



# QUANTUM BUILD-TECH LIMITED

Registered Office : 8-1-405/A/66, Dreamvalley, Near O.U.Colony, Shaikpet, Hyderabad - 500 008. GSTIN : 36AAACQ0601L1ZP  
Ph : 040-23568766, 23568990, Website www.quantumbuild.com, E-mail : info@quantumbuild.com, CIN : L72200TG1998PLC030071

To,

Date: 28.09.2024

The Department of Corporate Services,  
**BSE Limited**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai-400001

**Sub: Proceedings of the 26<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2024.**

**Ref: QUANTBUILD | Scrip Code: 538596 | INE222B01028**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed summary of the proceedings of the Twenty Sixth (26<sup>th</sup>) AGM of **QUANTUM BUILD-TECH LIMITED** held on **Saturday, 28<sup>th</sup> September, 2024 at 11.30 AM through Video Conference and Other Audio-Visual Means (VC/OAVM).**

This is for your information and records in compliance with the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015.

Thanking You

Yours Truly,

**For Quantum Build-Tech Limited**

**(Guduru Satyanarayana)**

**Managing Director**

**DIN: 02051710**

Encl: As above



**Summary of proceedings of the 26<sup>th</sup> Annual General Meeting of Quantum Build-Tech Limited:**

The Twenty Sixth (26<sup>th</sup>) Annual General Meeting ( AGM) of Quantum Build-Tech Limited (the Company) was held on **Saturday, 28<sup>th</sup> September, 2024 at 11.30 AM**, through Video Conferencing and Other Audio-Visual Means (VC/OAVM) facility, in compliance and in accordance with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”),, permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.

<b>Day and Date:</b>	<b>Saturday, 28<sup>th</sup> September, 2024</b>
<b>Venue:</b>	Through Video Conference and Other Audio-Visual Means (VC/OAVM)
<b>Time:</b>	<b>11.30 AM (IST)</b>

<b>DIRECTORS IN ATTENDANCE:</b>		
<b>Name</b>	<b>Designation</b>	<b>Attended through VC/OAVM from</b>
Shri Guduru Satyanarayana	Managing Director	Hyderabad
Smt Kodali Vijaya Rani	Promoter Director	Hyderabad
Shri M. Snehith	Non –Executive Independent Director	Hyderabad
Shri K. Saraswathi Kumar	Non –Executive Independent Director	Khammam
Shri N. V Chalapathi Rao	Non –Executive Independent Director	Hyderabad
<b>OTHER ATTENDEES AND REPRESENTATIVES IN ATTENDANCE:</b>		
<b>Name</b>	<b>Designation</b>	<b>Attended through VC/OAVM from</b>
Shri Manne Koteswara Rao	Chief Financial Officer	Hyderabad
CS. Deshna Jain	Company Secretary and Compliance Officer	Remotely from Udaipur
Shri Ajay S. Shrivastava	Secretarial Auditor & Scrutinizer of this AGM	Hyderabad
Shri Nagendra Rao	Statutory Auditor of the Company	Hyderabad
Shri Shiv Prasad	Representative of CDSL	Hyderabad

The Company Secretary welcomed the Directors, Invitees and Members present in the Meeting. Shri Guduru Satyanarayana was elected as Chairman by the Members present virtually and he Chaired the proceedings of the meeting. Since the requisite quorum was present, the Chairman called the meeting in

for Quantum Build Tech Ltd.

  
Managing Director



order. Thereafter, the Chairman delivered his speech on the financial position and other developments in the Company during the Financial Year 2023-24 and with the permission of the shareholders, took the Notice as read.

The meeting was attended by 42 members through VC / OAVM.

The Company Secretary read out the Auditors Report and read out the agenda items as placed before the Members.

Thereafter, the following resolutions as set out in the Notice convening the AGM were placed before the Members for voting:

Sl. No.	Resolutions Passed	Type of Resolution
<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors' and Auditor's thereon	Ordinary
2.	To re-appoint Mrs K. Vijaya Rani (DIN: 00102286 ) who retires by rotation and being eligible offers herself for re-appointment	Ordinary
<b>Special Business:</b>		
3.	To consider and approve the Change Name of the Company from the Existing name QUANTUM BUILD-TECH LIMITED to CEMANTIC INFRA TECH LIMITED as approved by the Ministry of Corporate Affairs.	Special
4.	To appoint Mr. Muppuri Snehith (DIN:08977670) as Independent Director of the Company for a period of five years.	Special
5.	To appoint Mr. Nalluri Venkata Chalapathi Rao (DIN:03158440) as Independent Director of the Company for a period of five years.	Special
6.	To re-appoint Mr. Guduru Satyanarayana (DIN:02051710), as the Managing Director of the Company for a period of five years w.e.f 1 <sup>st</sup> August, 2024	Special
7.	To re-appoint Mrs. Kodali Vijaya Rani (DIN:00102286) who has attained the age of 74 years, as the Director of the Company for a period of five years.	Special
8.	Reclassification of persons forming part of the Promoters / Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category.	Ordinary

The members were then informed by the Company Secretary that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement)

For Quantum Build Tech Ltd.

Managing Director



Regulations, 2015, the Company has provided remote e-voting facility, to the members entitled to cast their vote on all the resolutions as set out in the notice of AGM during the period from 25<sup>th</sup> September, 2024 (09:00 AM) to 27<sup>th</sup> September, 2024 (5:00 PM). Members were also informed that those who did not cast their votes by availing the remote e-voting facility can exercise their vote at the ongoing e-AGM also through the CDSL E-voting platform made available.

Thereafter, the speaker members were invited to ask their questions, and give their opinions and suggestions, if any, and the same were addressed by the Chairman. Several members expressed their opinions.

The Resolutions were then put for e-voting for all the members in the AGM i.e. venue voting facility provided for those who had not utilized the remote e-voting facility.

CS. Ajay Suman Shrivastava, Company Secretaries was appointed as the Scrutinizer to scrutinize the votes cast in this AGM & remote e-voting and he shall submit a consolidated report within 48 hours of the meeting. The Consolidated Scrutinizer's Report along with the details of the voting results (remote e-voting & e-voting at AGM) on all the resolutions as set out in the Notice of Annual General Meeting, shall be submitted to the Stock Exchange in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and hosted on the website of the Company and on the Website of BSE.

After the announcement for Venue voting for 15 minutes, the Vote of Thanks was proposed for all the Directors other delegates and CDSL / RTA for their co-operation.

The meeting concluded at **12.00 P.M.** (IST).

We are enclosing the adopted Annual Report for the Financial Year ended 31<sup>st</sup> March, 2024 for dissemination by the exchange.

Yours Truly,

**For Quantum Build-Tech Limited**

**(Guduru Satyanarayana)**  
**Managing Director**  
**DIN: 02051710**



**Date: 28.09.2024**

**Place: Hyderabad**

**Encl: Annual Report**



# **QUANTUM BUILD-TECH LIMITED**

**26th Annual Report  
2023 – 2024**

## CONTENTS

<b>Particulars</b>	<b>Page No.</b>
Notice	01
Board's Report	18
Management Discussion and Analysis Report	39
Corporate Governance Report	42
Independent Auditor's Report	61
Statement of Assets & Liabilities	71
Profit and Loss Account	72
Statement of Changes in Equity	73
Cash Flow Statement	74
Significant Accounting Policies	75
Schedules forming a part of Accounts	79

### **BOARD OF DIRECTORS:**

Mr. Guduru Satyanarayana	- Managing Director
Smt. Kodali Vijaya Rani	- Promoter Director
Mr. Kyatham Prabhakar Reddy	- Non-Executive Independent Director (Ceased w.e.f. 12.08.2024)
Mr. Sripathi Ram Reddy	- Non-Executive Independent Director (Ceased w.e.f. 12.08.2024)
Mr. Kanduri Saraswathi Kumar	- Non-Executive Independent Director
Mr. Muppuri Snehith	- Additional Independent Director (w.e.f. 12.08.2024)
Mr. Nalluri Venkata Chalapathi Rao	- Additional Independent Director (w.e.f. 12.08.2024)

### **REGISTERED OFFICE**

8-1-405/A/66, Dream Valley,  
Shaikpet, Hyderabad – 500 008  
Phone No. 040–23568766, 23568990  
E-mail: info@quantumbuild.com  
Website: www.quantumbuild.com

### **STATUTORY AUDITORS:**

M/s. Suryanarayana & Suresh  
Chartered Accountants  
Flat No. C2, Millenium House, Road No. 10,  
Near Zaheer Nagar X Road, Banjara Hills,  
Hyderabad – 500 034  
Phone No. 040-23386783, 23386784

### **BANKERS TO THE COMPANY**

Karur Vysya Bank Limited  
Manikonda Branch, Hyderabad

### **SHARE TRANSFER AGENTS**

Venture Capital & Corporate  
Investments Private Limited  
AURUM, Door No. 4-50/P-II/57/4F & 5F,  
Plot No. 57, 4th & 5th Floors, Jayabheri Enclave,  
Phase - II, Gachibowli, Hyderabad– 500 032  
Phone : 040-23818475, Fax : 040-23568024  
E-mail : investor.relations@vccipl.com

### **COMPLIANCE OFFICER & COMPANY SECRETARY**

Mrs. Deshna Jain (w.e.f. 27.06.2024)  
Ms. Vinda .M (Resigned w.e.f. 29.02.2024)  
E-mail : cs@quantumbuild.com



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26<sup>th</sup> (TWENTY SIXTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF QUANTUM BUILD-TECH LIMITED WILL BE HELD ON SATURDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 11.30 A.M, THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors’ and Auditor’s thereon;
2. To re-appoint Mrs K. Vijaya Rani (DIN: 00102286 ) who retires by rotation and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and approve the Change Name of the Company from the Existing name to HGKV INFRA TECH LIMITED OR CEMANTIC INFRA TECH LIMITED OR GRADIENT INFRA-TECH LIMITED or any other name as may be approved by the Ministry of Corporate Affairs and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4 (4), Section 13 read with rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (Including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies, Hyderabad, the consent of members be and is hereby accorded to change the name of the Company from its existing name to HGKV INFRA TECH LIMITED OR CEMANTIC INFRA TECH LIMITED OR GRADIENT INFRA-TECH LIMITED as may be approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, which will be informed to the Members before the dates of evoting.”

**“RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is HGKV INFRA TECH LIMITED OR CEMANTIC INFRA TECH LIMITED OR GRADIENT INFRA-TECH LIMITED”.

**“RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

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

4. To appoint Mr. Muppuri Snehith (DIN:08977670) as Independent Director of the Company for a period of five years and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any

other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, the consent of members be and is hereby accorded for the appointment of Mr. Snehith Muppuri (DIN:08977670) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and has given his consent to act as an Independent Director, for a term of five consecutive years effective from 1st August, 2024 till 31st July, 2029 and shall not liable to retire by rotation.

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

5. To appoint Mr. Nalluri Venkata Chalapathi Rao (DIN:03158440) as Independent Director of the Company for a period of five years and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Nalluri Venkata Chalapathi Rao (DIN:03158440) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and has given his consent to act as an Independent Director, for a term of five consecutive years effective from 1st August, 2024 till 31st July, 2029 and shall not liable to retire by rotation.”

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

6. To re-appoint Mr. Guduru Satyanarayana (DIN:02051710), as the Managing Director of the Company for a period of five years w.e.f 1st August, 2024 and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and in accordance with the Article of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Guduru Satyanarayana (DIN:02051710), aged 78 years, as Managing Director of the Company for a period of five years with effect from 1st August, 2024 to 31st July, 2029, on the following terms of remuneration:

- i. Salary: At present NIL. To be considered as the Board may deem fit.
- ii. Perquisites and allowances: As per Company policy for Senior Management personnel.
- iii. Other terms and conditions as per the policy of the Company.

**RESOLVED FURTHER THAT** the Board of Director of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, to give effect to this resolution.”





7. To re-appoint Mrs. Kodali Vijaya Rani (DIN:00102286) who has attained the age of 74 years, as the Director of the Company for a period of five years and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and in accordance with the Article of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mrs. Kodali Vijaya Rani (DIN:00102286), aged 74 years, as Director of the Company for a period of five years, liable to retire by rotation.

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

8. **Reclassification of person forming part of the Promoters / Promoter Group from ‘Promoter & Promoter Group Category’ to ‘Public Category’.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations’), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, the approval of the Members of the Company be and is hereby accorded to reclassify the following promoter / persons related to promoter(s) forming part of Promoter Group (hereinafter individually and jointly referred to as the (“Outgoing Promoters”) from ‘Promoter & Promoter Group Category’ to ‘Public Category’.

Sr. No.	Name of Shareholders	Type	No. of Shares held	% of Paid up Capital
1.	Punukollu Kodanda Rambabu	Promoter	0	0.00%
2.	Punukollu Rachana	Promoter Group (PAC)	50,000	0.20%
	Total		50,000	0.20%

**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not and does not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements, ;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of shareholders’ approval;



- act as a key managerial persons for a period of more than 3 years from the date of shareholders' approval;
- directly or indirectly exercise control over the affairs of the Company;
- 'willful defaulter' as per the Reserve Bank of India Guidelines;
- fugitive economic offender.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above promoter/ promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI (LODR) Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the reclassification in accordance with the SEBI (LODR) Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution."

**Date :** 28.08.2024

**Regd. off. :** 8-1-405/A/66, Dream Valley,  
Near O.U Colony, Shaikpet, Hyderabad -500 008, TG

**By Order of the Board**

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**

**NOTES:**

- The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
- Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.quantumbuild.com](http://www.quantumbuild.com). The Notice can



also be accessed from the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

- The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and 02/2021 of 13.01.2021.
- Members are hereby requested to register their E-mail addresses with their Depository Participant or with **Venture Capital & Corporate Investments Private Limited, AURUM, Door No. 4-50/P-II/57/4F & 5F, Plot No.57, 4<sup>th</sup> & 5<sup>th</sup> Floors, Jayabheri Enclave, Phase-II, Gachibowli, Hyderabad – 500 032 (Telangana) Registrar and Share Transfer Agent (RTA)** of the Company, for sending various Notices, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode.
- Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
- All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (From Monday to Friday) during the business hours 10.00 AM to 1.00 PM up to the date of AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 21<sup>st</sup> September, 2024 to Saturday, 28<sup>th</sup> September, 2024 (Both days inclusive)** for the purpose of Annual General Meeting.
- The Notice and Annual Report will be dispatched to members by electronic means on or before end of day of 5<sup>th</sup> September, 2024.
- CS Ajay Suman Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Business mentioned to be conducted by e-voting.
- The Results of the e-voting will be declared by the Managing Director **by 30<sup>th</sup> September, 2024, by 05:00 P.M.** at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company; [www.quantumbuild.com](http://www.quantumbuild.com) and on website of the Stock Exchange, [www.bseindia.com](http://www.bseindia.com).
- Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

The details pertaining to Director(s) liable to retire by rotation and director(s) proposed to be appointed / re-appointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

**PROFILE OF THE DIRECTOR RETIRING BY ROTATION AND THOSE FOR RE-APPOINTMENT ARE ANNEXED IN ANNEXURE A.****Annexure A**

Details under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (relating to Corporate Governance) and Secretarial Standard issued by the Institute of Company Secretary of India on General Meetings, with respect to the appointment & re-appointment of Directors is as under:

<b>Name of the Director</b>	Snehith Muppuri	Nalluri Venkata Chalapathi Rao	Guduru Satayanarayana	Kodali Vijaya Rani
Director Identification Number	08977670	03158440	02051710	00102286
Date of Birth	31.03.1982	25.05.1972	08.06.1946	07.06.1950
Qualification	B.E. (Mechanical)	B.E. (Mechanical)	B.E. (Civil)	M.A., M.Ed.
Experience	15 Years	17 Years	45 Years	44 Years
Experties in specific functional Areas	Construction and Marketing	Software industry	Civil works, construction of residential and commercial complexes etc.	In the field of education and administration of educational institutions
Terms & Conditions of Appointment	Appointment of Shri. Snehith Muppuri as Independent Director who is not liable to retire by rotation.	Appointment of Shri. Nalluri Venkata Chalapathi Rao as Independent Director who is not liable to retire by rotation.	Re-appointment of Shri. Guduru Satayanarayana as the Managing Director of the Company who is not liable to retire by rotation.	Re-Appointment of Mrs. Kodali Vijaya Rani, as Director of the Company who is liable to retire by rotation.
Details of Remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report

**Details of Directorship/Committee Chairmanship and Membership in other Companies**

Name of Director	Type of Company	Directorship held	Committee Membership	Committee Chairpersonship
Snehith Muppuri	Listed	Quantum Build-Tech Limited	Audit, NRC Committee & Stakeholders Committee	Stakeholders Relationship Committee
	Unlisted	Vijayamadhavi Investments Private Limited		
Nalluri Venkata Chalapathi Rao	Listed	Quantum Build-Tech Limited	Audit & NRC Committee	–
	Unlisted	Siri Silks AP Private Limited		
Guduru Sataya narayana	Listed	Quantum Build-Tech Limited	–	–
Kodali Vijaya Rani	Listed	Quantum Build-Tech Limited	Stakeholders Relationship Committee	–
	Unlisted	Vijayamadhavi Investments Private Limited		

**A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND E-VOTING DURING AGM / EGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:**

- (i) The e-voting period begins on **25<sup>th</sup> September, 2024 at 9.00 AM and ends on 27<sup>th</sup> September, 2024 at 5.00 PM**. During this period shareholders'of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. 20<sup>th</sup> September, 2024** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.Cdslindia.com/Evoting/EvotingLogin">https://evoting.Cdslindia.com/Evoting/Evoting Login</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nsdl.com / SecureWeb / IdeasDirectReg.jsp">https://eservices.nsdl.com / SecureWeb / IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.





**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at 022-4886 7000 and 022-2499 7000.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Quantum Build-Tech Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) **Additional facility for Non – Individual Shareholders and Custodians for remote e-voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 linked in the login 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@quantumbuild.com](mailto:info@quantumbuild.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM / EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM / EGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven(7) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Three (3) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM / EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM / AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM / AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542 / 43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542 / 43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION (102) OF THE COMPANIES ACT, 2013.****ITEM NO. 3**

The members are hereby informed that as the company evolves and expand its operations, it is being experienced that existing name limiting in capturing the full scope of their activities and is being linked to some persons who have not been fair in their business dealings. In order to reap the benefits of a new identity for expanded business, it is proposed to change the name of the Company to get more visibility in the competitive market.

The names to HGKV INFRA TECH LIMITED OR CEMANTIC INFRA TECH LIMITED OR GRADIENT INFRA-TECH LIMITED have been proposed for the same and applied for the approval of Central Registration Centre (CRC), Ministry of Corporate Affairs. The approval is still under process.

Now the consent of the members is requested to change the name of Company from the existing name to HGKV INFRA TECH LIMITED OR CEMANTIC INFRA TECH LIMITED OR GRADIENT INFRA-TECH LIMITED or any other name as approved by Central Registration Centre (CRC), Ministry of Corporate Affairs as the case may be and which shall be intimated to the Members on or before the e-voting period for the Annual General Meeting.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

Neither any of the Promoters, Directors, Key Managerial Personnel of the Company nor their relatives is, in any way shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

**ITEM NO. 4**

The members are hereby informed that Mr. K. Prabhakar Reddy has resigned from the post of Independent Director due to completion of 2 consecutive terms of his appointment in the Company. In order to comply with the provisions of the Companies Act 2013, the Independent Director is required to be appointed to fill the vacancy on Company's Board. Mr. Snehith Muppuri has expressed his willingness to join the Company's Board as Independent Director and given his consent in Form DIR-2 and declarations as required. In view of his qualification and experience, and on the recommendation of Nomination and Remuneration Committee of the Company, the Board has appointed him as the Additional Independent Director of the Company

The Board, on the recommendation of Nomination and Remuneration Committee appointed Mr. Snehith Muppuri as the Additional Independent Director of the Company, subject to the approval of Shareholders, Now the members are requested to regularize his appointment as Independent Director of the Company for a period of five years w.e.f 01.08.2024.



None of the Directors, except Mr. Snehith Muppuri, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

**ITEM NO. 5**

The members are hereby informed that Mr. Sripathi Ram Reddy has resigned from the post of Independent Director due to completion of 2 consecutive terms of his appointment in the Company. In order to comply with the provisions of the Companies Act 2013, the Independent Director is required to be appointed to fill the vacancy on Company's Board. Mr. Nalluri Venkata Chalapathi Rao has expressed his willingness to join the Company's Board as Independent Director and given his consent in Form DIR-2 and declarations as required. In view of his qualification and experience, and on the recommendation of Nomination and Remuneration Committee of the Company, the Board has appointed him as the Additional Independent Director of the Company

The Board, on the recommendation of Nomination and Remuneration Committee appointed Mr. Nalluri Venkata Chalapathi Rao as the Additional Independent Director of the Company, subject to the approval of Shareholders, Now the members are requested to regularize his appointment as Independent Director of the Company for a period of five years w.e.f 01.08.2024.

None of the Directors, except Mr. Nalluri Venkata Chalapathi Rao, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

**ITEM NO. 6**

The members are hereby informed that the term of Mr. Guduru Satyanarayana as Managing Director of the Company has expired on 31<sup>st</sup> July, 2024. Keeping in view that Mr. Guduru Satyanarayana has more than Four decades of experience in field in which the Company operates, it would be in the interest of the Company to continue the employment of Mr. Guduru Satyanarayana as a Managing Director.

Although, Mr. Guduru Satyanarayana has attained the age of 78 years, he is a valuable asset to the Company and therefore taking into account the performance and experience of Mr. Guduru Satyanarayana, the Board recommends the re-appointment of Mr. Guduru Satyanarayana as the Managing Director of the Company, for a period of five years from 01.08.2024 to 31.07.2029 and that he shall not be liable to retire by rotation.

None of the Directors, except Mr. Guduru Satyanarayana and his relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

**ITEM NO. 7**

The members are hereby informed that Mrs. Kodali Vijaya Rani has attained the age of 74 years. She is the Promoter Director and is a valuable asset to the Company. Therefore, taking into account the performance and experience of Mrs. Kodali Vijaya Rani, the Board recommends the re-appointment of Mrs. Kodali Vijaya Rani as the Director of the Company liable to retire by rotation.

Now the members are requested to consider the re-appointment of Mrs. Kodali Vijaya Rani as Director of the Company for a period of five years w.e.f 01.08.2024.

None of the Directors, except Mrs. Kodali Vijaya Rani and her relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

**ITEM NO. 8**

The Company had received the request letter cum undertaking from Mrs. Punukollu Rachana on 27.08.2024 and from Mr. Punukollu Kodanda Rambabu on 27.08.2024 falling under the category of Promoter(s)/Promoter Group of the Company requesting to be reclassified from the Category of “Promoter(s)/Promoters Group” to “Public Category”. Further the Company has intimated to the BSE Limited regarding receipt of cited request on 27.08.2024.

<b>Name of the Promotor(s)/ Promotors Group</b>	<b>No. of shares held</b>	<b>Percentage % of holding</b>
Mrs. Punukollu Rachana (PAC)	50000	0.20%
Mr. Punukollu Kodanda Rambabu	0	0%

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) along with amendments thereto and based on the letter received from Mrs. Punukollu Rachana, the matter was discussed by the Board of Directors at their meeting held on 23<sup>rd</sup> November, 2021 and also placed before the members of the Company in the AGM held on 30.12.2021. The Board again discussed the matter in their meeting held on 28.08.2024, places the resolution as stated at Item No. 8 to get the above Promoter/Promoter group person reclassified from the” Promoter Category” to “Public Category”, subject to the approval of the Members of the Company at the general meeting by Ordinary Resolution and once approved by the Members, the same shall be subject to the approval of the BSE Limited and/ or such other authorities as may be required.

After analysis the view of the Board are as follows:

As for the application of the said Regulation to the Company, w.r.t the below:

the Company is :

- (i) compliant with the requirement for minimum public shareholding as required under regulation 38 of these regulations; -
- (ii) does not have trading in its shares suspended by the stock exchanges; -
- (iii) not have any outstanding dues to the Board, the stock exchanges or the depositories-

In accordance with the applicable provisions, the analysis placed before the Board for consideration is:

1. That Mrs. Punukollu Rachana is a relative (Daughter) of the erstwhile Promoter Mr. Punukollu Kodanda Rambabu who was a Promoter due to the Takeover Offer and that he has sold his 10,85,114 Equity shares to the another Promoter Mrs. K. Vijaya Rani on 18.06.2020 in an Inter-se transfer of shares amongst Promoters.



2. That Mrs. Pudukollu. Rachana holds 50,000 shares comprising of 0.20% of the total Paid up and Listed Equity Share Capital of the Company.
3. That Mrs. Pudukollu Rachana & Mr. Pudukollu Kodanda Rambabu:
  - i. Does not hold more than ten percent of the total voting rights in the listed entity;
  - ii. Does not exercise control over the affairs of the listed entity directly or indirectly;
  - iii. Does not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
  - iv. Does not represent nor any of her relatives represent on the board of directors (including not having a nominee director) of the listed entity;
  - v. Does not act as a key managerial person in the listed entity;
  - vi. Is not declared as a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
  - vii. Is not declared to be a fugitive economic offender.

Accordingly, Mrs. Pudukollu Rachana and Mr. Pudukollu Kodanda Rambabu, satisfy the requirements of Clause b of Regulation 31A (3) and accordingly are eligible to be considered for the re-classification as requested by them and the Board considered to place the enabling resolution before the members in the ensuing Annual General Meeting.

Except as mentioned above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise is/are concerned or interested in the resolution. The Board therefore commends the Resolution no. 8 for approval of the members as an Ordinary Resolution.



**BOARD'S REPORT**

To,  
 The Members  
 Quantum Build-Tech Limited,  
 Hyderabad.

**1. INTRODUCTION:**

Your Board of Directors ('Board') have pleasure in presenting their Twenty Sixth (26th) Annual Report on the business and operations of the Company and the Audited Financial Statements and developments for the financial year ended on 31<sup>st</sup> March, 2024.

**2. FINANCIAL SUMMARY :**

During the year under review, financial performance of your company is as under:

(Amount In Lakhs)

Particulars	Year ended on 31.03.2024	Year ended on 31.03.2023
Revenue from operations	–	–
Other Income	0.05	–
<b>Total Income</b>	–	–
<b>Less: Total Expenses</b>	<b>29.97</b>	<b>39.41</b>
Profit / (Loss) before Taxation / Exceptional Item	(29.92)	(39.41)
<b>Less: Exceptional Item</b>	–	–
Profit / (Loss) after tax / after Exceptional Item	(29.92)	(39.41)
<b>Profit / (Loss) C/F to the Next Year</b>	<b>(29.92)</b>	<b>(39.41)</b>

**3. BRIEF DESCRIPTION THE STATE OF COMPANYS AFFAIRS / PERFORMANCE:**

The Company has not undertaken any construction activity during the Financial Year under review and has incurred loss of Rs.(29.92) Lakhs as against loss of Rs. (39.41) Lakhs in previous financial year 2022-23.

The real estate sector has played an essential role in the country’s economic growth. It is one of the globally recognized sectors for showcasing the economic growth of the country as the same uses heavy quantity of materials thereby prompting increased manufacturing activity. It comprises of four sub-sectors- housing, retail, hospitality, and commercial.

With the increasing real estate demands, the sector holds the potential as the primary economic pillar of India’s growth story.

During the year under review your Company is not having any revenue hence having loss of Rs. (29.92) Lakhs. However, the Company and the Board feel extremely optimistic that the performance of the Company will improve in future as the Company is looking forward to invest in land parcel and other infrastructure projects. The Board is also considering to enter into strategic business tie up with other corporates for projects execution and growth.



**4. CHANGE IN NATURE OF BUSINESS:**

During the year under review, there was no change in the nature of the business of the Company.

**5. DIVIDEND:**

Due to losses, the Directors of the Company have not recommended any dividend for the current financial year.

**6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 are not applicable as the Company has not declared and paid any dividend in previous years.

**7. TRANSFER TO RESERVES:**

For the FY 2023-24, the Company has transferred Rs. (29.92)Lakhs as loss, therefore as at 31<sup>st</sup> March 2024, the accumulated loss stands at Rs. (2,208.60)Lakhs.

**8. SHARE CAPITAL:**

The Share capital of your Company is Rs. 25,06,56,300/- divided into 2,50,65,630 Equity Shares of Rs. 10/- each with Voting Rights as at 31.03.2024.

**a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:**

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

**b. Issue of Sweat Equity Shares:**

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

**c. Issue of Equity Shares with Differential Voting Rights:**

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.

**d. Issue of Employee Stock Option:**

The Company has not issued any employee stock option during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

**9. PUBLIC DEPOSITS:**

There were no outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 at the end of the financial year. Your Company has not accepted any such deposits during the financial year 2023-24.

**10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Your Board consists of Five Directors including Three Independent (Non-Executive Directors). The declaration from all the Independent Directors are being obtained both at the time of appointment and at the First Board meeting of each Financial Year.



In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mrs. K. Vijaya Rani liable to retire by rotation at the 26<sup>th</sup> Annual General Meeting and being eligible has offered herself for re-appointment. Her re-appointment is being placed for your approval at the Annual General Meeting. Your Directors recommend her re-appointment as the Non-Executive Director of your Company.

Shri Kyatham Prabhakar Reddy and Shri Sripathi Ram Reddy have resigned from their directorship of the Company vide their resignation letter dated 5<sup>th</sup> August, 2024. Your Board has accepted the resignation w.e.f 12<sup>th</sup> August, 2024.

The Board of your Company has appointed Shri Snehith Muppuri and Shri Nalluri Venkata Chalapathi Rao as the Additional and Independent Directors of the Company w.e.f. 12.08.2024, subject to approval of shareholders of the Company. Their appointment as Independent Director will be placed in the 26<sup>th</sup> Annual General Meeting, before the members for their approval.

**Board Meetings:**

During the year under review, the Board of Directors met **Five (5)** times and the dates of the Board Meetings are:

Sr. No.	Date of Board Meeting
1.	30-05-2023
2.	10-08-2023
3.	25-08-2023
4.	10-11-2023
5.	12-02-2024

The details of the Meetings of Board are covered in the Corporate Governance Report.

**A. Key Managerial Personnel (KMP's):**

In compliance with the requirements of Section 203 of the Companies Act, 2013, following are the Key Managerial Personnel of the Company:

- 1. Mr. Guduru Satyanarayana - Managing Director
- 2. Mr. Manne Rama Koteswara Rao - Chief Financial Officer
- 3. CS. Vinda M\* - Company Secretary and Compliance Officer
- 4. CS. Deshna Jain\*\* - Company Secretary and Compliance Officer

\*CS Mrs. Vinda M has resigned from the post w.e.f. 29.02.2024.

\*\*CS Mrs. Deshna Jain was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 27.06.2024

**B. Declaration by Independent Directors:**

In accordance with Sub-section (7) of Section 149 of the Companies Act, 2013 (hereinafter called as “The Act”), the Independent Directors on your Board have given a Declaration that they meet the criteria of Independence as provided in sub section (6) of Section 149 of the Act. There has been no change in terms and conditions of appointment of Independent Directors, the Policy relating to their appointment is available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com).



During the year under review, a separate meeting of Independent Directors of the Company without the presence of non-independent directors and members of the management and all the independent directors were present in the meeting held on 12<sup>th</sup> February, 2024 in Compliance with the Regulation 25 of SEBI (LODR) Regulations 2015 in which the following matters were considered:

- i. Review of the performance of all the non-independent directors and the Board as a whole.
- ii. Review of the performance of the Chairman of the Company, taking into accounts the views of Executive Directors and Non-Executive Directors; and
- iii. Assessment of quality, quantity, and timeliness of flow of information among the Company, management, and the Board, which is necessary for the Board to perform their duties effectively and reasonably.

**C. Board Evaluation:**

The Board of Directors has carried out an Annual Evaluation of its own performance and has devised a Policy on Evaluation of performance of Board of Directors, Committees and Individual Directors, pursuant to the provisions of the Act, the Corporate Governance requirements and as prescribed by Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Extract of the Policy on Evaluation of Performance of the Board, its Committees and individual Directors, is available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com).

**D. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION AND CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF A DIRECTOR:**

Your Company has always considered sound advice from the Board and Senior Management as invaluable assets of the Company. The Nomination & Remuneration Policy of the Company is designed to identify the persons for appointment as Director, and other Senior Management and to attract, motivate, improve productivity and retain manpower by creating a congenial work atmosphere, encouraging initiatives and teamwork by creating a sense of belonging and involvement, besides offering appropriate remuneration packages.

The objective of the Policy on Criteria for Determining Qualifications, Positive Attributes, and Independence of a Director is to determine the qualifications, positive attributes, and independence of a director.

The Nomination & Remuneration Policy as well as Criteria for Determining Qualifications, Positive Attributes and Independence of a Director are placed on the Company's website [www.quantumbuild.com](http://www.quantumbuild.com).

**11. ANNUAL RETURN:**

The extracts of the Annual Return pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Draft of Annual Return Form No. MGT-7 will be available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com), and the web link for the same is [www.quantumbuild.com/investors.php](http://www.quantumbuild.com/investors.php)

**12. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Act, your directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2024 and of the loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;
- f) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

**13. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has Internal Financial Controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information. The details in respect of Internal Financial Controls are included in the Management Discussion and Analysis Report, which forms part of the Annual Report.

**14. AUDIT OF ACCOUNTS AND STATUTORY AUDITORS:**

As per the provisions of Section 139 of the Companies Act, 2013 M/s. Suryanarayana & Suresh, Chartered Accountants (Firm Registration No. 006631S), were re-appointed as Statutory Auditors of the Company by the members / shareholders in the Annual General Meeting held on 28<sup>th</sup> September 2022 for 5 consecutive years, for issuing the Audit report on the Financial position of the Company. The Board has recommended at the ensuing Annual General Meeting.

M/s. Suryanarayana & Suresh, Chartered Accountants (Firm Registration No 006631S), Statutory Auditors of the Company issued Auditors Report for the financial year ended 31<sup>st</sup> March, 2024 which is with unmodified opinion (unqualified). The observations made by the Statutory Auditors in their report for the financial year ended 31<sup>st</sup> March, 2024 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3)(f) of the Companies Act, 2013.

The auditors' report does not contain any qualifications, reservations, or adverse remarks.

**15. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed CS. Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad, to conduct the Secretarial Audit of the Company for the financial year 2023-24. The Report contains details of delays in compliance of SEBI (LODR) 2015, and penalties imposed by BSE Ltd during the year. The same are factual details and do not require any comments from the Directors.

The Secretarial Audit Report issued by the Secretarial Auditor for the financial year 2023-24 in **Form MR-3** as **Annexure-I** forms a part of this Report.

**16. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**17. INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):**

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

**18. DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS, IF ANY:**

During the year under review, there has been no one-time settlement of loans taken from banks and financial Institutions.

**19. CREDIT RATING OF BORROWING:**

Your Company is not required to obtain nor it has obtained any Credit Rating from ICRA or CRISIL- Credit Rating Agency.

**20. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

During the year, NONE of the employees are drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**21. RATIO OF REMUNERATION TO EACH DIRECTOR:**

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration of Managing Director (Mr. G. Satyanarayana), Managing Director of the Company to the median remuneration of the employees is Not Applicable since Managing Director is not paid any remuneration for the Financial Year 2023-24.

**22. STATUS OF LITIGATIONS :**

Mrs. Kodali Vijaya Rani, Promoter Director of the Company has filed a petition under Section 421 of Companies Act, 2013 with National Company Law Appellate Tribunal (NCLAT) at Chennai against 7 shareholders vide Petition No. 59 of 2022 arising out of the NCLT Order dt 15.06.2022 in CP No.240/241/HDB/2020. Matter was listed on 22.07.2024 and further adjourned for hearing on 04.10.2024.

An FIR has been registered by Mr. G.Satyanarayana in the capacity of Managing Director of Quantum Build-Tech Ltd vide FIR No.182 of 2020 U/s 420 IPC of CCS at Hyderabad against Accused Mr. Aveena Gudapati & other 7 Shareholders of Nex Pvt Ltd. During the course of Investigation the case is finally referred as "Lack of Evidence" and filed final report vide SR No.3221 of 2021 dt 31.05.2021.

Further the complainant filed a Protest Petition vide CrI M.P No.2307 of 2022, on the above Protest Petition the Hon'ble XII Addl Chief Metropolitan Magistrate Court, at Nampally made an Order on 21.10.2023 and issued a memo vide Dis No.2026/XII ACMM/HYD/2023 dt 17.11.2023 and directed the Investigating Agency to proceed

further investigation in this case on proper lines and submit the report. In pursuance to the above orders, the Dy. Commissioner of Police, CCS, DD, Hyderabad entrusted the case for further investigation. As per the Investigation conducted so far the offence established against the accused Mr. Aveena Gudapati & other 7 Shareholders of M/s. Necx Pvt Ltd and as such a Charge Sheet is being filed on 27.07.2024 against the accused A1-A7.

Company has filed a case under Negotiable Instruments Act vide Case No. 1290 of 2021 in the Court of VIII Metropolitan Magistrate for Cheque Bounce on Mr K. Phaneendra Kumar Proprietor of M/s. Sri Sai Techno Fab for Rs 2,00,00,000/- with interest and the case is posted to 30.08.2024 for the purpose of Defense Evidence.

Company has filed a case under Negotiable Instruments Act vide Case No. 1283 of 2021 in the Court of VIII Metropolitan Magistrate for Cheque Bounce on P.Krishna Prasad Proprietor of M/s. P R Consultancy for Rs. 1,00,00,000/- with interest and the case is posted to 30.08.2024 for the purpose of Defense Evidence.

Your company has received a GST Order for Financial year 2018-19, for payment of Tax. The Company has filed an appeal before the “Appellate Joint Commissioner (ST)”, Secunderabad Division on 15.07.2024.

**23. THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has placed an Anti-Sexual Harassment policy in line with the requirement of the Sexual harassment of Woman at Workplace (Prevention, prohibition and redressal) Act, 2013. There have been NIL complaints of such nature during the period under review.

**24. RISK MANAGEMENT:**

Risk mitigation continues to be a key area of concern for the Company, which has regularly invested in insuring itself against unforeseen risks. The Company’s stocks and insurable assets like furniture & fixtures, vehicles etc have been adequately insured against major risks.

The Board of directors of the Company has also formulated Risk Management Policy in place in accordance with the Act. The aim of risk management policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.

In the opinion of the Board, following are risks involved in the industry:

- a. High Interest rate.
- b. Fluctuation in prices of building materials.
- c. Competitive Risk due to entry of many players in local market.
- d. Operational Risk of market saturation.
- e. Stringent regulatory framework.
- f. Slow Disbursement of approvals.

**25. ESTABLISHMENT OF VIGIL MECHANISM:**

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company’s Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.



Whistle Blower Policy of your Company is available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com)

**26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company in its ordinary course of business has entered Contract/Arrangement and paid / provisioned rent of premises amounting to Rs. 1,14,000/- (Rupees One Lakh Fourteen Thousand only) to the Director during the financial year 2023-24. The transaction is on Arm's Length basis. In pursuant to Sec. 188(1) of the Companies Act, 2013, **Form AOC-2** is annexed herewith as **Annexure - III**.

**27. PARTICULARS OF LOANS, GUARANTEES, INVESTMENT AND SECURITIES.**

The Company has not given any loan to any person or other body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person or acquired by way of subscription, purchase or otherwise, the securities of any other body corporate during the financial year under review.

**28. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

During the financial year under review, the Company's performance does not attract the provisions set out under Section 135 of the Companies Act, 2013 read with rules made thereunder. Hence, the compliances to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable.

**29. CORPORATE GOVERNANCE:**

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the Company.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. The said Code of Conduct is available on Company's Website, [www.quantumbuild.com](http://www.quantumbuild.com)

A report on Corporate Governance pursuant to Regulation 34 (3) of the SEBI Listing regulations, covering amongst other details of Meetings of the Board and Committees along with a Certificate for compliance with the Corporate Governance requirements of Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of SEBI (LODR) Regulations, 2015, as applicable, with regard to Corporate Governance, issued by CS. Ajay Suman Shrivastava, a Practicing Company Secretary, forms part of the Annual Report.

**30. NOMINATION AND REMUNERATION COMMITTEE:**

The Company has constituted Nomination and Remuneration Committee of Directors in accordance with the requirements of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015. The details are given in the Corporate Governance report attached hereto.

**31. SUBSIDIARY, HOLDING, ASSOCIATE COMPANIES AND JOINT VENTURES:**

The Company does not have any Subsidiary, Holding, Joint Venture or Associate Company as on date.

**32. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate, till the date of this report.

**33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are as follows:

**CONSERVATION OF ENERGY:**

1.	The steps taken or impact on conservation of energy.	Your Company requires minimal energy consumption and every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.
2.	The steps taken by the company for utilizing alternate sources of energy.	
3.	The capital investment on energy conservation equipments.	

**TECHNOLOGY ABSORPTION:**

1.	The efforts made towards technology absorption.	Since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.
2.	The benefits derived like product improvement, cost reduction, product development or import substitution.	
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) the details of technology imported the year of import;- whether the technology been fully absorbed;- if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.	
4.	The expenditure incurred on Research and Development.	NIL

**FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Particulars of foreign currency earnings and outgo during the financial year are **NIL**.

**34. PREVENTION OF INSIDER TRADING:**

The Board has formulated code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company at [www.quantumbuild.com](http://www.quantumbuild.com).





**35. LISTING:**

The shares of your Company are listed at Bombay Stock Exchange (BSE Ltd). The Company has duly complied with all the requirements of concerned Stock Exchange in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. There have been some instances of delay in compliance as reported elsewhere in the Annual Report.

**36. ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation and sincere thanks to all government agencies, banks, shareholders, vendors and other related organizations, who through their continued support and co-operation, have helped, as partners, in your Company's progress. Your Directors also acknowledge the hard work, dedication and commitment of the employees.

**For and on behalf of the Board**

Date: 28.08.2024  
Place: Hyderabad

**Guduru Satyanarayana**  
Managing Director  
DIN: 02051710

**Kodali Vijaya Rani**  
Director  
DIN: 00102286

<b>Annexure</b>	<b>Contents</b>
<b>I</b>	<b>Secretarial Audit Report - Form MR – 3</b>
<b>II</b>	<b>Annual Secretarial Compliance Report</b>
<b>III</b>	<b>Particulars of Contract with related parties - Form AOC – 2</b>
<b>IV</b>	<b>Certificate for Non Disqualification of Directors</b>
<b>V</b>	<b>Management Discussion and Analysis</b>
<b>VI</b>	<b>Corporate Governance Report and certificate thereto</b>

**Form MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**QUANTUM BUILD-TECH LIMITED**  
8-1-405/A/66 Dream Valley,  
Near O.U. Colony, Shaikpet,  
Hyderabad-500008, Telangana.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **QUANTUM BUILD-TECH LIMITED (CIN: L72200TG1998PLC030071)** (herein called the QBL / Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit for the period, both physical and remotely, I hereby report that in my opinion, the Company, **Quantum Build-Tech Limited**, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024, has complied with the statutory provisions listed hereunder, except specifically stated and also that the Company has proper Board processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as applicable during the period under review
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended; *Not applicable to the Company during the period under review as no further issue has been made.*
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *Not applicable to the Company for the period under review.*
  - e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SDD requirement compliance.



- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with its members;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *Not applicable to the Company for the period under review.*
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not applicable to the Company for the period under review.*
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021: *Not applicable to the Company for the period under review;*
- j) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as Amended with some delays in specific compliance during the period,
- k) Other regulations and circulars/ guidelines issued thereunder; (as applicable)

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended.

During the Audit period under review and as per the clarification, representations provided by the Management in writing and oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications and following actions were taken by the Regulators during the year under review:

- a) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks
1.	Nil	Nil	NA

*NOTE: The Annual Listing Fees paid with delay due to reconciliation issues with BSE Ltd.  
No penal action taken by BSE against the Company for the delay.*

- b) The Company has taken the following actions to comply with the observations made in previous reports :

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 24A – Filing of Annual Secretarial Compliance Certificate	Delayed Compliance. Filed with a delay of One day	Has been complied with. Penalty imposed Rs. 2360/- (Amount of Rs. 2000/- + GST 360) Penalty amount paid on 16.07.2022.	Satisfactory compliance has been done.

I further report that, during the period under review,

- i. The Petitioner- Director preferred an Appeal before the hon'ble National Company Law Appellate Tribunal at Chennai against the order for dismissal of petition u/s 241. The matter is under hearing at NCLAT as at the year end.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Two of the Independent Directors who had completed their term during the year and were reappointed for a further term. One of the Independent Director has attained the age of 75 years and his re-appointment was duly approved in the Annual General meeting held on 28.09.2022.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

**I further report that** compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**I further report that**, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that**, the Company being in the real estate and construction business, the Company is subject to the compliance of provisions of such acts like, Housing Board Act, 1965, Transfer of Property Act, 1882, Building and other Construction Workers' (Regulation of Employment and conditions of services) Act, 1996 and prevalent Labour Laws. During the period under review, all the compliances regarding to the said acts and laws are duly complied with, wherever applicable.

Further, this report is to be read with the letter of even date as attached in Annexure -A and forms part of this report.

**AJAY SUMAN SHRIVASTAVA**

Company Secretary in Practice

FCS No.: 3489

C.P.No.: 3479

UDIN : **F003489F000835617**

**Date: 26.07.2024**  
**Place: Hyderabad**



**'ANNEXURE – A'**

To,  
The Members  
**QUANTUM BUILD-TECH LIMITED**  
8-1-405/A/66 Dream Valley,  
Near O.U Colony, Shaikpet,  
Hyderabad- 500008, Telangana.

This letter is to be read with the report even date and forms an integral part of this Secretarial Audit report for the year ended 31<sup>st</sup> March 2024:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: 26.07.2024**  
**Place: Hyderabad**

**AJAY SUMAN SHRIVASTAVA**  
Company Secretary in Practice  
FCS No.: 3489  
C.P. No.: 3479  
UDIN : F003489F000835617

**SECRETARIAL COMPLIANCE REPORT OF QUANTUM BUILD-TECH LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

[Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.]

To,  
The Members  
**QUANTUM BUILD-TECH LIMITED**  
8-1-405/A/66 Dream Valley, Near O.U. Colony,  
Shaikpet,  
**Hyderabad-500008, Telangana**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **QUANTUM BUILD-TECH LIMITED** (“the listed entity”) (having BSE Scrip Code –538596 and CIN: L72200TG1998PLC030071), having registered office at 8-1-405/A/66, Dream Valley, Near O.U. Colony, Shaikpet, Hyderabad-500 008, Telangana. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Ajay Suman Shrivastava, have examined:

- a) all the documents and records made available to us and explanations provided by Quantum Build-Tech Limited (“the listed entity”)
- b) the filings / submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2024 (“Review Period”)** in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the period under review);**



- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the period under review);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the period under review);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the period under review);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) other regulations and circulars / guidelines issued thereunder; (as applicable)

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

I (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by SEBI/ BSE/ NSE	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Filing of Annual Secretarial Compliance Report on the day of adoption by Board	Regl 24A	Filed with ONE day delay	BSE	Monetary penalty	ASC adopted on 30.05.2022. Filed with BSE on 01.06.2022	Rs. 2000 + GST Total Rs. 2360/-	Penalty was duly paid	One day delay due to technical reason	NIL
2.	Delay in payment of Annual Listing Fees	Regl-11	Notices received	BSE	NIL	Delay in payment	NIL	NA	Due to reconciliation of earlier payment delayed from BSE	NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.23	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Remarks
NIL during the review period.							

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing /re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA since there is no such instance during the period under review.	There is no such instance during the period under review.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In Case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>There is no such instance during the period under review.</p> <p>NA</p> <p>NA</p> <p>There is no such instance during the period under review.</p> <p>There is no such instance during the period under review.</p>





3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/114/2019 dated 18th October, 2019.	NA	No Subsidiary exists.
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III. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes, to the extent applicable	NA
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes Yes	NA NA
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes Yes Yes	NA NA
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	No subsidiaries exist for the Company.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL

7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	NA NA
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Fine of Rs. 2000 + GST imposed and paid for the year 2023 ASC filing.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	NA	NA

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**AJAY SUMAN SHRIVASTAVA**

FCS No. 3489

C.P. No.: 3479

Peer Review Cert No: 2029/2022

UDIN: F003489F000464114

Place: Hyderabad

Date: 28.05.2024



**FORMAOC -2**

**Disclosure of Particulars of Contracts / Arrangements entered into with related parties under Section 188(1) of the Companies Act, 2013 including certain arm's length transaction thereto**

*[Pursuant to clause (b) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]*

**I. Details of contracts or arrangements or transactions not at Arm's length basis:**

S.No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	-
2.	Nature of contracts / arrangements / transaction	-
3.	Duration of the contracts / arrangements / transaction	-
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	-
5.	Justification for entering into such contracts or arrangements or transactions?	-
6.	Date of approval by the Board	-
7.	Amount paid as advances, if any	-
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

**II. Details of contracts or arrangements or transactions at Arm's length basis:**

S.No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Mrs. Kodali Vijaya Rani - Director
2	Nature of contracts / arrangements / transaction	Payment of Rent
3	Duration of the contracts / arrangements / transaction	Regular on year to year basis
4	Salient terms of the contracts or arrangements or transaction including the value, if any	The Company in its ordinary course of business has entered into Contract / Arrangement and paid / provisioned rent of premises amounting to Rs. 1,14,000/- (Rupees One Lakh Fourteen Thousand only) to the Director during the financial year 2023-24. The transaction is on Arm's Length basis.
5	Date of approval by the Board	12-04-2019
6	Amount paid as advances, if any	Nil

**For Quantum Build-Tech Limited**

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para - C Sub clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members**

**Quantum Build-Tech Limited**

8-1-405/A/66 Dream Valley, Near O.U Colony, Shaikpet,  
Hyderabad, Telangana - 500008.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Quantum Build-Tech Limited** having **CIN: L72200TG1998PLC030071** and BSE Code: 538596, having registered office at 8-1-405/A/66, Dream Valley, Near O.U Colony, Shaikpet, Hyderabad, Telangana, India - 500008. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of Appointment/ Re-appointment
1.	Mr. Guduru Satyanarayana	02051710	01/08/2019
2.	Mr. Prabhakar Reddy Kyatham*	00966105	04/12/2020
3.	Mr. Saraswathi Kumar Kanduri	02788086	28/09/2022
4.	Mr. Ramreddy Sripathi*	06390971	28/09/2022
5.	Mrs. Kodali Vijaya Rani	00102286	04/12/2020

\* Both the Directors have resigned wef 12.08.2024. New Directors also appointed.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**AJAY SUMAN SHRIVASTAVA**

FCS No. 3489

C.P. No.: 3479

UDIN: F003489F001057399

Place: Hyderabad

Date: 27.08.2024

**MANAGEMENT DISCUSSION & ANALYSIS REPORT****Industry Structure and Developments:**

The Construction industry is one of the most important industries that drives the economic growth and infrastructure development of all countries along with employment creation. It includes all types of construction activities such as residential, commercial, and infrastructure construction. The construction industry is highly interlinked with other industries; hence it plays a crucial role in stimulating economic activity. However, the construction industry is highly susceptible to economic fluctuations and is majorly impacted during economic downturns and recessions. In addition, during economic downturns and recession, there is significant economic decline, which is often characterized by reduced economic activity, falling GDP, and high unemployment rates.

India's construction industry is the fourth largest in the world, and is expected to grow to \$1.4 trillion by 2025. It's the second-largest employer in the country, after agriculture, with over 51 million people employed. The industry is made up of 250 sub-sectors, including real estate and infrastructure construction, and contributes around 9% to India's GDP.

Despite growing global vulnerabilities, better demand conditions, settled GST implementation, expansion from growing investments in infrastructure, continuing positive effects of reform policies and improved credit off take especially in the service sector the of take of real estate industry has been steep in Hyderabad and has galloped ahead of other major cities in India.

**Indian and Hyderabad Real Estate Sector:**

The Indian real estate sector has witnessed a steady growth over the last two years and with the implementation of RERA Regulations, the trust factor has found its footing in the industry. The Indian Government focus on Home for all and Sate Government scheme for Double Bedroom Flats has given a large impetus to the market in an around Hyderabad.

The real estate sector is observably one of the most fragmented sectors in the country, engaging a large workforce and contributing around 7% to Indian GDP. Metro cities such as Mumbai and Delhi-NCR are gaining maximum traction due to being a hub for businesses. However, compared to other competitive metro markets, Hyderabad is set to become the most promising real estate destination in the country. As per a recent industry report, Hyderabad, along with Mumbai and Pune, will be driving growth in the real estate sector in 2024.

The rapid development of the Outer Ring Road and the sprawling metropolitan area not only connects the major economic zones but also positions Hyderabad as an attractive investment destination.

**Opportunities:**

The Real Estate Regulatory Act (RERA) was aimed at ensuring accountability and infusing transparency and uniformity in practices prevalent in the real estate sector, and has been very widely adopted by Governments and Corporates alike, which is bringing more credibility to the sector.

On the other hand, incentives for affordable housing coupled with lower GST rate has increased demand for under-construction segment, a trend which is expected to continue in 2023-24 as well. In terms of city, Hyderabad (West Hyderabad – Madhapur, Gachibowli, areas adjoining ORR) along with other cities like Bangalore, Chennai, Mumbai are expected to drive demand in present and next year as more Work From Home options will leave spendable/ investible income in hands of working class.

**Outlook:**

The outlook for the real estate sector is encouraging. With increasing urbanisation, the housing industry is poised for a significant transformation," the survey document said The Economic Survey has projected a positive outlook for the real



estate sector with housing demand set to rise on rapid urbanisation, but described legacy stalled projects as a “challenge”.

“Real estate and ownership of dwellings have accounted for over seven percent of the overall GVA (gross value added) in the past decade, highlighting their integral role in the economy,” the survey said, which was tabled in the Parliament by Union Finance Minister Nirmala Sitharaman.

Hyderabad’s real estate future looks bright and is driven by the city’s booming IT sector and a growing population exceeding 10 million. You can anticipate a surge in demand for homes and offices, creating abundant opportunities for investors and developers. The Telangana government’s friendly policies, like simplified permits and tax incentives, will likely accelerate growth.

The Company believes that demand conditions in the real estate sector are exhibiting clear signs of improvement and the Management is positive that the Company will be able to strike some small or medium sized housing projects in near future and be able to take advantage of potential revival in economic growth and its resultant positive effects on the real estate sector over the medium term. The Company shall continue to strive to acquire new projects to increase sales and profitability. However, the Company has not carried on any business activity during the Financial year under review.

### **Risks and Concerns:**

The Company works in an environment which is affected by various factors, some of which are controllable while some are outside the control of the Company. Owing to the nature of the industry in, it is exposed to a variety of risk factors. These risks include waning support for multilateral approaches; the escalation of trade policy disputes; financial instabilities linked to elevated levels of debt; and rising climate risk, as the world experiences and increasing number of extreme weather events. The Company has developed a robust risk management framework consisting of identification, assessment, mitigation, monitoring of risks; which, in turn reduces the volatility due to unfavorable internal and external events and facilitates risk. The Management identifies the following risks:

**Economic risk:** The pandemic has given a hard lesson to one and all in terms of complete shut down of all economic activity and such unexpected development in any of the macroeconomic variables that may adversely impact the Company’s profitability or viability are a major threat. Real estate is a cyclical industry and is affected by the changes in variables like interest rate, GDP Growth, purchasing power, inflation, Government policies, GST rates, among others.

**Execution Risk:** The Real Estate and construction projects are subject to various execution risks like regulatory hurdles, delay in receipt of approvals, availability of labour and raw material, etc. Any such delay may result in cost overruns and impact the Company’s operations unfavorably.

**Liquidity Risk:** The primordial approach of Bankers and financial institutions towards mid sized Real estate companies has not undergone any suitable change and has slowed disbursements to the real estate sector, banks becoming more cautious, developers are finding it a challenge to raise funds for the projects and are being forced to other financial routes, which in turn is increasing their cost of capital, inadequate funding resources may have an impact on the liquidity position of the Company. Also there is a large mismatch between the supply and actual demand in terms of unit and ticket size.

**Rising Input Cost:** The real estate industry is a capital and work focused sector, accordingly, an ascent in the cost of work makes issues in the development of the project in focus. Besides, uncalled for routine with regards to specific segments of merchants and concrete industry by raising the cost, makes issues in the completion of the project a highly unprofitable gamble.

### **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The



systems are updated and monitored on a continuous basis. The Company's internal control systems are further supplemented by Internal Audit conducted by competent finance executives and periodic review by Management. The Company has clearly laid down policies, guidelines and procedures which form part of its internal control system.

The Audit Committee of the Company consists of Independent Directors who possess expert knowledge and vast experience. They periodically review accounting records and various Accounts/statements prepared by the accounting department. They advise the senior management of the Company for any precautionary steps to be taken, as required from time to time. During the year under review, four meetings of Audit Committee were held to review, inter alia, the internal audit/controls along with management comments and initiated follow-up actions thereon.

#### **SHARE CAPITAL**

The Paid-up Share Capital of your Company as on 31<sup>st</sup> March 2024, is Rs. 25,06,56,300/- divided into 2,50,65,630 Equity Shares of Rs. 10/- each with Voting Rights.

#### **SECURED LOANS**

The Company has no secured loans at the end of the Financial year 2023-24.

#### **FIXED ASSETS**

The Fixed Asset (Gross Block) as on 31<sup>st</sup> March 2024 amounts to Rs. 2.84 Lakhs.

#### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Manpower is biggest strength in any Sector. The Company has maintained cordial relations with its employees across all levels of the organization during the period under review. Human resource continues to be core strength and always endeavors to work towards having satisfied workforce. The key HR objective is to ensure that our employees are aware of the role they are expected to play in the organization to be able to drive organizational momentum. Going ahead, the Company will continue to invest in its people to strengthen its delivery model.

As on 31<sup>st</sup> March, 2024, the manpower strength of the Company was 5 members which comprises professionals from diverse backgrounds like engineering, finance, taxation, secretarial, legal, management, business, supervisors, skilled and semi-skilled workers.

#### **Disclaimer:**

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation, etc. The shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.

**CORPORATE GOVERNANCE REPORT**

**I.** The Board of Directors of the Company present the Company's Report on Corporate Governance for the financial year ended March 31, 2024 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations"), and any other amendments.

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2023-24 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

Corporate governance is the set of processes, customs, policies, laws and institutions affecting the way a company is directed, administered or controlled. It is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers.

Corporate governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

**II. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders. The same assumes utmost importance when the business is low and the Company is faced with outside factors that continue to threaten its very existence due to nefarious activities against the Company. Only the strong corporate governance framework of the Company is instrumental in safeguarding the interest of all stakeholders.

The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure. The entire governance structure is actively supervised by the Board of Directors, who oversees management activities and ensures their effectiveness in delivering value.

The Company is in compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as entered into with the Stock Exchange with regard to Corporate Governance.

**III. BOARD OF DIRECTORS:**

The composition of the Board of Directors of the Company is in conformity with the Listing Regulations and the Companies Act, 2013 (the Act). As on 31<sup>st</sup> March 2024, the Board comprised of Five Directors, out of which One (1) is Executive Director, One (1) is Non-Executive Director, and Three (3) are Independent Directors.

None of the Independent Directors on the Board serve as an Independent Director in more than seven listed companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





The Board is headed by Executive Chairman who extends wholehearted support to all the Directors, business heads and associates. The Composition and category of Directors is as follows:

**A. COMPOSITION AND CATEGORY AND ATTENDANCE OF DIRECTORS :**

Name	Designation	Category	No.of Board Meetings Attended	Attendance at AGM Held On 29.09.2023	Directorships In Other Companies
Mr. Guduru Satyanarayana	Managing Director	Executive	5	Present	0
Mrs. Kodali Vijaya Rani	Director	Non- Executive Promoter	5	Present	1
Mr. Kanduri Saraswathi Kumar	Director	Independent Non-Executive	5	Present	0
Mr. Kyatham Prabhakar Reddy	Director	Independent Non-Executive	4	Present	2
Mr. Sripathi Ram Reddy	Director	Independent Non-Executive	2	Not-Present	0

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

The Company is in compliance with Section 203 of the Companies Act, 2013 read with Sections 2(19) & 2(51) of Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, including any statutory modification or re-enactment thereof. The Company has designated Mrs. Vinda. M as Company Secretary and Mr. M. R. Koteswara Rao as Chief Financial Officer of the Company.

Further, CS Mrs. Vinda M has resigned as Company Secretary of the Company w.e.f. 29.02.2024.

The Company has appointed Mrs. Deshna Jain as Company Secretary & Compliance officer of the Company w.e.f. 27.06.2024 and designated her as Company Secretary of the Company. Shri Kyatham Prabhakar Reddy and Shri Sripathi Ram Reddy have resigned from their Directorship of the Company wide their resignation letters dated 5<sup>th</sup> August, 2024. Your Boards has accepted the resignation w.e.f. 12<sup>th</sup> August, 2024.

The Board of your Company has appointed Shri Snehith Muppuri and Shri Nalluri Venkata Chapalathi Rao as the Additional and Independent Directors of the Company w.e.f. 12<sup>th</sup> August, 2024, subject to approval of shareholders of the Company. Their appointment as Independent Director will be placed in the 26th Annual General Meeting before the members for their approval.

**B. MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors have met Five (5) times during the financial year on 30.05.2023, 10.08.2023, 25.08.2023, 10.11.2023, and 12.02.2024.

Independent Directors have convened their meeting on 12.02.2024, in accordance with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, without the presence of Non-Independent Directors and members of the management and all the Independent Directors were present at the meeting.

**C. MINUTES OF THE BOARD MEETING:**

The minutes of the proceedings of every Board Meeting and all Committee Meetings were prepared within 30 days from the conclusion of the respective meeting and were subsequently approved / signed by the respective Chairman.

**D. CODE OF ETHICS:**

The Company’s Board has laid down a Code of Conduct for all Board members and designated senior management of the Company. The code of conduct is available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com). All Board members and senior management personnel have affirmed compliance with the code of ethics for the year 2023-24. A declaration signed by the Managing Director and Chief Financial Officer to this effect is attached to this Report.

**E. DECLARATION OF INDEPENDENCE BY DIRECTORS:**

The Company has received declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that the Independent Director meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has also laid down the Code of conduct for all the Directors and senior management personnel of the Company. Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V (D) the Annual Report of the Company shall contain Declaration signed by the Chief Executive officer stating the compliance of Code of Conduct by the Board of Directors and Senior Management, to give effect to the same the Company has received the affirmation and is annexed with this Report as **“Annexure-I”**.

**F. BOARD COMMITTEES:**

The establishment of Board Committees imparts focus to the Board’s oversight. They improve the effectiveness of the Board in areas where more focus and specialization are deemed necessary. In accordance with the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted three Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

**1. AUDIT COMMITTEE:**

The Audit Committee’s role shall flow directly from the Board of Directors’ overview function on corporate governance, which holds the Management accountable to the Board and the Board, in turn, accountable to the shareholders. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditors and notes the processes and safeguards deployed by each of them.

There has been no change in the composition of the Audit Committee, during the year. During the period under review, **Four** Audit Committee meetings were held respectively on **30.05.2023, 10.08.2023, 10.11.2023 and 12.02.2024**.

The attendance of Directors at the Audit Committee Meeting held during the year 2023-24.

Name	Designation	Meetings Held	Meetings Attended
Mr. Kyatham Prabhakar Reddy	Chairman	4	3
Mr. Sripathi Ram Reddy	Member	4	2
Mr. Kanduri Sarswathi Kumar	Member	4	4

**Terms of Reference:**

The terms of reference of the Audit committee include the following:



1. Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board.
2. A check on the financial reporting process and the disclosure of its information to ensure that the financial statements are correct.
3. Review the significant related party transactions, if any.
4. Having discussions with statutory auditors and internal auditors of the company in respect of the financial statements of the company.
5. Suggesting recommendation to the Board on Audit report and Financial Management of the Company.
6. Review the internal control systems and ensure adherence thereto.
7. Recommendation with respect to fixation of audit fees, and any other services by auditors.

**2. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company meets the criteria laid down under Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. The purpose of the Nomination and Remuneration Committee is to oversee the selection of members of the Board based on criteria related to the specific requirement of expertise, independence, and execution. The Nomination and Remuneration Committee also evaluates the performance of the Board members, inclusive of the executive members based on the expected performance criteria.

The Nomination and Remuneration Committee of the Company as at 31.03.2024 comprises of three directors, all of them being non-executive independent directors.

**Meetings of the Committee and Attendance:**

During the period under review, **One** Nomination and Remuneration Committee meeting was held on **25.08.2023**.

The attendance of the Directors in the Meetings is stated below:

Name	Designation	Meetings Held	Meetings Attended
Mr. Kanduri Sarswathi Kumar	Chairman	1	1
Mr. Sripathi Ram Reddy	Member	1	–
Mr. Kyatham Prabhakar Reddy	Member	1	1

The terms of reference of the Committee are as given below:

- ❖ Make recommendation to the Board regarding the setup and the Composition of the Board.
- ❖ The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board policy, relating to the remuneration for the directors, Key managerial Personnel, and employees.
- ❖ Formulate criteria for evaluation of Independent directors and the Board.
- ❖ Identify the qualification criteria for the Directors and Key Managerial Personnel (KMP)
- ❖ The Committee shall ensure appropriate disclosure on the remuneration of the Managing Director and whole-time director, the management of the Company and benefits for Executive Director(s), Non-Executive Director(s) and to look after the issues relating to employee's remuneration.
- ❖ Recommended to the Board appointment or reappointment of the Directors and the appointment of KMP and executive team members.

**Remuneration Policy:**

The Company has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is available on the website of the company [www.quantumbuild.com](http://www.quantumbuild.com).

Details of Remuneration paid to Director

Particulars	Mr. Guduru Satyanarayana Managing Director	
	2023-24	2022-23
Salary	---	---
Perquisites	---	---
<b>Total</b>	---	---

**Non-Executive Directors:**

Non- Executive Directors of your Company are not entitled to any fees / remuneration or such other pecuniary benefits for attending Board and Committee Meetings.

Note : The details of remuneration of other KMP's is given elsewhere in the report.

**3. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Company comprises of **THREE** Directors. In accordance with Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the SEBI (LODR) Regulations, 2015.

**Terms of reference:**

To look into redressal of shareholders' and investors' grievances, complaints, issue of duplicate / consolidated share certificates and review of cases for refusal of transfer / transmission of shares and reference to statutory and regulatory authorities. The Committee also takes measures for timely Transfer of Shares made during the year.

**Meetings of the Committee and Attendance:**

The Committee held its meeting on **12.02.2024** for noting / approval of the Share Transfers of the Company during the year.

Name	Designation	Meetings Held	Meetings Attended
Mr. Sripathi Ram Reddy	Chairman	1	1
Mrs. Kodali Vijaya Rani	Member	1	1
Mr. Kanduri Saraswathi Kumar	Member	1	1

Further, there are no pending grievances of shareholders as on the date of the report.

**G. WHISTLE BLOWER POLICY / VIGIL MECHANISM:**

In accordance with Section 177 of the Companies Act, 2013, the Company has laid down an elaborate Vigil Mechanism and Whistle blower Policy to safeguard the assets of the company and also to safeguard the personnel who are bestowed with the responsibility of keeping a watch of the same.

The Policy approved by the Board is available on the website of the company [www.quantumbuild.com](http://www.quantumbuild.com).

**H. ANNUAL GENERAL MEETINGS:**

Details of Previous Annual General Meetings:

Day	Date	Time	Venue
Thursday	30 <sup>th</sup> December, 2021	12.00 Noon	Through Video Conferencing (VC) and Other Audio Visual Means (OAVM)
Wednesday	28 <sup>th</sup> September, 2022	11.30 A.M.	Through Video Conferencing (VC) and Other Audio Visual Means (OAVM)
Friday	29 <sup>th</sup> September, 2023	12.30 A.M.	Through Video Conferencing (VC) and Other Audio Visual Means (OAVM)

**Details of resolutions passed in previous Annual general Meeting dated 29<sup>th</sup> September, 2023: -**

1. Details of Ordinary Resolution passed is as follows: -
  - i. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors' and Auditor's thereon;
  - ii. To re-appoint Mrs K. Vijaya Rani (DIN: 00102286 ) who retires by rotation and being eligible offers herself for re-appointment.
2. Postal ballot resolution, any such proposal- **NIL**.

**I. DISCLOSURES:**

- a) No transaction of material nature has been entered into by the company with directors or management and their relatives etc. that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- b) During the last three years under review, there have been delays in Compliance by the Company on several matters related to the SEBI- ICDR and SEBI- LODR and BSE Limited has imposed penalties for which sufficient explanations were offered by the Company and some of the penalties have been waived or reduced as per Standard Operating Practices of BSE Limited. There are no adverse orders passed by SEBI during the year.
- c) The Company is largely in compliance with all the mandatory requirements of Corporate Governance and has fulfilled the non- mandatory requirements as prescribed in SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015.
  - i. The Auditors in their Report on the Annual Financial Statements of the Company have not made any qualifications and reservations.

- ii. The Company has adopted Vigil Mechanism i.e. Whistle Blower Mechanism to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- iii. The Company has followed the IND Accounting Standards (IND AS) as issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the Financial Statements.
- iv. The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.

**J. CEO CERTIFICATION:**

As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO and CFO certification is annexed to this Corporate Governance Report as **"Annexure- II"**.

**K. MEANS OF COMMUNICATION:**

The website of the Company- [www.quantumbuild.com](http://www.quantumbuild.com) is the primary source of information regarding the operation of the Company and the information as mandated in Regulation 46 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The quarterly, half yearly and annual financial results of the Company are published in the prescribed format in newspaper. Further, the Annual report which inter alia, the Directors Report, Management Discussion and Analysis Report; report on Corporate Governance is another channel of communication to the Shareholders.

**L. OTHER DISCLOSURES:****i) Disclosure on materially significant related party transactions**

During the Financial Year 2023-24, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. All Related Party transactions entered during the year were in ordinary course of the business and on Arm's Length basis. In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at [http:// www.quantumbuild.com/investors](http://www.quantumbuild.com/investors). The said policy defines the materiality of related party transactions and lays down the procedures of dealing with Related Party transactions. All Related Party transactions are placed before the Board of Directors and the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length.

**ii) Details of non-compliance by the Company**

The following are the details of actions taken against the Company by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:



Sr. No.	Action taken by	Details of violation	Details of action taken Ex. fines, warning letter, debarment, etc.	Observations / Remarks
1.	BSE Ltd	Reg 11	Delay in payment of Annual Listing Fees.	Due to reconciliation of earlier payment, delayed from BSE.

**iii) Establishment of vigil mechanism and whistle blower policy**

In accordance with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. It also provides for adequate safeguards against victimization of Directors and employees who avail the mechanism. No personnel have been denied access to the Audit Committee pertaining to the Whistle Blower Policy. The Whistle Blower Policy is available on the website of the Company at [www.quantumbuild.com](http://www.quantumbuild.com).

**iv) Details of compliance with Mandatory requirements**

During the financial year 2023-24, the company has complied with all mandatory requirements as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**v) Affirmation and Disclosure**

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31<sup>st</sup> March, 2024 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report. The company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations, to the extent applicable to the Company.

**DECLARATION REGARDING CODE OF CONDUCT:**

To the Shareholders,

I hereby declare that in terms of Regulation 26(3) of the SEBI Listing Regulations, all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company as on 31st March, 2024.

**For and on behalf of the Board**

**Date: 28.08.2024**  
**Place: Hyderabad**

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**

**Kodali Vijaya Rani**  
**Director**  
**DIN: 00102286**

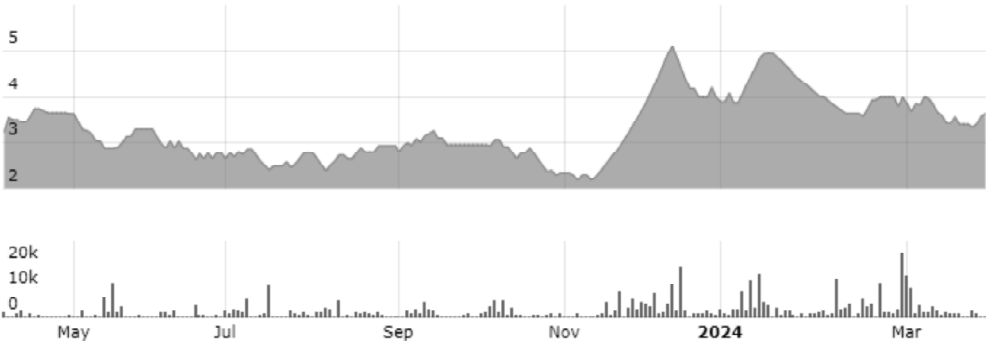


**M. MARKET PRICE DATA AND PERFORMANCE COMPARISON:**

1) The market price data High, Low and Close during each month from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024 are mentioned below:

Monthly Market Price details from 01.04.2023 to 31.03.2024			
Trade Month	High (In Rs)	Low (In Rs)	Close (In Rs)
April, 2023	3.90	2.95	3.63
May, 2023	3.63	2.75	3.29
June, 2023	3.29	2.50	2.78
July, 2023	2.94	2.38	2.78
August, 2023	2.94	2.40	2.94
September, 2023	3.36	2.80	2.96
October, 2023	3.07	2.30	2.35
November, 2023	3.23	2.15	3.23
December, 2023	5.19	3.39	3.99
January, 2024	4.95	3.88	4.17
February, 2024	4.17	3.57	3.99
March, 2024	4.20	3.24	3.64

2) Performance Comparison:





**N. DISTRIBUTION OF SHAREHOLDING AS AT 31<sup>ST</sup> MARCH, 2024 :**

Category/ No. of Shares	Number of Holders	% of Total Holders	Number of Shares	% of Total Shares
Up to - 500	3862	87.91	383166	1.53
501 - 1000	185	4.21	149606	0.60
1001 - 2000	154	3.51	220665	0.88
2001 - 3000	44	1.00	109799	0.44
3001 - 4000	17	0.39	60314	0.24
4001 - 5000	22	0.50	100214	0.40
5001 - 10000	41	0.93	291963	1.16
10001 and above	68	1.55	23749903	94.75
<b>Total</b>	<b>4393</b>	<b>100</b>	<b>25065630</b>	<b>100</b>

**O. GENERAL SHAREHOLDERS INFORMATION:****TWENTY SIXTH ANNUAL GENERAL MEETING (AGM) DETAILS:**

<b>Details of the Meeting: Twenty Sixth Annual General Meeting (AGM)</b>	<b>Date</b> Saturday, 28 <sup>th</sup> September, 2024 <b>Time</b> 11:30 A.M. <b>Venue</b> Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Financial year	2023 - 24
Dates of Book closure:	Saturday, 21 <sup>st</sup> September, 2024 to Saturday, 28 <sup>th</sup> September, 2024 (Both days inclusive)
Dividend Payment Date	Not Applicable.
Listing Stock Exchanges	BSE Limited
The Listing Fee	Listing fees for the year 2023-24 has been paid by the company.
Stock Code (BSE Limited)	QUANTBUILD - 538596
CIN No.	<b>L72200TG1998PLC030071</b>
ISIN No.	<b>INE222B01028</b>



Category wise Shareholding	Category	Number of Equity Shares Held	% of Shareholding
as at 31 <sup>st</sup> March, 2024:	Promoters	59,99,731	23.94
	Public Holding	1,90,65,899	76.06
	<b>Total</b>	<b>2,50,65,630</b>	<b>100.00</b>
Registrar & Share Transfer Agents:	<b>Venture Capital &amp; Corporate Investments Pvt. Ltd.</b> Address: AURUM” Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave, Phase -II Gachibowli, Hyderabad -500032.		
Share Transfer Process	The Company’s shares are traded in Demat form at the Stock Exchange. Only Off- market trades can be delivered in physical form. All shares received for transfer are processed & returned to the shareholders within 15 days of receipt / lodgment.		
Dematerialization of Shares:	The Company has entered into separate Tripartite Agreement with the Depository NSDL / CDSL along with M/s Venture Capital & Corporate Investments Private Limited as Registrar and Share Transfer Agents. As on 31.03.2024 a total of 2,48,97,428 shares i.e. 99.33% of the total listed shares have been dematerialized.		
Address for Communication and Registered office:	8-1-405/A/66, Dream Valley, Near O.U Colony, Shaikpet, Hyderabad – 500 008 (Telangana) Tel. Nos.: 040-23568766, 23568990, Email ID: <a href="mailto:info@quantumbuild.com">info@quantumbuild.com</a>		

**I. a) LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME:**

Not Applicable since the Company does not have any debt instruments.

**b) OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company has not issued these types of securities.

**c) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:**

NIL Charges for Monitoring Foreign Investment Limit.



**II. MISCELLANEOUS DISCLOSURES:**

**A. WEB LINK WHERE POLICY FOR DETERMINING ‘MATERIAL’ SUBSIDIARIES IS DISCLOSED;**

The Company does not have any material subsidiary as defined under Listing Regulations, however, the policy for determining its ‘Material’ Subsidiaries was formulated and the same is available on the website of the Company [www.quantumbuild.com](http://www.quantumbuild.com).

**B. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS:**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company’s Website [www.quantumbuild.com](http://www.quantumbuild.com). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions, if any, are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm’s Length. All Related Party Transactions are subjected to independent review by the statutory auditor to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

**C. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES**

The Company is not materially exposed to commodity price risks nor does the company do any commodity hedging.

**D. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).**

The Company has not raised any fund through preferential allotment or Qualified Institutional Placement during the financial year 2023-24.

**E. CERTIFICATE FROM PRACTICING COMPANY SECRETARY**

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

**F. RECOMMENDATIONS OF COMMITTEES**

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

**G. TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR**

The Total Audit Fee for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor (s) is Rs. 1.00 Lakh plus GST.

**H. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

<b>Particulars</b>	<b>Number</b>
No. of Complaints filed during the financial year	Nil
No. of Complaints disposed of during the financial year	Nil
No. of Complaints pending as on end of the financial year	Nil

**I. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT**

The listed company has not advanced any loan to firm/ companies in which directors are interested. The listed entity does not have Subsidiaries of the company / ies.

**J. DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES:**

There are no material subsidiaries of the Company

**III. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.**

The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

**IV. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II of SEBI (LODR) REGULATIONS, 2015.**

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

**V. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:**



Regulation	Particulars	Compliance Status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of Listed company	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46 (2) (b) to (i)	Website	Yes

## VI. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

## VII. RECONCILIATION OF SHARE CAPITAL:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of shares in physical firm and the total number of dematerialized shares held with NSDL and CDSL.

## VIII. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- **Audit qualifications:** Company's financial statements have no qualifications.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.



The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2) (a) of the Listing Regulations.

**IX. DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

**X. GREEN INITIATIVE IN THE COPORATE GOVERNANCE**

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited financial Statements, Auditors Report, by email are sent only to those shareholders whose email addresses are registered with the Company and for bounced mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/ concerned depository to enable the Company to send the documents in electronic from or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

***DECLARATION REGARDING CODE OF CONDUCT:***

To the Shareholders,

We hereby declare that in terms of Regulation 26(3) of the SEBI Listing Regulations, all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company as on 31<sup>st</sup> March, 2024.

**For and on behalf of the Board**

**Date: 28.08.2024**  
**Place: Hyderabad**

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**

**Kodali Vijaya Rani**  
**Director**  
**DIN: 00102286**



**Annexures to the Corporate Governance Report**

Annexure No.	Content
A	Declaration for Compliance of Code of Conduct by Board.
B	CEO and CFO Certification
C	Certificate of compliance from a Practicing Company Secretary

**Annexure - A**

**DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT BY BOARD**

To  
The Board of Directors  
QUANTUM BUILD-TECH LIMITED

Address: 8-1-405/A/66 Dream Valley,  
Near O.U Colony, Shaikpet,  
Hyderabad, Telangana.-500 008.

Dear Sir,

**Re: Affirmation of compliance with the Code of Conduct for Board and Senior Management.**

I, **Guduru Satyanarayana**, Managing Director of Quantum Build-Tech Limited, do hereby confirm that I have read and understood the applicability of Code of Conduct to the Board of Directors and Senior Management of the Company in accordance with Regulation 17(5)(a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that the Members of the Board have affirmed the compliance of the requirements of the Code during the Financial Year 2023-24.

Date: 28.08.2024  
Place: Hyderabad

**Guduru Satyanarayana**  
Managing Director  
DIN: 02051710



**Annexure - B**

**CEO AND CFO CERTIFICATION**

**To,  
The Board of Directors  
Quantum Build-Tech Limited  
Hyderabad**

Dear Members of the Board,

We, Guduru Satyanarayana, Managing Director and Manne Rama Koteswara Rao, Chief Financial Officer of **Quantum Build-Tech Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended 31.03.2024 and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have :
  - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company is made known to us particularly during the period in which this report is being prepared.





- b. Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP) in India.
    - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board:
  - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b. Any significant changes in internal controls during the year covered by this report.
  - c. All significant changes in accounting policies during the year have been disclosed in the notes to the financial statements.
  - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel for access to the audit committee of the Company.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**Date: 28.08.2024**  
**Place: Hyderabad**

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**

**M.R. Koteswara Rao**  
**Chief Financial Officer**



**CERTIFICATE ON CORPORATE GOVERNANCE**

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members,  
Quantum Build-Tech Limited  
(CIN: L72200TG1998PLC030071)  
8-1-405/A/66 Dream Valley, Near O.U.Colony,  
Shaikpet, Hyderabad - 500 008, Telangana.

We have examined the records of **Quantum Build-Tech Limited**, Hyderabad for the purpose of certifying in accordance with Schedule V(E) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, (Listing Regulations) of the compliance of the Corporate Governance provisions as specified in Regulation 15(2) of the Listing Regulations, as amended, for the period ended 31<sup>st</sup> March, 2024. We have obtained all the information, which is best of our knowledge and belief, were necessary for the purpose of certification.

**Managements' Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the compliance documents and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India (the ICSI), Standards on Auditing specified by ICSI, in so far as applicable for the purpose of this certificate.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management and based on our reliance upon such representations, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 28.08.2024  
Place: Hyderabad

**AJAY SUMAN SHRIVASTAVA**  
FCS No.: 3489  
C P No.: 3479  
UDIN: F003489F001057454



**INDEPENDENT AUDITOR'S REPORT**

**To the Members of QUANTUM BUILD-TECH LIMITED**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the financial statements of **QUANTUM BUILD-TECH LIMITED** (the “Company”) which comprise the balance sheet as at 31 March 2024, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Other Information**

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s Board of Director’s report, but does not include the financial statements and our auditors’ report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard

**Management’s and Board of Directors’ Responsibilities for the Financial Statements**

The Company’s Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, Loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of

the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The pending litigations by and against the company which would impact its financial position in its financial statements as at 31.03.2024 are disclosed in the financial statements. Refer Note. 5.1, 18 and 25a, 25b and 25c to the financial statements.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Company has not declared/paid any dividend during the year. Hence, the compliance of the provisions of sec 123 of the Act is not applicable.
- f) Based on our examination which includes test checks, the Company, in respect of financial year commencing on 1<sup>st</sup> April 2023, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of the accounting software where such feature is enabled.
- (C) With respect to the matter to be included in the Auditors’ Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

Place: Hyderabad  
Date: 29.05.2024

**For Suryanarayana & Suresh**  
Chartered Accountants  
Reg. No.006631S

**V Nagendra Rao**  
Partner  
M. No. 227679  
UDIN : 24227679BKDIJS5999



**“Annexure A” to the Independent Auditors’ Report**

**Annexure “A” to the Independent Auditors’ report on the financial statement of QUANTUM BUILD-TECH LIMITED for the year ended 31 March 2024.**

**(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

The Annexure A referred to in the Independent Auditors’ Report of even date, on the Financial Statements, to the Members of **QUANTUM BUILD-TECH LIMITED** (‘the Company’) for the year ended 31 March 2024. We report that:

- i.
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has no intangible assets.
  - (b) According to the information and explanations given to us the company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noted on such verification.
  - (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii.
  - (a) The Company does not maintain inventory and therefore we have not reported on the related matters.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, other sub clauses under this clause are not applicable.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, during the year, the Company has neither made any investments nor has it given loans or provided

guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Act (“the Act”) are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the Public are not applicable.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products sold and services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax (“GST”), Provident fund, Employees’ State Insurance, Income-Tax, duty of Customs, duty of Excise, Cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax (“GST”), Provident fund, Employees’ State Insurance, Income-Tax, duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except TDS Rs. 5,97,000/-, Service tax of Rs. 5,81,628/- and Seingniorage fees of Rs.6,35,666/-.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute except the following:

S. No.	Name of the Statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (Rs.)	Amount paid (Rs.)	Amount unpaid (Rs.)
1.	Goods and Service Tax Act, 2017	Goods and Service Tax	Deputy Commissioner, Gandhi Nagar Division	Financial Year 2018-19	23,10,501	–	23,10,501

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.





- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised any funds on short-term basis and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has no subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(e) of the Order is not applicable.
  - (f) The Company has not raised any loans during the year on pledge of securities held in its securities held in its Subsidiaries, Joint ventures or Associate Companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or material fraud on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The Company has not received any whistle-blower complaints during the year. Hence, the consideration of whistle-blower complaints are not applicable.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) (a), (b) and(c) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a)&(b) of the Order is not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (c) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The Company has incurred a cash loss of Rs. 28.91 lakhs during the current financial year and Rs. 38.39 lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

Place: Hyderabad  
Date: 29.05.2024

**For Suryanarayana & Suresh**  
Chartered Accountants  
Reg. No.006631S

**V Nagendra Rao**  
Partner  
M. No. 227679  
UDIN : 24227679BKDIJS5999



**Annexure B to the Independent Auditors' report on the financial statements of QUANTUM BUILD-TECH LIMITED for the year ended 31 March 2024**

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of **QUANTUM BUILD-TECH LIMITED** ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material aspects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024 based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place: Hyderabad  
Date: 29.05.2024

**For Suryanarayana & Suresh**  
Chartered Accountants  
Reg. No.006631S

**V Nagendra Rao**  
Partner  
M. No. 227679  
UDIN : 24227679BKDIJS5999

**QUANTUM BUILD - TECH LIMITED****STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2024**

(Amount in Lacs)

Sl. No.	Particulars	Note	As at 31 March 2024	As at 31 March 2023
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	a) Fixed Assets			
	Property, Plant and Equipment	1	2.84	3.85
	b) Other Non - Current Assets	2	187.09	189.74
	<b>Total Non-Current Assets</b>		<b>189.93</b>	<b>193.59</b>
<b>2</b>	<b>Current Assets</b>			
	Financial assets			
	a) Trade Receivables	3	52.77	54.72
	b) Cash and Cash Equivalents	4	1.06	0.73
	c) Short Term Loans and Advances	5	301.62	301.62
	d) Other Current Assets	6	59.01	57.35
	<b>Total Current Assets</b>		<b>414.46</b>	<b>414.42</b>
	<b>TOTAL - ASSETS</b>		<b>604.39</b>	<b>608.01</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholder's Funds</b>			
	a) Share Capital	7	2,506.56	2,506.56
	b) Other Equity	8	(2,208.60)	(2,178.68)
	<b>Total Equity</b>		<b>297.96</b>	<b>327.88</b>
<b>2</b>	<b>Current Liabilities</b>			
	a) Financial Liabilities			
	Short Term Borrowings	9	182.33	157.58
	Trade Payables	10	66.47	65.48
	b) Short Term Provisions	11	38.76	38.64
	c) Other Current Liabilities	12	18.87	18.43
	<b>Total Current Liabilities</b>		<b>306.43</b>	<b>280.13</b>
	<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>604.39</b>	<b>608.01</b>
	<b>See accompanying Notes Forming part of the Financial Statements 1 to 26</b>			

In terms of our report of even date attached.

**For Suryanarayana & Suresh**Chartered Accountants  
Firm Regd. No. : 006631S**For and on behalf of the Board****V. Nagendra Rao**  
Partner  
Membership No. 227679Place : Hyderabad  
Date : 29.05.2024**G. Satyanarayana**  
Managing Director  
DIN : 02051710**M.R. Koteswara Rao**  
Chief Financial Officer**K. Vijaya Rani**  
Director  
DIN : 00102286

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST, MARCH 2024**

(Amount in Lacs)

Sl. No.	Particulars	Note	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
1	<b>CONTINUING OPERATIONS</b>		<b>Audited</b>	<b>Audited</b>
	(a) Revenue from Operations	13	-	-
	(b) Other Income	14	0.05	-
	<b>Total</b>		<b>0.05</b>	<b>-</b>
2	<b>EXPENSES</b>			
	(a) Employee Benefits Expenses	15	9.40	9.38
	(b) Finance Cost	16	0.03	0.12
	(c) Depreciation and Amortisation Expenses		1.01	1.03
	(d) Other Expenses	17	19.53	28.88
	<b>Total</b>		<b>29.97</b>	<b>39.41</b>
3	<b>Profit / Loss before tax</b>		<b>(29.92)</b>	<b>(39.41)</b>
4	Provision for Tax		-	-
5	<b>Profit / (Loss) for the year</b>		<b>(29.92)</b>	<b>(39.41)</b>
6	<b>Earnings per share</b> (Nominal value of ₹ 10/- each)			
	(a) Basic		<b>(0.12)</b>	<b>(0.16)</b>
	(b) Diluted		<b>(0.12)</b>	<b>(0.16)</b>
<b>See accompanying Notes Forming part of the Financial Statements 1 to 26</b>				

In terms of our report of even date attached.

**For Suryanarayana & Suresh**  
Chartered Accountants  
Firm Regd. No. : 006631S

**For and on behalf of the Board**

**V. Nagendra Rao**  
Partner  
Membership No. 227679

**G. Satyanarayana**  
Managing Director  
DIN : 02051710

**K. Vijaya Rani**  
Director  
DIN : 00102286

Place : Hyderabad  
Date : 29.05.2024

**M.R. Koteswara Rao**  
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY**

(All amounts in Lakhs, except for share data or as otherwise stated)

(Amount in Lacs)

Particulars	Equity Share Capital	Other Equity Reserves and Surplus				Total Equity attributable to equity holders of the company
		Capital Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	
<b>Balance at 01st April, 2023</b>	2506.56	35.00	-	(2,213.68)	-	(2,178.68)
Less: Dividend paid			-	-	-	-
Add: Net Profit / Movement during the year			-	(29.92)	-	(29.92)
Profit / (Loss) transferred to General Reserve			-	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>2506.56</b>	<b>35.00</b>	<b>-</b>	<b>(2,243.60)</b>	<b>-</b>	<b>(2,208.60)</b>

In terms of our report of even date attached.

**For Suryanarayana & Suresh**

Chartered Accountants

Firm Regd. No. : 006631S

**For and on behalf of the Board****V. Nagendra Rao**

Partner

Membership No. 227679

**G. Satyanarayana**

Managing Director

DIN : 02051710

**K. Vijaya Rani**

Director

DIN : 00102286

Place : Hyderabad

Date : 29.05.2024

**M.R. Koteswara Rao**

Chief Financial Officer

**BLANK SPACE**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST, MARCH 2024**

(Amount in Lacs)

Sl. No.	Particulars	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax	(29.92)	(39.41)
	Add: Adjustments for		
	Depreciation and Amortisation	1.01	1.03
	Provision for doubtful debts	1.95	2.04
	<b>Operating profit before working capital changes</b>	<b>(26.96)</b>	<b>(36.34)</b>
	Add/ (Less): Adjustment for working capital changes		
	a. Decrease / (Increase) in Other Non Current Assets	2.65	3.11
	b. Decrease / (Increase) in Trade receivables	-	0.78
	c. Decrease / (Increase) in Short term loans & advances	-	-
	d. Decrease / (Increase) in Other current assets	(1.66)	(1.24)
	e. (Decrease) / Increase in Trade payables	0.99	1.72
	f. (Decrease) / Increase in Short term provisions	0.12	0.13
	g. (Decrease) / Increase in Other current liabilities	0.44	6.09
	<b>Cash generated from operations</b>	<b>(24.42)</b>	<b>(25.75)</b>
	Tax Paid	-	-
	<b>Net cash generated / (used in) operating activities (A)</b>	<b>(24.42)</b>	<b>(25.75)</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	Interest received on fixed deposits	-	-
	<b>Net Cash used in Investing Activity (B)</b>	<b>-</b>	<b>-</b>
<b>C</b>	<b>Cash Flow From Financing Activities</b>		
	Short term borrowings	24.75	25.43
	<b>Net cash (used in) / generated from financing activities (C)</b>	<b>24.75</b>	<b>25.43</b>
	<b>Net increase in Cash and cash equivalents (A+B+C)</b>	<b>0.33</b>	<b>(0.32)</b>
	Cash and cash equivalents at the beginning of the year	0.73	1.05
	<b>Cash and cash equivalents at the end of the year</b>	<b>1.06</b>	<b>0.73</b>

In terms of our report of even date attached.

**For Suryanarayana & Suresh**

Chartered Accountants  
Firm Regd. No. : 006631S

**For and on behalf of the Board**

**V. Nagendra Rao**  
Partner  
Membership No. 227679

**G. Satyanarayana**  
Managing Director  
DIN : 02051710

**K. Vijaya Rani**  
Director  
DIN : 00102286

Place : Hyderabad  
Date : 29.05.2024

**M.R. Koteswara Rao**  
Chief Financial Officer



**Corporate Information**

Quantum Build-Tech Limited (the Company) is a public limited company domiciled in India and was incorporated under the provision of Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE Ltd) in India. The registered office of the company is located at H.No.8-1-405/A/66, Dream Valley, Near O U Colony, Shaikpet, Hyderabad – 500 008. The Company is primarily engaged in the Construction of Residential Complexes.

**SIGNIFICANT ACCOUNTING POLICIES:****a. Property, Plant and Equipment:**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes, commissioning expenses, etc., up to the date the asset is ready for its intended use. Fixed assets which were revalued are carried at revalued values. Expenditure directly related to expansion projects has been capitalized.

Cost includes non refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets.

Assets under installation or under construction as at the Balance Sheet date are shown in Capital work-in-progress. Advances paid towards acquisition of assets are shown in Capital Advances.

Fixed assets which are found to be not usable or retired from active use of when no further benefits are expected from their use are removed from the books of account and the difference if any, between the cost of such assets and the accumulated depreciation there on is charged to Statement of Profit & Loss.

Depreciation on tangible assets is provided under Straight Line Method over the useful lives of assets estimated by the management. Depreciation on additions/ deletions during a period is charged on pro rata basis from the date of addition or deletion, as the case may be.

**The Management estimated the useful life of fixed assets as follows:**

Office Equipment	5 Years
Computers	3 Years
Furniture and Fixtures	10 Years
Construction Equipment	12 Years
Vehicles –Motor Cars	8 Years
Vehicles – Scooters and Mopeds	10 Years
Centering Material	12 Years

**b. Impairment of Assets:**

In accordance with Ind AS 36, the company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**c. Employee Benefits:**

Retirement benefits to employees comprise of payments under Defined Contribution Plans like Provident Fund and payments under Defined Benefit Schemes like Gratuity and Leave encashment.

Payments under defined contribution plans are charged to revenue on accrual. The liability in respect of defined benefit scheme is arrived based on actuarial valuation made at the end of the year by using projected unit credit method.

Short-term employee benefits such as wages, salaries and short-term compensated absences like bonus and other non-monetary benefits are provided for as per Company's Rules on best estimate basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts include in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

**d. Valuation of Inventories:**

Inventories are valued at the lower of cost and net realizable value. Cost is arrived at by using weighted average method and includes all costs of purchases, conversion and other costs incurred in bringing the inventories to their present location and condition.

**e. Investments:**

Investments intended to be held for more than one year are treated as long term and others as short term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary. As there are no investments made by the Company in any subsidiary or equity instruments, provisions of IND-AS 27 are not applied.

**f. Prior period expenses / Income:**

The Company follows the practice of making adjustments through "expenses/income under/over provided" in previous years in respect of material transactions pertaining to that period prior to the current accounting year.

**g. Government Grants:**

Government grants available to the company are recognized when there is a reasonable assurance that the conditions attached to the grant will be complied with and reasonably certain that grants will be received.

**h. Tax Expenses**

Tax expense for the period comprises current tax and deferred tax. Tax is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

➤ **Current tax**

Current tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities, based on the tax rates and laws that are enacted or substantively enacted at the Balance sheet date.



➤ **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

**i. Foreign Exchange Transactions:**

Transactions denominated in foreign currency are accounted for initially at the exchange rate prevailing on the date of transaction. Foreign Currency monetary Assets and Liabilities are translated at year end exchange rates. Fluctuations, if any due to change in exchange rates Between the dates of transactions and the dates of crystallization are debited / credited to Statement of Profit & Loss.

**j. Revenue Recognition:**

Revenues from Projects under long term contracts is recognized by reference to the completion of the contract activity at the reporting date, where the contract activity extend beyond the reporting date, on the basis of percentage of completion method.

Revenues from services are recognized as per the terms of contract with customers when the related services are performed or the agreed milestones are achieved.

Interest income on general deposits with Bank and others is recognized on time proportion basis.

**k. Borrowing Costs:**

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**l. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes on accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

**m. Earnings per Share:**

The basic Earnings Per Share (“EPS”) is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax but before OCI for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential of equity shares.

**SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

Preparation of the financial statements requires management to make judgments, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

(Amount in Lacs)

TANGIBLE ASSETS :	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK		
	Particulars	Opening As on 01-04-2023	Additions During the Year	Deletions During the Year	Balance as on 31-03-2024	Balance as on 01-04-2023	Deletions During the Year	For the Year 31-03-2024	Total upto 31-03-2024	As At 31-03-2023	As At 31-03-2024
Computers	5.25	-	-	5.25	4.99	-	-	-	4.99	0.26	0.26
Construction Equipment	1.49	-	-	1.49	1.42	-	-	-	1.42	0.07	0.07
Furniture & Fixtures	2.26	-	-	2.26	2.15	-	-	-	2.15	0.11	0.11
Office Equipment	1.30	-	-	1.30	1.23	-	-	-	1.23	0.07	0.07
Vehicles	20.14	-	-	20.14	17.11	-	1.01	-	18.12	3.03	2.02
Centering Materials	6.16	-	-	6.16	5.85	-	-	-	5.85	0.31	0.31
<b>Total</b>	<b>36.60</b>	<b>-</b>	<b>-</b>	<b>36.60</b>	<b>32.75</b>	<b>-</b>	<b>1.01</b>	<b>-</b>	<b>33.76</b>	<b>3.85</b>	<b>2.84</b>
<b>Previous Year</b>	<b>36.60</b>	<b>-</b>	<b>-</b>	<b>36.60</b>	<b>31.72</b>	<b>-</b>	<b>1.03</b>	<b>-</b>	<b>32.75</b>	<b>4.88</b>	<b>3.85</b>



Notes forming part of the Financial Statements

(Amount in Lacs)

1.	<b>Fixed Assets - Tangible Assets</b>		
	<b>Particulars</b>	<b>As at 31 March, 2024</b>	<b>As at 31 March, 2023</b>
	Property, Plant & Equipment	2.84	3.85
	<b>Total</b>	<b>2.84</b>	<b>3.85</b>
2.	<b>Other Non Current Assets</b>		
	<b>Particulars</b>	<b>As at 31 March, 2024</b>	<b>As at 31 March, 2023</b>
	<b>A) Loans &amp; Advances</b>		
	Unsecured Considered good		
	Advance for Land (Refer Note 2.1)	173.50	176.00
	Rent Deposit	11.00	11.00
	Electricity Deposit	0.29	0.29
	Other Deposits	2.03	2.18
	<b>(A)</b>	<b>186.82</b>	<b>189.47</b>
	<b>(B) Loans and advances to employees</b>		
	Unsecured, considered good <b>(B)</b>	-	-
<b>(C) TDS Receivable</b>			
Unsecured considered good			
TDS Receivable (Net of Provision) <b>(C)</b>	0.27	0.27	
<b>Total (A+B+C)</b>	<b>187.09</b>	<b>189.74</b>	
2.1	<p>The company has entered into an MoU dated 04th January, 2006 and paid an amount of ₹ 250.00 Lakhs as advance deposit for procuring Ac 37-23 guntas of land for construction of commercial &amp; residential apartments in Sy No.163 of Hydernagar Village, Balanagar Mandal, Ranga Reddy District, Subsequently due to various legal disputes, the company has not continued for further developments of the said transaction, accordingly could not complete the same. The company has requested the seller to repay the advance deposit amount, and accordingly the seller is repaying the amounts partly. Out of total advance deposit of ₹ 250.00 Lakhs the company has recovered an amount of ₹ 76.50 Lakhs including ₹ 2.50 Lakhs received during the year. The management is confident of recovering the balance amount and opinioned no provision is required.</p>		

(Amount in Lacs)

3. Trade Receivables						
Particulars		As at 31 March, 2024		As at 31 March, 2023		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment						
Unsecured considered good		63.72		63.72		
Less: Provision for Doubtful debts		10.95		9.00		
<b>Total</b>		<b>52.77</b>		<b>54.72</b>		
Details of Trade Receivables Agewise as on 31-03-2024						
Particulars	Below 6 Months	6 Months - 1 Year	01 - 02 Years	02 - 03 Years	Above 3 Years	Total
Disputed Amounts	-	-	-	-	1.12	1.12
Un Disputed Amounts	-	-	-	-	62.60	62.60
<b>Total</b>	-	-	-	-	<b>63.72</b>	<b>63.72</b>
Details of Trade Receivables Agewise as on 31-03-2023						
Particulars	Below 6 Months	6 Months - 1 Year	01 - 02 Years	02 - 03 Years	Above 3 Years	Total
Disputed Amounts	-	-	-	-	1.12	1.12
Un Disputed Amounts	-	-	-	-	62.60	62.60
<b>Total</b>	-	-	-	-	<b>63.72</b>	<b>63.72</b>
3.1	The company has filed a case U/s.138 of Negotiable Instruments Act for recovery of disputed amount due from a customer vide case reference no.S.A.No 724 of 2012 filed with the High Court of Judicature at Hyderabad for the State of Telangana,the management is confident of winning the case/ recovering the dues and opinioned no provision is required.					
4. Cash and Cash Equivalents						
Particulars		As at 31 March, 2024		As at 31 March, 2023		
<b>(A) Cash</b>						
Cash on hand		0.05		0.17		
<b>(B) Balances with Banks:</b>						
In Current Accounts		1.01		0.56		
<b>Total (A+B)</b>		<b>1.06</b>		<b>0.73</b>		



## QUANTUM BUILD - TECH LIMITED

(Amount in Lacs)

5. Short-Term Loans and Advances (Unsecured, Considered good)			
	Particulars	As at 31 March, 2024	As at 31 March, 2023
	<b>Loans and advances</b>		
	Other Advances (Refer Note 5.1)	301.62	301.62
	<b>Total</b>	<b>301.62</b>	<b>301.62</b>
5.1	<p>Company has given a loan of ₹ 200.00 Lakhs to Sri Sai Techno Fab @ an interest rate of 12% P.A. and ₹ 100.00 Lakhs to P R Consultancy @ an interest rate of 12% P.A. Company has filed a case U/s 138 of Negotiable Instruments Act for recovery of ₹ 200.00 Lakhs due from Sri Sai Techno Fab vide case reference no. C.C.No.1283 of 2021 filed In the Court of VIII Metropolitan Magistrate Court at Hyderabad. Company has also filed a case U/s 138 of Negotiable Instruments Act for recovery of ₹ 100.00 Lakhs due from P R Consultancy vide case reference no. C.C.No.1290 of 2021 filed In the Court of VIII Metropolitan Magistrate Court at Hyderabad. The management is confident of recovering the amount.</p> <p>Since the recovery of the said loan is under legal dispute, the company has not accounted any interest on the said loan.</p>		
6. Other Current Assets			
	Particulars	As at 31 March, 2024	As at 31 March, 2023
	GST/TTC Receivable	11.55	9.89
	Advance paid for Suppliers / Services (Ref. 6.1)	47.46	47.46
	<b>Total</b>	<b>59.01</b>	<b>57.35</b>
6.1	<p>Company has paid an amount of ₹ 34.95 Lakhs to Nexx Pvt Ltd against supply of IT &amp; IT related products. An amount of ₹ 12.50 Lakhs paid towards supply of construction materials. The management is confident of recovering the said amount.</p>		
7. Share Capital			
	Particulars	As at 31 March, 2024	As at 31 March, 2023
	<b>(A) Authorised</b>		
	2,80,00,000 Equity shares of Rs 10/- each with voting rights (Previous year 2,80,00,000 Equity shares of Rs 10/- each with voting rights)	2,800.00	2,800.00
		<b>2,800.00</b>	<b>2,800.00</b>
7.1	<b>(B) Issued, Subscribed &amp; fully paid up</b>		
	2,50,65,630 Equity shares of Rs 10/-each with voting rights (Previous Year 2,50,65,630 Equity Shares of Rs.10/-)	2,506.56	2,506.56
	<b>Total</b>	<b>2,506.56</b>	<b>2,506.56</b>
7.1.1	<p>All Equity shares issued by the Company carry equal voting and participatory rights.</p>		

(Amount in Lacs)

7.	EQUITY SHARE CAPITAL				
	Particulars	No of Shares	As at 31.03.2024	No. of Shares	As at 31.03.2023
	<b>A. Authorised Capital :</b>	2,80,00,000	2,800.00	2,80,00,000	2,800.00
	<b>B. Paid up Capital :</b>				
	At the beginning of the year	2,50,65,630	2,506.56	2,50,65,630	2,506.56
	<b>At the end of the year</b>	<b>2,50,65,630</b>	<b>2,506.56</b>	<b>2,50,65,630</b>	<b>2,506.56</b>

7.1.2	Particulars	As at 31 March, 2024	As at 31 March, 2023
	Equity shares at the beginning of the year	25,065,630	25,065,630
	Add : Movement during the year	-	-
	<b>Equity shares at the end of the year</b>	<b>25,065,630</b>	<b>25,065,630</b>

7.1.3	Details of Shareholding of Promoter and Promoter Group					
	Name of the Share holder	As at 31.03.2024		As at 31.03.2023		Change
		No of Shares	Holding %	No of Shares	Holding %	Holding %
	Kodali Vijaya Rani - Promoter	2,680,464	10.69	2,680,464	10.69	-
	Punukollu Kodanda Rambabu	-	-	-	-	-
	Yelledi Srinivasa Rao - PAC	3,269,267	13.04	3,269,267	13.04	-
	Punukollu Rachana - PAC	50,000	0.20	50,000	0.20	-

8. OTHER EQUITY	Reserves and Surplus as at 31.03.2024				
Particulars	Capital Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total Equity attributable to equity holders of the company
<b>Balance at the beginning of the year 01.04.2023</b>	35.00	-	(2,213.68)	-	(2,178.68)
Less: Dividend paid for the year 2023-24		-	-	-	-
Add: Net Profit / Movement during the year		-	(29.92)	-	(29.92)
Profit / (Loss) transferred to General Reserve		-	-	-	-
<b>Balance at the end of the year 31.03.2024</b>	<b>35.00</b>	<b>-</b>	<b>(2,243.60)</b>	<b>-</b>	<b>(2,208.60)</b>





## QUANTUM BUILD - TECH LIMITED

(Amount in Lacs)

OTHER EQUITY		Reserves and Surplus as at 31.03.2023			
Particulars	Capital Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total Equity attributable to equity holders of the company
<b>Balance at the beginning of the year 01.04.2022</b>	35.00	-	(2,174.27)	-	(2,139.27)
Less: Dividend paid for the year 2022-23		-	-	-	-
Add: Net Profit / Movement during the year		-	(39.41)	-	(39.41)
Profit / (Loss) transferred to General Reserve		-	-	-	-
<b>Balance at the end of the year 31.03.2023</b>	<b>35.00</b>	<b>-</b>	<b>(2,213.68)</b>	<b>-</b>	<b>(2,178.68)</b>

9.	Short-Term Borrowings	As at 31 March, 2024	As at 31 March, 2023
	<b>Particulars</b>		
	<b>Loans repayable on demand - Unsecured</b> From Directors (Refer Note 9.1)	182.33	157.58
	<b>Total</b>	<b>182.33</b>	<b>157.58</b>
9.1	The Company has taken an interest free unsecured loan from Sri G.Satyanarayana, Managing Director amounting to ₹ 182.33 Lakhs (including ₹ 24.75 Lakhs during the year)		

10.	Trade Payables		As at 31 March, 2024	As at 31 March, 2023			
	<b>Particulars</b>						
	Sundry Creditors for Services		66.47	65.48			
	<b>Total</b>		<b>66.47</b>	<b>65.48</b>			
	Details of Trade Payables Agewise as on 31-03-2024						
	<b>Particulars</b>	<b>Below 6 Months</b>	<b>6 Months-1 Year</b>	<b>01-02 Years</b>	<b>02-03 Years</b>	<b>Above 3 Years</b>	<b>Total</b>
	MSME	-	-	-	-	-	-
	Disputed Amounts	-	-	-	-	-	-
	Un Disputed Amounts	6.41	3.84	22.26	19.19	14.77	66.47
	<b>Total</b>	<b>6.41</b>	<b>3.84</b>	<b>22.26</b>	<b>19.19</b>	<b>14.77</b>	<b>66.47</b>

(Amount in Lacs)

Details of Trade Payables Agewise as on 31-03-2023						
Particulars	Below 6 Months	6 Months-1 Year	01-02 Years	02-03 Years	Above 3 Years	Total
MSME	-	-	-	-	-	-
Disputed Amounts	-	-	-	-	-	-
Un Disputed Amounts	7.38	22.42	20.92	12.04	2.72	65.48
<b>Total</b>	<b>7.38</b>	<b>22.42</b>	<b>20.92</b>	<b>12.04</b>	<b>2.72</b>	<b>65.48</b>

11. Short Term Provisions			
Particulars		As at 31 March, 2024	As at 31 March, 2023
(A)	Provisions for Employee Benefits Provision for Gratuity	7.33	7.21
(B)	Other Provisions	31.43	31.43
<b>Total (A+B)</b>		<b>38.76</b>	<b>38.64</b>

**11.1** The company has made provision for gratuity based on accrual calculations as on balance sheet date.

12. Other Current Liabilities			
Particulars		As at 31 March, 2024	As at 31 March, 2023
(A)	<b>Other Payables</b> Outstanding Liabilities	0.28	0.07
	(A)	<b>0.28</b>	<b>0.07</b>
(B)	<b>Statutory Payables (Ref. 12.1)</b>	<b>18.59</b>	<b>18.36</b>
	(B)		
<b>Total (A+B)</b>		<b>18.87</b>	<b>18.43</b>

**12.1** Statutory payables outstanding for more than six months amounts to ₹ 18.14 Lakhs & Outstanding below six months amounts to ₹ 0.45 Lakhs.

13. Revenue from Operations			
Particulars		As at 31 March, 2024	As at 31 March, 2023
Revenue from Operations		-	-
<b>Less:</b> Goods & Service Tax		-	-
<b>Total Net Sales</b>		<b>-</b>	<b>-</b>



14. Other Income <span style="float: right;">(Amount in Lacs)</span>			
Particulars		As at 31 March, 2024	As at 31 March, 2023
Rental Income		0.05	-
<b>Total</b>		<b>0.05</b>	<b>-</b>
15. Employee Benefits Expenses			
Particulars		As at 31 March, 2024	As at 31 March, 2023
Salaries & Wages		9.27	9.25
Contributions to Gratuity		0.13	0.13
<b>Total</b>		<b>9.40</b>	<b>9.38</b>
16. Finance Cost			
Particulars		As at 31 March, 2024	As at 31 March, 2023
<b>Interest On</b>			
(i) TDS		0.02	0.03
(ii) Others		0.01	0.09
<b>Total</b>		<b>0.03</b>	<b>0.12</b>
17. Other Expenses			
Particulars		As at 31 March, 2024	As at 31 March, 2023
Power and fuel		0.01	0.01
Rent		1.14	1.14
Repairs and maintenance		0.08	0.06
Insurance		0.16	0.16
Rates and taxes		3.48	3.24
Communication		0.71	0.86
Consultancy & Professional		5.37	5.63
Bank Charges		0.01	0.01
Auditor's Remuneration		1.00	1.00
Travelling and conveyance		0.38	0.41
Printing and stationery		0.14	0.15
Advertisement Expenses		0.86	0.90
Office Maintenance		0.70	0.50
Miscellaneous Expenses		-	0.01
Postage & Courier		0.10	0.01
Vehicle Maintenance		2.01	3.01
Provision for doubtful debts		1.94	2.04
Filing Fees		0.12	0.07
Late Filing Charges / Penalty		0.02	4.79
Seigniorage Fees		-	4.77
Legal Expenses		1.30	0.11
<b>Total</b>		<b>19.53</b>	<b>28.88</b>

<b>18.</b>	<b>Contingent Liabilities:</b>
a)	Disputed seigniorage fees liability of ₹ 28.43 lakhs ( Fees ₹ 4.77 lakhs and penalty of ₹ 23.66) for which revision petition has been filed by the company. Revision Petition was disposed and directed to pay Normal signiorage fees of ₹ 4.77 lakhs along with one time penalty as per Demand notice dt 20.12.2022 and also granted Six monthly installments with applicable interest for payment of said amount. Accordingly revision petition is disposed off.
b)	Company has received GST Order dated 18.04.2024 for the financial year 2018-19 to pay an amount of ₹ 23.10 lakhs on account of disallowance of Input Tax Credit. Company is in the process of filing an appeal against this Order before the Appellate Joint Commissioner (ST) Secunderabad Division and the company is confident of winning the case.

<b>19.</b>	<b>Related Party Disclosures</b>
	Key Management Personnel (KMP) : G. Satyanarayana M. R. Koteswara Rao

<b>20.</b>	<b>Transactions with Key Management Persons and their Relatives</b> (Amount in Lacs)		
	Particulars	KMP & Relatives of KMP	
		31 March, 2024	31 March, 2023
	Remuneration & Perquisites	6.00	6.00
	Rent	1.14	1.14
	Salaries & Perquisites payable	48.52	47.81
	Unsecured Loan	182.33	157.58
	Unsecured Loan Received during the year	24.75	25.43
	Rent Payable	7.28	6.14

<b>21.</b>	Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
	a) Current Ratio + Current Assets / Current Liabilities	1.35	1.48
	b) Debt-Equity Ratio = Total Debt / Total Shareholders Equity	-	-
	c) Debt Service Coverage Ratio= Net Operating Income / Total Debt Service	-	-
	d) Return of Equity Ratio = Net Income / Average Shareholders Equity	-	-
	e) Trade Receivables Turnover Ratio = Net Sales / Average Account Receivables	-	-
	f) Net Profit Ratio = Net Profit / Total Revenue x 100	-	-

<b>22.</b>	Confirmations are not received in respect of the amounts relating to trade receivables, trade payables, loans & advances.
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<b>23.</b>	<b>Dues to Micro, Small and Medium Enterprises :</b> The identification of micro, small and medium enterprise suppliers as defined under the provisions of “Micro, small and medium enterprises Act, 2006” is based on Management’s knowledge of their status. There are no dues to micro, small and medium enterprises as on 31 March 2024.
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<b>24.</b>	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures are rounded off to the nearest ₹.
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<b>25.a</b>	<p>Mrs.Kodali Vijayarani, Promoter Shareholder &amp; Director of the company has filed a petition in NCLT under Section 241 of the companies Act against allotment of 1,24,50,000 Equity Shares of Rs.10/- each, made to 7 individuals for consideration other than cash. Praying the NCLT to declare the allotment as illegal and affect consequent reduction of the Share Capital of the company and also prayed for an Interim Relief of not to alienate / not to create any third party interest in the said shares of 1,24,50,000.</p> <p>The case is admitted by NCLT and passed an Interim Order dt 14th October, 2020 restraining the 7 individual shareholders from dealing with 1,24,50,000 shares and directed not to alienate, transfer or enter into any agreement or create any third party interest until further orders. The Petition filed by Promoter Shareholder was dismissed by NCLT on 15.06.2022.</p> <p>Mrs. Kodali Vijayarani, Promoter Shareholder &amp; Director of the company has filed an appeal petition at National Company Law Appellate Tribunal at Chennai under Section 421 of the Companies Act, 2013 vide Petition No. 59 of 2022. After several adjournments the case was listed on 28.03.2024 and the "Office of Registry" directed to list the matter on 22.07.2024 under the caption "For Hearing".</p>
<b>25.b</b>	<p>The Company filed a petition under Section 213 with NCLT, Praying for restoring the Original position of the company prior to the allotment of 1,24,50,000 Equity Shares allotted vide MoU dt 14th February, 2019. The Petition filed by the company was dismissed by Hon'ble NCLT on 15.06.2022.</p> <p>Company is a Respondent in the appeal petition filed by Mrs. Kodali Vijayarani, Promoter Shareholder &amp; Director of the company at National Company Law Appellate Tribunal at Chennai under Section 421 of the Companies Act, 2013 vide Petition No. 59 of 2022. The Company has filed counter on the said petition . After several adjournments the case was listed on 28.03.2024 and the "Office of the Registry" directed to List the matter on 22.07.2024 under the caption "For Hearing".</p>
<b>25.c</b>	<p>The Company has received a notice from 5 shareholders regarding the petition filed by them in the NCLT alleging suppression and mismanagement of Sri G.Satyanarayana, Managing Director &amp; Sri Kodali Vijayarani, Director and to pass all the resolutions passed by the Board &amp; Annual General Meeting dated 04th December, 2020 against the Petitioners. The Petition filed was dismissed by Hon'ble NCLT on 15.06.2022 .</p>
<b>26.</b>	<p><b>Other Statutory Information</b></p> <ul style="list-style-type: none"><li>i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.</li><li>ii) The Company does not have any transactions with companies struck off.</li><li>iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.</li><li>iv) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.</li><li>v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.</li></ul>



<b>vi)</b>	The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (Intermediaries) with the a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries.
<b>vii)</b>	The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
<b>viii)</b>	The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

In terms of our report of even date attached.

**For Suryanarayana & Suresh**

Chartered Accountants  
Firm Regd. No. : 006631S

**For and on behalf of the Board**

**V. Nagendra Rao**  
Partner  
Membership No. 227679

**G. Satyanarayana**  
Managing Director  
DIN : 02051710

**K. Vijaya Rani**  
Director  
DIN : 00102286

Place : Hyderabad  
Date : 29.05.2024

**M.R. Koteswara Rao**  
Chief Financial Officer

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**If Undelivered, Please return to :**  
**M/s. Quantum Build-Tech Limited**  
8-1-405/A/66, Dream Valley, Shaikpet,  
Hyderabad - 500 008.



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 26<sup>th</sup> (TWENTY SIXTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF QUANTUM BUILD-TECH LIMITED WILL BE HELD ON SATURDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 11.30 A.M, THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors’ and Auditor’s thereon;
2. To re-appoint Mrs K. Vijaya Rani (DIN: 00102286 ) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and approve the Change Name of the Company from the Existing name Quantum Build-tech Limited to CEMANTIC INFRA TECH LIMITED, as approved by the Ministry of Corporate Affairs and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4 (4), Section 13 read with rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (Including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies, Hyderabad, the consent of members be and is hereby accorded to change the name of the Company from its existing name “QUANTUM BUILD –TECH LIMITED” to CEMANTIC INFRA TECH LIMITED, as approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **CEMANTIC INFRA TECH LIMITED**.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things and to file all necessary E-forms with the Registrar of Companies, Telangana, as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To appoint Mr. Muppuri Snehith (DIN:08977670) as Independent Director of the Company for a period of five years and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, the consent of members be and is hereby accorded for the appointment of Mr. Snehith Muppuri (DIN:08977670) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and has given his consent to act as an Independent Director, for a term of five consecutive years effective from 1st August, 2024 till 31<sup>st</sup> July, 2029 and shall not be liable to retire by rotation.

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

5. To appoint Mr. Nalluri Venkata Chalapathi Rao (DIN:03158440) as Independent Director of the Company for a period of five year and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Nalluri Venkata Chalapathi Rao (DIN:03158440) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and has given his consent to act as an Independent Director, for a term of five consecutive years effective from 1<sup>st</sup> August, 2024 till 31<sup>st</sup> July, 2029 and shall not be liable to retire by rotation.”

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

6. To re-appoint Mr. Guduru Satyanarayana (DIN:02051710), as the Managing Director of the Company for a period of five years w.e.f 1<sup>st</sup> August, 2024 and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and in accordance with the Article of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Guduru Satyanarayana (DIN:02051710), aged 78 years, as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029, on the following terms of remuneration:

- i. Salary: At present NIL. To be considered as the Board may deem fit.
- ii. Perquisites and allowances: As per Company policy for Senior Management personnel.
- iii. Other terms and conditions as per the policy of the Company.

**RESOLVED FURTHER THAT** the Board of Director of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, to give effect to this resolution.”

7. To re-appoint Mrs. Kodali Vijaya Rani (DIN:00102286) who has attained the age of 74 years, as the Director of the Company for a period of five years and in this regard, to consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and in accordance with the Article of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mrs. Kodali Vijaya Rani (DIN:00102286), aged 74 years, as Director of the Company for a period of five years, liable to retire by rotation.

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

8. **Reclassification of person forming part of the Promoters / Promoter Group from ‘Promoter & Promoter Group Category’ to ‘Public Category’.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations’), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, the approval of the Members of the Company be and is hereby accorded to reclassify the following promoter / persons related to

promoter(s) forming part of Promoter Group (hereinafter individually and jointly referred to as the (“Outgoing Promoters”) from ‘Promoter & Promoter Group Category’ to ‘ Public Category’.

Sr.No.	Name of Shareholders	Type	No. of shares held	% of Paid up Capital
1.	Punukollu Kodanda Rambabu	Promoter	0	0.00%
2.	Punukollu Rachana	Promoter Group (PAC)	50,000	0.20%
	Total		50,000	0.20%

**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not and does not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements, ;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of shareholders’ approval;
- act as a key managerial persons for a period of more than 3 years from the date of shareholders’ approval;
- directly or indirectly exercise control over the affairs of the Company;
- ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- fugitive economic offender.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” to “Public”.

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above promoter/ promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI LODR Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”

**By Order of the Board**

**Dated: 28.08.2024**

**Place:** 8-1-405/A/66 Dream Valley,  
Near O.U Colony, Shaikpet, Hyderabad -500 008, TG

**Guduru Satyanarayana**  
**Managing Director**  
**DIN: 02051710**

## NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
  - Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.
  - Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
  - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.quantumbuild.com](http://www.quantumbuild.com). The Notice can also be accessed from the websites of the Stock

Exchanges at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

- The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and 02/2021 of 13.01.2021.
- Members are hereby requested to register their E-mail addresses with their Depository Participant or with **Venture Capital & Corporate Investments Private Limited, AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4<sup>th</sup> & 5<sup>th</sup> Floors, Jayabheri Enclave, Phase –II , Gachibowli, Hyderabad – 500 032 (Telangana) Registrar and Share Transfer Agent (RTA)** of the Company, for sending various Notices, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode.
- Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
- All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (From Monday to Friday) during the business hours 10.00 AM to 1.00 PM up to the date of AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 21<sup>st</sup> September, 2024 to Saturday, 28<sup>th</sup> September, 2024 (Both days inclusive)** for the purpose of Annual General Meeting.
- The Notice and Annual Report will be dispatched to members by electronic means on or before end of day of 4<sup>th</sup> September, 2024.
- CS Ajay Suman Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Business mentioned to be conducted by e-voting.
- The Results of the e-voting will be declared by the Managing Director **by 30<sup>th</sup> September, 2024, by 05:00 P.M.** at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company; [www.quantumbuild.com](http://www.quantumbuild.com) and on website of the Stock Exchange, [www.bseindia.com](http://www.bseindia.com).
- Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
- The details pertaining to Director(s) liable to retire by rotation and director(s) proposed to be appointed / re-appointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

**PROFILE OF THE DIRECTOR RETIRING BY ROTATION AND THOSE FOR RE-APPOINTMENT ARE ANNEXED IN ANNEXURE A.**

**Annexure A**

**Details under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (relating to Corporate Governance) and Secretarial Standard issued by the Institute of Company Secretary of India on General Meetings, with respect to the appointment & re-appointment of Directors is as under:**

Name of the Director	Snehith Muppuri	Nalluri Venkata Chalapathi Rao	Guduru Satayanarayana	Kodali Vijaya Rani
Director Identification Number	08977670	03158440	02051710	00102286
Date of Birth	31.03.1982	25.05.1972	08.06.1946	07.06.1950
Qualification	B.E.(Mechanical)	B.E.(Mechanical)	B.E (Civil)	M.A M.Ed
Experience	15 Years	17 Years	45 Years	44 Years
Experties in specific functional Areas	Construction and Marketing	Software industry	Civil works, construction of residential and commercial complexes etc	In the field of education and administration of educational institutions
Terms & Conditions of Appointment	Appointment of Shri. Snehith Muppuri as Independent Director who is not liable to retire by rotation.	Appointment of Shri. Nalluri Venkata Chalapathi Rao as Independent Director who is not liable to retire by rotation.	Re-appointment of Shri. Guduru Satayanarayana as the Managing Director of the Company who is not liable to retire by rotation.	Re-Appointment of Mrs. Kodali Vijaya Rani, as Director of the Company who is liable to retire by rotation.
Details of Remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report

**Details of Directorship/Committee Chairmanship and Membership in other Companies**

<b>Name of Director</b>	<b>Type of Company</b>	<b>Directorship held</b>	<b>Committee Membership</b>	<b>Committee Chairpersonship</b>
Snehith Muppuri	Listed	Quantum Build-Tech Limited	Audit , NRC & Stakeholders Relationship Committee	Stakeholders Relationship Committee
	Unlisted	Vijayamadhavi Investments Private Limited		
Nalluri Venkata Chalapathi Rao	Listed	Quantum Build-Tech Limited	Audit & NRC Committee	-
	Unlisted	Siri Silks AP Private Limited		
G. Satyanarayana	Listed	Quantum Build-Tech Limited	-	-
Kodali Vijaya Rani	Listed	Quantum Build-Tech Limited	Stakeholders Relationship Committee	-
	Unlisted	Vijayamadhavi Investments Private Limited		

**A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM / EGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:**

- (i) The voting period begins on **25<sup>th</sup> September, 2024 at 9.00 AM and ends on 27<sup>th</sup> September, 2024 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. 20<sup>st</sup> September, 2024** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nSDL.com / SecureWeb / IdeasDirectReg.jsp">https://eservices.nSDL.com / SecureWeb / IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com /">https://www.evoting.nSDL.com /</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542 / 43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or</p>

contact at 022-4886 7000 and 022-2499 7000.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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 e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Quantum Build-Tech Limited** on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) **Additional facility for Non – Individual Shareholders and Custodians for remote e-voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 linked in the login 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@quantumbuild.com](mailto:info@quantumbuild.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM / EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM / EGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven(7) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Three (3) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM / EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM / AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM / AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542 / 43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542 / 43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION (102) OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

The members are hereby informed that as the company evolve and expand their operations, they are finding their existing name limiting in capturing the full scope of their activities therefore to expend the area of business of our Company it is proposed to change the name of the Company to get more visibility in the competitive market.

The names SIRI INFRA TECH LIMITED OR IRIS INFRA TECH LIMITED OR GRADIENTE INFRA-TECH LIMITED, CEMANTIC INFRA TECH LIMITED and HGKV INFRA TECH LIMITED were proposed for the same. The ROC has approved the name CEMANTIC INFRA TECH LIMITED.

Now the consent of the members is requested to change the name of Company from the existing name Quantum Build-Tech Limited to CEMANTIC INFRA TECH LIMITED as approved by Central Registration Centre (CRC), Ministry of Corporate Affairs.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

Neither any of the Promoters, Directors, Key Managerial Personnel of the Company nor their relatives is, in any way shall be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

**ITEM NO. 4**

The members are hereby informed that Mr. K. Prabhakar Reddy has resigned from the post of Independent Director due to completion of 2 consecutive terms of his appointment in the Company. In order to comply with the provisions of the Companies Act 2013, the Independent Director is required to be appointed to fill the vacancy on Company's Board. Mr. Snehith Muppuri has expressed his willingness to join the Company's Board as Independent Director and given his consent in Form DIR-2 and declarations as required. In view of his qualification and experience, and on the recommendation of Nomination and Remuneration Committee of the Company, the Board has appointed him as the Additional Independent Director of the Company

The Board, on the recommendation of Nomination and Remuneration Committee appointed Mr. Snehith Muppuri as the Additional Independent Director of the Company, subject to the approval of Shareholders, Now the members are requested to regularize his appointment as Independent Director of the Company for a period of five year w.e.f 01.08.2024.

None of the Directors, except Mr. Snehith Muppuri, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

**ITEM NO. 5**

The members are hereby informed that Mr. Sripathi Ram Reddy has resigned from the post of Independent Director due to completion of 2 consecutive terms of his appointment in the Company. In order to comply with the provisions of the Companies Act 2013, the Independent Director is required to be appointed to fill the vacancy on Company's Board. Mr. Nalluri Venkata Chalapathi Rao has expressed his willingness to join the Company's Board as Independent Director and given his consent in Form DIR-2 and declarations as required. In view of his qualification and experience, and on the recommendation of Nomination and Remuneration Committee of the Company, the Board has appointed him as the Additional Independent Director of the Company

The Board, on the recommendation of Nomination and Remuneration Committee appointed Mr. Nalluri Venkata Chalapathi Rao as the Additional Independent Director of the Company, subject to the approval of Shareholders, Now the members are requested to regularize his appointment as Independent Director of the Company for a period of five year w.e.f 01.08.2024.

None of the Directors, except Mr. Nalluri Venkata Chalapathi Rao, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

#### **ITEM NO. 6**

The members are hereby informed that the term of Mr. Guduru Satyanarayana as Managing Director of the Company has expired on 31<sup>st</sup> July, 2024. Keeping in view that Mr. Guduru Satyanarayana has more than Four decades of experience in field in which the Company operates, it would be in the interest of the Company to continue the employment of Mr. Guduru Satyanarayana as a Managing Director.

Although, Mr. Guduru Satyanarayana has attained the age of 78 years, he is a valuable asset to the Company and therefore taking into account the performance and experience of Mr. Guduru Satyanarayana, the Board recommends the re-appointment of Mr. Guduru Satyanarayana as the Managing Director of the Company, for a period of five years from 01.08.2024 to 31.07.2029 and that he shall not be liable to retire by rotation.

None of the Directors, except Mr. Guduru Satyanarayana and his relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

#### **ITEM NO. 7**

The members are hereby informed that Mrs. Kodali Vijaya Rani has attained the age of 74 years. She is the Promoter Director and is a valuable asset to the Company. Therefore, taking into account the performance and experience of Mrs. Kodali Vijaya Rani, the Board recommends the re-appointment of Mrs. Kodali Vijaya Rani as the Director of the Company liable to retire by rotation.

Now the members are requested to consider the re-appointment of Mrs. Kodali Vijaya Rani as Director of the Company for a period of five year w.e.f 01.08.2024.

None of the Directors, except Mrs. Kodali Vijaya Rani and her relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

#### **ITEM NO. 8**

The Company had received the request letter cum undertaking from Mrs. Punukollu Rachana on 27.08.2024 and from Mr. Punukollu Kodanda Rambabu on 27.08.2024 falling under the category of Promoter(s)/Promoter Group of the Company requesting to be reclassified from the Category of “Promoter(s)/Promoters Group” to “Public Category”. Further the Company has intimated to the BSE Limited regarding receipt of cited request on 27.08.2024.

<b>Name of the Person acting in concert</b>	<b>No. of shares held</b>	<b>Percentage % of holding</b>
Mrs. Punukollu Rachana	50000	0.20 %
Mr. Punukollu Kodanda Rambabu	0	0.00%

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) along with amendments thereto and based on the letter received from Mrs. Punukollu Rachana, the matter was discussed by the Board of Directors at their meeting held on 23<sup>rd</sup> November, 2021 and also placed before the members of the Company in the AGM held on 30.12.2021. The Board again discussed the matter in their meeting held on 28.08.2024, places the resolution as stated at Item No. 8 to get the above Promoter/Promoter group person reclassified from the “Promoter Category” to “Public Category”, subject to the approval of the Members of the Company at the general meeting by Ordinary Resolution and once approved by the Members, the same shall be subject to the approval of the BSE Limited and/ or such other authorities as may be required.

After analysis the view of the Board are as follows:

As for the application of the said Regulation to the Company, w.r.t the below:

the Company is :

- (i) compliant with the requirement for minimum public shareholding as required under regulation 38 of these regulations; -
- (ii) does not have trading in its shares suspended by the stock exchanges; -
- (iii) not have any outstanding dues to the Board, the stock exchanges or the depositories-

In accordance with the applicable provisions, the analysis placed before the Board for consideration is:

1. That Mrs. Punukollu Rachana is a relative (Daughter) of the erstwhile Promoter Mr. Punukollu Kodanda Rambabu who was a Promoter due to the Takeover Offer and that he has sold his 10,85,114 Equity shares to the another Promoter Mrs. K. Vijaya Rani on 18.06.2020 in an Inter-se transfer of shares amongst Promoters.
2. That Mrs. Punukollu. Rachana holds 50,000 shares comprising of 0.20% of the total Paid up and Listed Equity Share Capital of the Company.
3. That Mrs. Punukollu Rachana & Mr. Punukollu Kodanda Rambabu:
  - i. Does not hold more than ten percent of the total voting rights in the listed entity;
  - ii. Does not exercise control over the affairs of the listed entity directly or indirectly;



- iii. Does not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv. Does not represent nor any of her relatives represent on the board of directors (including not having a nominee director) of the listed entity;
- v. Does not act as a key managerial person in the listed entity;
- vi. Is not declared as a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- vii. Is not declared to be a fugitive economic offender.

Accordingly, Mrs. Punukollu Rachana and Mr. Punukollu Kodanda Rambabu, satisfy the requirements of Clause b of Regulation 31A (3) and accordingly are eligible to be considered for the re-classification as requested by them and the Board considered to place the enabling resolution before the members in the ensuing Annual General Meeting.

Except as mentioned above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise is/are concerned or interested in the resolution. The Board therefore commends the Resolution no. 8 for approval of the members as an Ordinary Resolution.