



## QUADRANT TELEVENTURES LIMITED

CIN: L00000MH1946PLC197474

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

Phone No. 91-240-2320754, E-mail: [secretarial@infotelconnect.com](mailto:secretarial@infotelconnect.com), Website: [www.connectzone.in](http://www.connectzone.in)

### POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) to seek approval of the Shareholders of the Company by way of Postal Ballot for the following Special Business(es):

1. To authorize the Board of Directors to borrow money/moneys up to an amount not exceeding Rs. 5,000 Crores;
2. To authorize the Board of Directors to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of undertaking of the Company up to an amount not exceeding Rs. 5,000 Crores; and
3. To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans up to an amount not exceeding Rs. 500 Crores.

A statement setting out the material facts in respect of each item of Special Business(es) to be transacted pursuant to Section 102 of the Companies Act, 2013, together with the Postal Ballot Form are being sent to the Shareholders for their consideration. E-voting facility is also being provided to all the Shareholders in pursuance to the provisions of the Clause 35B of Listing Agreement entered with Stock Exchanges and applicable provisions of the Companies Act, 2013.

#### PROPOSED RESOLUTIONS:

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

**“RESOLVED THAT** in supercession to the earlier resolution passed by shareholders of the Company at an Extra-Ordinary General Meeting of the Company held on February 27, 2006 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions 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) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time any sum or sums of money (in foreign currency or Indian Rupee), on such terms and conditions and with or without security as the Board may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any point of time exceed the limit of Rs. 5,000 Crores (Rupees Five Thousand Crores only).

**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.”

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

**“RESOLVED THAT** in supercession to the earlier resolution passed by shareholders of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions 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) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage, and/or charge (in addition to the mortgages/charges previously created) all or any of the immovable and movable properties of the Company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, (save and except the current assets that are or may be hypothecated and/or pledged in favour of the Company’s Bankers for securing the borrowings for Working Capital Requirements) in such form and in such manner and on such terms and conditions as the Board may think fit, together with the power to take over the management of the Company in certain events of default, in favour of the Company’s lenders / agents / trustees in order to secure borrowings availed/to be availed of by the Company, in the course of business or for securing any loans and/or advances already obtained or that may be obtained by the Company or others, from any Financial Institutions/ Banks/ Insurance Companies/ Other Bodies Corporate or person or persons and/or to secure any debentures issued and/or that may be issued upto a sum not exceeding Rs. 5,000 Crores (Rupees Five Thousand Crores Only) at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions for such transfer, sell, lease, disposal or creation of mortgage and/or charge 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions 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) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto a limit of Rs. 500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other 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.

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

**PLACE : AURANGABAD  
DATE : AUGUST 7, 2014**

**KAPIL BHALLA  
COMPANY SECRETARY**

**NOTES:**

1. A statement setting out the material facts concerning each item of special business to be transacted pursuant to Section 102 of the Companies Act, 2013, is appended below.
2. The Notice of Postal Ballot is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Monday, 4th August, 2014.
3. The Company has appointed Ms. Kanchan A. Kakade, Practicing Company Secretary as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. The Company in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by CDSL. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting. Members have an option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot Form also. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
5. Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached Business Reply Envelope so as to reach the Scrutinizer on or before 5.00 p.m. Wednesday, 10th September, 2014 at the following address:  
  
The Scrutinizer – Quadrant Televentures Limited, Post Box No. 556, Aurangabad – 431005
6. The voting rights will be reckoned on the paid-up value of shares registered in name of Shareholders on Monday, 4th August, 2014, the cut-off date/entitlement date.
7. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit her report to any one of the Directors or Company Secretary of the Company. The result of the Postal Ballot would be announced by any one of the Directors or Company Secretary of the Company on Friday, 12<sup>th</sup> September, 2014 at 12.00 Noon at the Registered office of the Company. The date of declaration of the results of Postal Ballot shall be considered to be the date of passing of the Resolutions and the date of Extra Ordinary General Meeting, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
8. All the relevant documents referred to in the Notice is open for inspection at the Registered Office of the Company during office hours on all working days except Saturday/Sunday and other holidays between 9.00 am to 11.00 am upto the date of declaration of results of Postal Ballot i.e. Friday, 12th September, 2014.

## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- (i) The e-voting period begins on Tuesday, 12th August, 2014 at 9.00 a.m. and shall end on Wednesday, 10th September, 2014 at 5.00 p.m., both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 4<sup>th</sup> August, 2014 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### In case of members receiving e-mail:

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field (Sequence number has been provided as Serial Number (Sr. No.) in the address label.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence no. 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter <b>member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</b></li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Quadrant Televentures Limited.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- A. Please follow all steps from sl. no. (ii) to sl. no. (xviii) above to cast vote.
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available on [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The shareholders can also write to Mr. Kapil Bhalla, Company Secretary of the Company, at [secretarial@infotelconnect.com](mailto:secretarial@infotelconnect.com).

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

**ITEM 1:**

The Ministry of Corporate Affairs (MCA) had notified Section 180(1)(c) of the Companies Act, 2013 (corresponding Section 293(1)(d) of the Companies Act, 1956) effective from 12th September, 2013. As per the provisions of the Section 180(1)(c) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required for authorizing the Board of Directors to borrow money/ moneys, where the amount to be borrowed together with the amount already borrowed by the company exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

MCA vide its General Circular no. 04/2014 dated 25th March, 2014 notified that the resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to the borrowing (subject to the limits prescribed) and /or creation of security on assets of the Company will be regarded as sufficient compliance of the requirement of Section 180 of the Companies Act, 2013 for a period of 1 year from the date of notification.

The shareholders of the Company have already accorded their approval to the Board of Directors of the Company to borrow money/ moneys upto an amount of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) by passing an Ordinary Resolution and in pursuance to Section 293(1)(d) of the erstwhile Companies Act, 1956 at an Extra Ordinary General meeting of the Company held on February 27, 2006. However, the said resolution is valid for a period of 1 year from the date of aforesaid notification. Hence, the Company is required to obtain fresh approval of the members as per the provisions of Section 180 of the Companies Act, 2013.

The Telecom industry is set for a sustained growth over the long term and to increase the customer base and for better connectivity, there is need for network expansion of GSM network and also in view of high prices of spectrum acquisition & License fees huge capital infusion is required over the period of time.

All such expansions and diversifications require huge amount of capital allocation. To ensure adequate availability of additional fund requirement and working capital, it is necessary that the Board of Directors have sufficient borrowing powers. Accordingly, it is now proposed to enhance the said borrowing limit from Rs. 1,500 Crores to Rs. 5000 Crores.

With a view to ensure wider participation of the members, this resolution is also being proposed by Postal Ballot. The said Special Resolution is being recommended for the approval of the Members by Postal Ballot.

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

#### **ITEM 2:**

The Ministry of Corporate Affairs (MCA) had notified Section 180(1)(a) of the Companies Act, 2013 (corresponding Section 293(1)(a) of the Companies Act, 1956) effective from 12th September, 2013. As per the provisions of the Section 180(1)(a) of the Companies Act, 2013, approval of the shareholders is required for authorizing the Board of Directors to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking.

MCA vide its General Circular no. 04/2014 dated 25th March, 2014 notified that the resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to the borrowing (subject to the limits prescribed) and /or creation of security on assets of the Company will be regarded as sufficient compliance of the requirement of Section 180 of the Companies Act, 2013 for a period of 1 year from the date of notification.

Presently, the Board is authorized to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage and/or charge on various assets of the Company in terms of the provisions of Section 293(1)(a) of the erstwhile Companies Act, 1956, to the extent of Rs. 1,500 Crores. However, the said authorization is valid for a period of 1 year from the date of aforesaid notification. Hence, the Company is required to obtain fresh approval of the members as per the provisions of Section 180 of the Companies Act, 2013.

In order to bring consistency between the two authorizations, it is proposed that the authorization under Section 180(1)(a) of the Companies Act, 2013 shall be increased so as to make it equal to the authorization under section 180(1)(c) of the Companies Act, 2013. Accordingly, consent of the members is being sought to authorize the Board to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage and/or charge to the extent of Rs. 5,000 Crores in line with the proposed increase in the borrowing powers of the Company as mentioned in Item No. 1 hereinabove.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution under Section 180(1)(a) can be passed only through Postal Ballot. Accordingly, the said Special Resolution is being recommended for the approval of the Members by Postal Ballot.

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

#### **ITEM 3:**

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is proposed that the Board of Directors of the Company be authorized to make investment/ extend guarantee/ provide security/ give loan upto an amount of Rs. 500 Crores (Rupees Five Hundred Crores only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company.

Since, decisions for investment or for providing guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it may not be feasible for the Company to seek shareholders' consent by postal ballot each and every time, in view of the timings and the expenses involved. The Board proposes to make investment/ give loan, inter-alia, out of internal accruals/mobilizations including external financing, as may be done by the Company from time to time.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought to fix the ceiling of Rs 500 Crores, upto which loans/investments can be made, security/guarantee may be provided by the Board of Directors of the Company. In accordance with the provisions of the Companies Act, 2013, the said limit may also be considered as an annual limit fixed by the shareholders for extending guarantee till the time the same is fully utilized/exhausted.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through Postal Ballot.

The said Special Resolution is being recommended for the approval of the Members by Postal Ballot.

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

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

**PLACE : AURANGABAD  
DATE : AUGUST 7, 2014**

**KAPIL BHALLA  
COMPANY SECRETARY**

