 of the Act.

**STATEMENT PURSUANT TO THE PROVISIONS OF CLAUSE (B)(iv) OF THE SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO.5**

**I. GENERAL INFORMATION:**

- (i) **Nature of Industry :** The Company is in service industry and engaged in the business of providing Telephony Services including GSM Mobile Telephony Services, Landline, DSL (Internet) and CDMA Mobile Telephony Services and Leased Line service under the Unified Access Services License granted by the Department of Telecommunications (DoT), Ministry of Communications & Information Technology, Government of India, New Delhi, for operating in Punjab Telecom Circle comprising of the state of Punjab, Union Territory of Chandigarh and Panchkula Town of Haryana.
- (ii) **Date or expected date of commencement of commercial production:** The Company was incorporated on August 02, 1946 under the provisions of Indian Companies Act, 1913. The company has been providing basic telecom services since the Company was granted Basic Telephony Licence for the Punjab Telecom Circle by the Department of Telecommunications (DoT) on September 30, 1997; also the Internet services License was obtained in the year 2000; With effect from November 14, 2003 the Company migrated to the Unified Access Services License (UASL License) as granted by the DoT; the company has been providing the Landline, Internet, Leased Line, CDMA Mobile and GSM Mobile Services on the ground of the respective Telecom Licenses granted by the DoT in Punjab Telecom Circle.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- (iv) **Financial performance based on given indicators -** as per published audited financial results for the accounting year ended March 31, 2016:

Particulars as on March 31, 2016	Amount (Rs. In Million)
Turnover & Other Income	5628.31
Net Profit as per Profit & Loss Account (After Tax)	(1348.10)

- (v) **Foreign Investments or collaborators, if any:** There are no foreign Investments or collaborations in the Company.

**II. INFORMATION ABOUT THE APPOINTEE:**

(i) **Background details:**

Mr. Amit Verma is a qualified Company Secretary (ACS) - 2010 Batch - from the Institute of Company Secretaries of India, New Delhi. He has more than eight years of work experience in the corporate sector working in the Core Manufacturing Industry as well as the Services Sector. Mr. Amit Verma has been working with the Company as Company Secretary w.e.f. 1<sup>st</sup> July, 2015.

(ii) **Past Remuneration drawn:**

Since, it is first appointment of Mr. Amit Verma as Manager of the Company hence the information relating to past remuneration drawn is not provided.

(iii) **Recognition & Awards / Achievements:**

Mr. Amit Verma has more than eight years of work experience in the corporate sector working in the Core Manufacturing Industry as well as the Services Sector.

(iv) **Job Profile and suitability:**

Mr. Amit Verma is responsible for the overall Statutory Compliances of the Company, under the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may, from time to time, be entrusted by the Board of Directors. Taking into consideration his qualification and his experience the Board recommends his appointment as Manager of the Company.

(v) **Remuneration proposed:**

The appointee is proposed to be paid remuneration not exceeding the limit of Rs.20,00,000 (Rupees Twenty Lacs Only) per annum in compliance with the limits set out in the Act .

The above remuneration is proposed to be paid as minimum remuneration in case of inadequate profits during any financial year.

The Board of Directors on the recommendation of Nomination & Remuneration Committee shall have power to vary, alter, the terms and conditions of appointment of Mr. Amit Verma as Manager and to take such steps as would be expedient or desirable, including obtaining approval of the Central Government, if so required.

(vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the appointee is commensurate with the remuneration packages paid to similar senior level appointees in other telecom companies.

(vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company or the Managerial Personnel.

**III. OTHER INFORMATION:**

**(i) Reasons for inadequate profits:**

The Company is a core Telecom Sector Company - which is a highly Capital intensive industry and huge Capital outlays are required for roll out of wireline and wireless network. Also the Company has launched the GSM Mobile services in the year 2010, which also entailed heavy investment including Licence Fee of Rs. 151.75 Crore. The heavy Depreciation and Amortization - apart from recurring Network costs - have resulted in the accumulated losses.

**(ii) Steps taken by the Company to improve performance:**

The Company is consolidating its position in the market by increasing its share of new additions in the wireless market (i.e. Fixed, wireless and mobile) and making focused efforts to attract customers in all segments.

**(iii) Expected increase in productivity and profits in measurable terms:**

The above measures are expected to yield positive results in the coming years. Although, it is difficult to predict increase in productivity and profits for the future years in measurable terms.

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 Special Resolution.

Except Mr. Amit Verma, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way interested or concerned in the proposed 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 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has decided to pay a remuneration of Rs. 1,00,000/- (Rupees One Lakh 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 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

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 sought by passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the cost Auditors for the financial year commencing from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

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.

By Order of the Board of Directors of  
**QUADRANT TELEVENTURES LIMITED**

**AMIT VERMA**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO. A27981**

**Place: Mohali**  
**Dated: 27<sup>th</sup> May, 2016**

## Annexure -A

**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	Ms. Mitu Mehrotra Goel
Director Identification Number (DIN)	05188846
Date of Birth	03.09.1976
Age	39 Years
Date of Appointment	30.09.2014
Educational Qualification	M. Com., MBA (Finance), LLB
Nature of expertise in specific functional areas	Over 16 years of experience in the field of Taxation, Finance & Accounts
Disclosure of relationship between directors inter-se	NIL
Name of Listed Companies in which holds the directorship and the membership of committees of the board	NIL
No. of Share held by Directors in the Company	NIL

### Route Map to the Venue of the AGM

