



QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

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

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

NOTICE OF POSTAL BALLOT

(pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the resolution appended below is proposed to be passed as a Special resolution, by way of Postal Ballot.

A statement under Section 102 of the Companies Act, 2013 pertaining to the said resolution, setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

Members assent/dissent is requested for the proposal contained in the Special Resolution appended below.

The Board of Directors of the Company have appointed Mrs. Gayathri R. Girish, Practicing Company Secretary failing whom, Mr. S.K. Dak, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot (Physical and E-Voting) process in fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Company in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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, the Company is pleased to provide the members with the facility to exercise their right to vote on the matter included in the Notice of Postal Ballot by electronic means i.e. through remote e-voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer before the close of working hours at 5.00 pm on Tuesday, 29th August, 2017. Please note that any Postal Ballot Form(s) received after the said date will be treated as not received.

The Scrutinizer will be submitting the report to the Director or Company Secretary, after completion of the scrutiny of the Postal Ballot (Physical & E-voting). The results of the voting by Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary of the Company at Annual General Meeting on Friday, 01st September, 2017 at 2.30 p.m. at the Registered Office of the Company at Autocars Compound, Adalat Road, Aurangabad - 431 005. The results of the Postal Ballot shall be posted on the Company's website viz. www.connectzone.in and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchange where the shares of the Company are listed.

The Special Resolution shall be declared as passed if the number of votes casted in favour of a Special Resolution is not less than three times the number of votes casted against the Special Resolution. The resolutions passed through means of Postal Ballot shall be deemed to be passed at the Annual General Meeting, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

PROPOSED RESOLUTION:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT that pursuant to Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules made thereunder and other applicable provisions if any, of the Companies Act, 2013 along with the rules made there under, 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, and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government 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 subject to such terms conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted Committee thereof and any person authorized by the Board in this behalf), consent of the members of the Company be and is hereby accorded to the Board to sell, transfer, dispose, or cause to be sold, disposed, transferred and delivered the GSM Assets owned by the company (hereinafter referred to as the "GSM Assets") together with its respective assets and liabilities including all licenses, approvals, and permits of whatsoever nature related to the GSM Assets, whether partially or fully as a going concern, and on an "as is where is" basis whether on a slump sale basis or otherwise, at and for such consideration on the terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By Order of the Board of Directors
For QUADRANT TELEVENTURES LIMITED

AMIT VERMA
COMPANY SECRETARY
MEMBERSHIP NO.A27981

PLACE: GURGAON
DATE: JUNE 29, 2017

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

GSM Business of the Company was in continuous losses which increased further due to launch of 4G services by leading competitors in the market who are offering free talk time and data, so in order to curtail the losses and sustain, the Company has decided to discontinue its GSM Services/business from the midnight of 15th February, 2017. However switches were kept operational to facilitate Mobile Number Portability (MNP) to GSM subscribers of the Company till 18th April, 2017 as per the directions/advice received from TRAI vide its letter dated 17th February, 2017.

GSM Assets are 2G Technology Based which is an obsolete technology with regard to 4G Services prevailing in the market. Moreover, the assets are currently not in use because of old technology and out of OEM support period and further deteriorating in value by time. The Management recommends that it is in the long term interest of the Company to dispose-off GSM Assets of the Company and utilize the proceeds thereof more effectively in its existing business operations.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the approval of the members is required to be obtained by way of passing of Special Resolution through Postal Ballot, for authorizing the Board of Directors to sell, transfer, lease/ slump sale or otherwise dispose-off GSM Assets of the Company.

Accordingly, the consent of the Members is being sought by passing a Special Resolution as set out in the notice for disposal of GSM Assets of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the proposed resolution as set out in the Notice.

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

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

**PLACE: GURGAON
DATE: JUNE 29, 2017**

NOTES:

1. The Company has fixed Friday, 23rd June, 2017, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to the Shareholders whose names appear in the Company's Register of Members as on Friday, 23rd June, 2017, the cut-off date/entitlement date. The voting rights will be reckoned on the paid-up value of shares registered in name of Shareholders on Friday, 23rd June, 2017, the cut-off date/entitlement date.
2. The Notice of Postal Ballot together with Postal Ballot Form is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Business Reply Envelope are being sent by the permitted mode. Any member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary of the Company at secretarial@infotelconnect.com. Alternatively, the member may download the Postal Ballot Form from the website of the Company viz. www.connectzone.in or from the website of CDSL viz. www.cdslindia.com, fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 3 below). The Notice of Postal Ballot is placed on website of the Company viz. www.connectzone.in and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
3. Members are requested to carefully read the instructions and return the Form duly completed in the attached Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. Tuesday, 29th August, 2017 at the following address:
The Scrutinizer – Quadrant Televentures Limited, Post Box No. 556, Aurangabad – 431005.
4. The Company in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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, Company is pleased to provide the members with the facility to exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by CDSL. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting. Members have an option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot Form also. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
5. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form in all respect and send the same to The Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach The Scrutinizer – Quadrant Televentures Limited, P. O. Box No. 556, Aurangabad – 431 005, Maharashtra, not later than the closure of working hours (i.e. 5.00 pm) on Tuesday, 29th August, 2017. If the Postal Ballot Form is received after 29th August, 2017, the same shall be treated as if reply from the Shareholder has not been received. The assent/dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
6. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company/Depository Participant(s). The Postal Ballot Form incomplete in any manner/unsigned/incorrect, whatsoever, shall be liable to be rejected.
7. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
8. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in S. No. 7 above), should be sent in the self addressed (postage to be paid by addressee) envelope.
9. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
10. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit her report to any one of the Directors or Company Secretary of the Company. The result of the Postal Ballot would be announced by any one of the Directors or Company Secretary of the Company at Annual General Meeting on Friday, 01st September, 2017 at 2.30 p.m. at the Registered office of the Company.
11. The resolutions passed through means of Postal Ballot shall be deemed to be passed at the Annual General Meeting, for the purpose of compliance in terms of the provisions of the Companies Act, 2013.
12. All the relevant documents referred to in the Notice is open for inspection at the Registered Office of the Company during office hours on all working days except Saturday/Sunday and other holidays between 9.00 am to 11.00 am upto the date of declaration of results of Postal Ballot i.e. on Friday, 01st September, 2017.
13. The results declared along with Scrutinizer's Report shall be placed on the website of the Company viz. www.connectzone.in and also on the website of CDSL viz. www.cdslindia.com

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, 31st July, 2017 at 9.00 a.m. and ends on Tuesday, 29th August, 2017 at 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 Friday, 23rd June, 2017, being the cut-off date/entitlement date 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/Members".
- (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 below Postal Ballot Form, in the PAN field. • The Sequence number shall be the same for voting through remote e-voting for this resolution and for 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 of 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 login 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 (effective on or after 12th August 2017). 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, including by electronic means, the shareholders can 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



QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

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

Phone No. 91-240-2320754, **E-mail:** secretarial@infotelconnect.com, **Website:** www.connectzone.in

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this Form)

1.	Name and Registered Address of the Sole/First Named Member	
2.	Name(s) of the Joint Holder(s), if any	
3.	Registered Folio No./DP ID No./Client ID No.	
4.	Number of shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the special business stated in the Notice by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

S. NO.	DESCRIPTION	NO. OF EQUITY SHARES	I / WE ASSENT TO THE RESOLUTION (FOR)	I / WE DISSENT TO THE RESOLUTION (AGAINST)
1	Special Resolution under Section 180(1)(a) read with other applicable provisions of the Companies Act, 2013, for the Sale or Dispose-off the GSM Business Assets of the Company, subject to necessary approvals.			

Signature: _____

Place:

Name : _____

Date :

Email Id : _____

SEQUENCE NUMBER	
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