

August 16, 2016

**The Secretary**  
**Corporate Relations Department,**  
**BSE Limited,**  
**P. J. Towers, Dalal Street,**  
**Mumbai - 400 001**

**Sub.: Proceedings / Minutes of 69<sup>th</sup> Annual General Meeting of the Company**

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed herewith the Proceedings / Minutes of the 69<sup>th</sup> Annual General Meeting of the Company held on July 21, 2016.

We request you to kindly take the same on record.

Thanking you,

Yours truly,  
For **QUADRANT TELEVENTURES LIMITED**

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

Encl.: As above

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**MINUTES OF THE SIXTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF QUADRANT TELEVENTURES LIMITED HELD ON THURSDAY, 21<sup>ST</sup> JULY, 2016 AT 2.30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT AUTOCARS COMPOUND, ADALAT ROAD, AURANGABAD - 431005.**

**PRESENT:**

Mr. Rahul Amarnath Sethi            Director

Mr. Babu Mohanlal Panchal        Director & Chairman of the Audit Committee

**ALSO PRESENT:**

- Representative of Khandelwal Jain & Co., Chartered Accountants, Statutory Auditors; and
- Mr. Amit Verma, Company Secretary
- Mrs. Gayathri R. Girish, Scrutinizer

Mr. Dinesh Bhandari, Secretarial Auditor was given exemption on his request for attending the Annual General Meeting.

**CHAIRMAN OF THE MEETING:**

Mr. Rahul Amarnath Sethi was unanimously elected as the Chairman of the Meeting. He took the Chair and presided over the Meeting.

The Chairman welcomed the Members to the 69<sup>th</sup> Annual General Meeting of the Company.

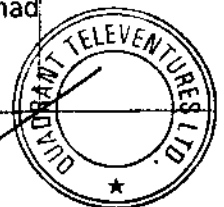
**QUORUM:**

47 Members holding 448,435,607 equity shares were present in person and proxy. Requisite quorum as per the provisions of Section 103 of the Companies Act, 2013, being present, the Chairman declared the Meeting as duly constituted.

Mr. Amit Verma, Company Secretary, informed the Members that Register of Members, Register of Proxies, Attendance Register, Register of Directors' & Key Managerial Personnel's Shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested, Notice of the Meeting and Report of the Directors and Auditors thereon, Minutes Book of the General Meeting and Audited Accounts of the Company were available for inspection during the continuance of the Meeting.

It was further informed that 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 by the Companies (Management and Administration) Amendments Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had

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provided remote e-voting facility to its members to vote for the resolutions to be passed at the Annual General Meeting.

The remote e-voting facility was kept open from Monday, 18<sup>th</sup> July, 2016, 9.00 a.m. to Wednesday, 20<sup>th</sup> July, 2016, 5.00 p.m. (both days inclusive). The remote e-voting facility was not allowed beyond 5.00 p.m. on Wednesday, 20<sup>th</sup> July, 2016.

The Company fixed Thursday, 14<sup>th</sup> July, 2016, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.

The Company also provided facility for voting by Ballot at the AGM apart from providing remote e-voting facility for all those members who were present at the AGM but have not casted their votes by availing the remote e-voting facility.

Mrs. Gayathri R. Girish, Company Secretary in whole time practice (CP No. 9255) was appointed as a Scrutinizer for conducting voting by ballot at the meeting and the remote e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the voting at the Meeting first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.

The Members who have already casted their vote by electronic means cannot participate in voting at this Meeting. But, if such member also participates in voting at the meeting then voting done by electronic means shall be treated as valid and the vote casted at the meeting shall be treated as if the Member has not participated in voting at the meeting.

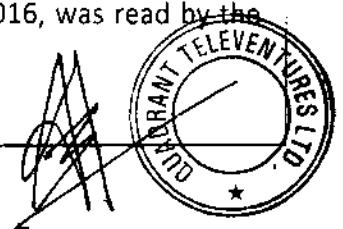
The Chairman then apprised the Members about the overall performance of the Company during the year under review.

The Notice convening the 69<sup>th</sup> Annual General Meeting together with the Notes, the Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2016 and the Directors' Report, having already been circulated to the Members, were taken as read with the general consent of the Members present.

The Auditors' Report for the financial year ended 31<sup>st</sup> March, 2016, was read by the Company Secretary.



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The Company Secretary, with the permission of the Chair informed the Members that, the Company is also providing facility for voting by Ballot at this Meeting for all those members who are present at the Meeting but have not casted their votes by availing the remote e-voting facility. There are multiple items to be transacted at this meeting. Accordingly, the Ballot Papers for voting shall be circulated at the end of discussion of all the business items.

The Chairman then proceeded with the Agenda of the Meeting.

**ORDINARY BUSINESS:**

**1. CONSIDERATION AND ADOPTION OF STANDALONE AND CONSOLIDATED AUDITED STATEMENT OF PROFIT & LOSS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016 AND THE BALANCE SHEET AS AT THAT DATE TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS THEREON:**

The Chairman briefed about the operations of the Company during the year under review. He *inter-alia* informed the Members that During the year under review, the Company has registered a growth in revenue by 7.21% and earned total income of Rs.5,583.72 Million as against Rs. 5,207.94 Million in previous year. However, the Company has incurred operating loss of Rs.1,348.10 Million as against operating loss of Rs. 2,398.93 Million for the previous year.

However, the total expenses amounted to Rs.6,976.41 Million as against Rs. 7,643.12 Million for the previous year.

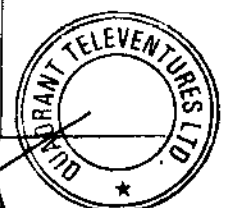
In consolidated terms, the Company recorded consolidated revenue of Rs. 5,623.94 Million during the Financial Year 2015-16 as against the consolidated revenue of Rs.5,252.94 Million for the previous year. The Company has incurred a loss of Rs.1,314.93 Million as against loss of Rs. 2,406.62 Million for the previous year.

Before putting the Resolution to vote, the Chairman invited the Members to offer their observations and comments on the Annual Accounts of the Company. The Chairman responded to the queries raised by the Members to their satisfaction.

Mr. Narayan H Chavan representing M/s Quadrant Enterprises Private Limited, Member of the Company (DP ID/Client ID No.: IN30028010683973) proposed the following resolution as an **ORDINARY RESOLUTION** and Mr. Subhash S. Dayama, Member of the Company (DP ID/Client ID No.: IN30045080159626) seconded the same.

**"RESOLVED THAT** the Audited Statement of Profit & Loss for the financial year ended on 31<sup>st</sup> March, 2016 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon be and is hereby received and adopted."

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**2. APPOINTMENT OF DIRECTOR IN PLACE OF MS. MITU MEHROTRA GOEL (DIN: 05188846), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT:**

The Chairman informed the members that, as per the provisions of Section 152(6)(c) of the Companies Act 2013, one-third of such Directors for the time being as are liable to retire by rotation, shall retire from office at every Annual General Meeting. Further, in terms of the Section 152(6)(d) of the Companies Act 2013, the Director(s) who would be liable to retire by rotation would be the one who have been longest in the office since the date of his/her last appointment.

Ms. Mitu Mehrotra Goel, Director of the Company is liable to retire by rotation and being eligible offers herself for re-appointment as Director. Accordingly, Board recommended the re-appointment of Ms. Mitu Mehrotra Goel as Director on the Board of the Company and the same is subject to the approval of members at this meeting.

Mr. Subhash S. Dayama, Member of the Company (DP ID/Client ID No.: IN30045080159626), proposed the following resolution as an **ORDINARY RESOLUTION** and Mr. Vivek V Ballal, Member of the Company (DP ID/Client ID: IN30045080330186) seconded the same:

**"RESOLVED THAT** Ms. Mitu Mehrotra Goel, (DIN:05188846) who retires by rotation in this Annual General Meeting and being eligible, offers herself for re-appointment be and is hereby reappointed as Director of the Company."

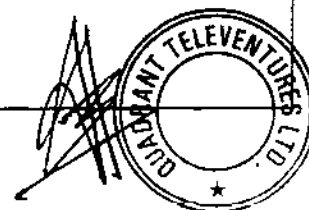
**3. RATIFICATION OF APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION:**

The Chairman informed the Members that M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration no. 105049W) Auditors of the Company hold office until the conclusion of 72<sup>nd</sup> Annual General Meeting (subject to ratification by the members at every subsequent Annual General Meeting).

Pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, the Board of Directors have recommended the ratification of appointment of the Auditors and the same is subject to the approval of members at this meeting.

Mr. Sarvjit Sharma, Member of the Company, (DP ID/Client ID No.: IN30115122352386) proposed the following resolution as an **ORDINARY RESOLUTION**

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and Mr. Subhash S. Dayama, Member of the Company, (DP ID/Client ID No.: IN30045080159626) seconded the same:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting, i.e. 69<sup>th</sup> Annual General Meeting until the conclusion of the 72<sup>nd</sup> Annual General Meeting (subject to ratification by the Members at every subsequent Annual General Meeting), on such remuneration as shall be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

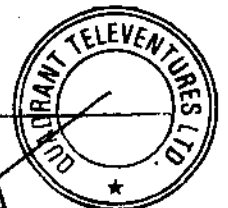
**4. CONSIDERATION AND APPROVAL OF THE RELATED PARTY TRANSACTION IN TERMS OF THE PROVISIONS OF REGULATION 23 OF THE SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

Chairman informed the members that your Company holds Unified Access Services License (UAS License) for providing Telephony Services in the Punjab Telecom Service Area comprising of the State of Punjab, Union Territory of Chandigarh and Panchkula Town of Haryana. Your Company provides various Telecommunication services including Data and Internet Connectivity across wireline technology, Fixed Line and Mobile voice services, Managed Services. The Company provides broadband services through its fiber optic cable laid across Punjab and the Company has also entered into co-location agreements with other operators in order to expand its network.

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

Accordingly, it is proposed to raise funds from M/s. Quadrant Enterprises Private Limited ("QEPL"), the Promoter Group Entity and Associate Company of the Company and Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the Rules made there under and Accounting Standard – 18

  
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(AS-18) issued by the Institute of Chartered Accountants of India, by way of loans/advances in one or more tranches during the period from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017 for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only).

The Audit Committee of the Company in its meeting held on 27<sup>th</sup> May, 2016 considered and given its omnibus approval in line with the policy on Related Party Transactions of the Company for availing financial assistance by way of loans/advances from QEPL upto an amount not exceeding Rs. 500 Crore during the period from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017.

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

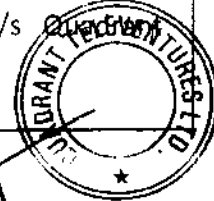
Accordingly consent of the members is sought by way of Ordinary Resolution in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Amol V. Mitkari representing M/s Nippon Investment & Finance Company Private Limited, Member of the Company (DP ID/Client ID No.: 120639000000213), proposed the following resolution as an **ORDINARY RESOLUTION** and Mr. Narayan G. Gade, Member of the Company (DP ID/Client ID No.: IN30045080330209) seconded the same:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification thereof) and all the applicable provisions of the Companies Act, 2013 read with Rules made there under and as recommended and approved by the Audit Committee at its meeting held on May 27, 2016 and subject to such other approvals, sanctions, permissions as may be required, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into transaction(s) with M/s Quadrant Enterprises Private Limited, Promoter Group entity and Associate Company and related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the rules made there under and Accounting Standard – 18 (AS-18) issued by the Institute of Chartered Accountants of India, by way of loan/advance in one or more tranches during the period from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2017 for an amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions of Related Party Transactions with M/s Quadrant Enterprises Private Limited.

  
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Enterprises Private Limited and to do all such acts, deeds and things as may be necessary, usual or expedient for giving effect to this Resolution and also to agree to any amendments thereto from time to time as it may think fit.

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

**5. APPOINTMENT OF MR. AMIT VERMA AS MANAGER OF THE COMPANY IN TERMS OF THE PROVISIONS OF SECTION 196, 197 AND 203 READ WITH SCHEDULE V OF THE COMPANIES ACT 2013:**

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

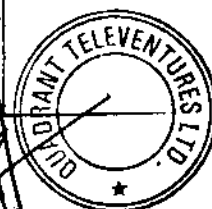
In terms of Schedule V of the Act, the Company has inadequate profit and negative effective capital, therefore on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company proposes to pay overall maximum remuneration of an amount not exceeding Rs.20,00,000 (Rupees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

Accordingly consent of the members is sought by way of Special Resolution in terms of Schedule V of the Companies Act 2013.

Mr. Namdev C. Tupe, Member of the Company (DP ID/Client ID No.: IN30045080329645), proposed the following resolution as an **ORDINARY RESOLUTION** and Mr. Narayan G. Gade, Member of the Company (DP ID/Client ID No.: IN30045080330209) seconded the same:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

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modification(s) or re-enactment thereof for the time being in force) and subject to such other approval / sanctions as may be required, the approval of shareholders be and is hereby accorded for the appointment of Mr. Amit Verma as 'Manager' of the Company for a period of three years w.e.f. November 7, 2015 to November 6, 2018 on the terms and conditions including remuneration subject to the limit of Rs.20,00,000 (Rupees Twenty Lacs Only) per annum with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and subject however that the remuneration shall not exceed the limits specified in Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

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

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

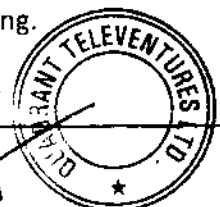
**6. RATIFICATION OF REMUNERATION TO COST AUDITORS:**

The Chairman informed the members that the Board of Directors of the Company on the recommendation of the Audit Committee, has re-appointed M/s Sanjay Gupta and Associates, Cost Accountant (Firm Registration no. 000212) as the Cost Auditor of the Company to conduct the Audit of the Cost Records of the Company in respect of Telecommunications Services for the financial year commencing from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has decided to pay a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) excluding Service Tax and other Taxes and other out of pocket expenses at actuals to M/s Sanjay Gupta and Associates, for the financial year commencing from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

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

  
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Accordingly, consent of the members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to the cost Auditors for the financial year commencing from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 and the same is subject to the approval of members at this meeting. .

Mr. Vivek V. Ballal, the Member of the Company (DP ID/Client ID.: IN30045080330186), proposed the following resolution as an **ORDINARY RESOLUTION** and Mr. Vishnu A. Mulay, Member of the Company (DP ID/Client ID.: 1302190000030227) seconded the same:

**"RESOLVED THAT** pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sanjay Gupta and Associates, Firm Registration No. 000212, Cost Accountant in Whole-Time practice appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the Audit of the Cost Records of the Company for the financial year commencing on 1<sup>st</sup> April, 2016 at a remuneration of Rs.1,00,000/- (Rupees One Lac Only) excluding Service Tax, travelling and other out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

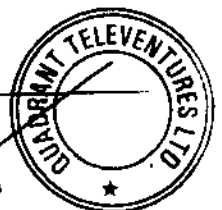
The Chairman informed the members that the deliberate discussion has taken place on all agenda items mentioned in the Notice of 69<sup>th</sup> Annual General Meeting. He then requested the Company Secretary and Mrs. Gayathri Girish, Scrutinizer to conduct the voting by Ballot for all those members who are present at the meeting but have not exercised their right to vote by remote e-voting facility.

The Company Secretary then provided the Register of Members, specimen signatures of members, Attendance Register and Register of Proxies copies of Board Resolutions received from bodies corporate holding shares of the Company.

The Scrutinizer then distributed the Ballot Papers to all those members who are present at the meeting but have not exercised their right to vote by remote e-voting facility. The Scrutinizer then explained the detailed procedure for voting through Ballot.

The Company Secretary further requested the Members to cast their votes on the Ballot Papers for the business items as discussed in the Meeting and put their Ballot Papers in the Ballot Box.

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The Scrutinizer then locked and sealed the empty Ballot Box in the presence of the members and proxies. It was further informed that the results of the same will be declared after combining the votes casted electronically and through Ballot.

After the conclusion of voting by Ballot, the Scrutinizer opened the Ballot Box in the presence of Mr. Narayan Chavan and Mr. Amol Mitkari, as witnesses and then counted the votes cast by Ballot and diligently scrutinized the same and thereafter, unblocked the votes cast through remote e-voting in the presence of Mr. Narayan Chavan and Mr. Amol Mitkari, who are not in the employment of the Company.

The Scrutinizer then issued separate Scrutinizer Report(s) on Voting by Ballot in Form MGT – 13 and Remote E-voting on the resolutions contained in the Notice of Annual General Meeting and also issued Consolidated Report of the total votes cast in favour or against, if any, to the Chairman who countersigned the same.

Based on the consolidated Scrutinizer Report the Chairman declared as follows:

Particulars	Particulars
Total Number of Shareholders as on Thursday, 14th July, 2016, the cut-off date/entitlement date for identifying the Shareholders entitled to participate by e-voting process (remote e-voting) or voting by Ballot at AGM.	14,811
Total Number of Outstanding Shares as on the cutoff date/entitlement date i.e. Thursday, 14 <sup>th</sup> July, 2016.	61,22,60,268

**Total Voting:**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	38	12,17,29,698	19.88
e-voting process (remote e-voting)	16	32,67,15,849	53.36
<b>Total</b>	<b>54</b>	<b>44,84,45,547</b>	<b>73.24</b>

**Valid Voting:**

Mode of Voting	Number of Members whose votes are valid	Number of valid votes cast by them	% to total votes cast by them
Votes cast by Ballot	38	12,17,29,698	100
e-voting process (remote e-voting)	16	32,67,15,849	100
<b>Total</b>	<b>54</b>	<b>44,84,45,547</b>	<b>100</b>

**Invalid Voting:**

Mode of Voting	Number of Members	Number of invalid votes	% to total votes cast by them

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	whose votes are invalid		
Votes cast by Ballot	NIL	NIL	NIL
e-voting process (remote e-voting)	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The Chairman then announced the results of Voting by Ballot and Remote E-Voting as follows:

- Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to receive, consider and adopt the Standalone and consolidated Audited Statement of Profit and Loss for the financial year ended on 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon**

**Votes in favour of the resolution:**

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	32,67,15,449	100
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>44,84,45,147</b>	<b>100</b>

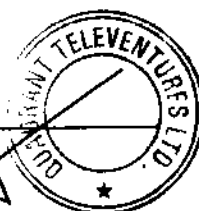
**Votes against the resolution:**

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	400	0.00
Voting by Ballot	12,17,29,698	NIL	NIL
<b>Total</b>	<b>44,84,45,547</b>	<b>400</b>	<b>0.00</b>

The Chairman declared that the resolution is passed with requisite majority.

- Ordinary Resolution pursuant to the provisions of Section 152, 160 of the Companies Act, 2013, and the Rules made there under, to appoint a Director in place of Ms. Mitu Mehrotra Goel (DIN: 05188846), who retires by rotation and being eligible, offers herself for re-appointment.**

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Votes in favour of the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	32,67,15,449	100
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>44,84,45,147</b>	<b>100</b>

Votes against the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	400	0.00
Voting by Ballot	12,17,29,698	NIL	NIL
<b>Total</b>	<b>44,84,45,547</b>	<b>400</b>	<b>0.00</b>

The Chairman declared that the resolution is passed with requisite majority.

3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to ratify appointment of Statutory Auditors of the Company and fix their remuneration.

Votes in favour of the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	32,67,15,449	100
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>44,84,45,147</b>	<b>100</b>

Votes against the resolution:

  
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Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	400	0.00
Voting by Ballot	12,17,29,698	NIL	NIL
<b>Total</b>	<b>44,84,45,547</b>	<b>400</b>	<b>0.00</b>

The Chairman declared that the resolution is passed with requisite majority.

4. **Ordinary Resolution pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, to consider and approve the related party transactions.**

Votes in favour of the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	2,38,10,280	7.29
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>14,55,39,978</b>	<b>32.45</b>

Votes against the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	400	0.00
Voting by Ballot	12,17,29,698	NIL	NIL
<b>Total</b>	<b>44,84,45,547</b>	<b>400</b>	<b>0.00</b>

The Chairman declared that the resolution is passed with requisite majority.

5. **Special Resolution pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, to appoint Mr. Amit Verma as Manager of the Company.**

Votes in favour of the resolution:

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast

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E-Voting	32,67,15,849	32,67,15,449	100
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>44,84,45,147</b>	<b>100</b>

**Votes against the resolution:**

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	400	0.00
Voting by Ballot	12,17,29,698	NIL	NIL
<b>Total</b>	<b>44,84,45,547</b>	<b>400</b>	<b>0.00</b>

The Chairman declared that the resolution is passed with requisite majority.

6. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of M/s Sanjay Gupta and Associates, Cost Accountant for the financial year ending on 31<sup>st</sup> March, 2017

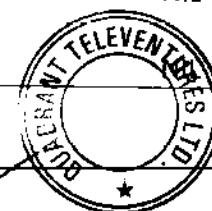
**Votes in favour of the resolution:**

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	32,67,15,849	100
Voting by Ballot	12,17,29,698	12,17,29,698	100
<b>Total</b>	<b>44,84,45,547</b>	<b>44,84,45,547</b>	<b>100</b>

**Votes against the resolution:**

Mode of Voting	Total Number of Votes	No of Shares	% of total number of valid votes cast
E-Voting	32,67,15,849	NIL	NIL
Voting by Ballot	12,17,29,698	NIL	

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<b>Total</b>	<b>44,84,45,547</b>	<b>0</b>	<b>0.00</b>
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The Chairman declared that the resolution is passed with requisite majority.

**DECLARATION OF RESULT OF POSTAL BALLOT**

Apart from the above Agenda items of the Annual General Meeting, the Result of Postal Ballot for passing of Special Resolution for shifting of Registered Office of the Company from Autocars Compound, Adalat Road, Aurangabad - 431005, State of Maharashtra to Plot no. B-71, Industrial Area, Phase VII, Mohali - 160055, State of Punjab, i.e. from the jurisdiction of Registrar of Companies - Maharashtra to the jurisdiction of Registrar of Companies - Punjab and Chandigarh - was announced during the meeting. As per the Scrutinizer's Report on Postal Ballot, the said Special Resolution was approved / assented by Shareholders with requisite majority.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 together with the rules framed thereunder, the declaration of result of Postal Ballot at the Annual General Meeting shall be considered to be the date of passing the resolution and deemed to have been passed at the Annual General Meeting of the Company.

**VOTE OF THANKS:**

There being no other business to be transacted, the meeting concluded at 5.30 P.M. with a vote of thanks to the Chair.

PLACE: Mohali  
DATE: August 12, 2016

  
**CHAIRMAN**



  
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