

# MINUTES BOOK

**MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF QUANTUM BUILD-TECH LIMITED HELD ON THURSDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER 2017 AT 11:30 A.M. AT HYDERABAD GYMKHANA, ROAD NO. 2, BANJARA HILLS, HYDERABAD-500034 (TELENGANA)**

**Directors present:**

Sr.No.	Name	Designation
1.	Shri Guduru Satyanarayana	Managing Director
2.	Shri Manne Rambabu	Director- Technical
3.	Shri Kyatham Prabhakar Reddy	Non-Executive Independent Director

**In Attendance/Invitees:**

Sr.No.	Name	Designation
1.	Shri P.K. Rambabu	Promoter
2.	Shri Ajay Suman Shrivastava	Secretarial Auditor
3.	Shri Koteswara Rao	Chief Financial Officer
4.	Ms. Payal Bang	Company Secretary
5.	Shri V. Nagendra	Statutory Auditor

**Members Present:**

Total 35 members were present in the Meeting, in which 26 members attended the meeting in person and 9 members were present through proxies.

The Company Secretary welcomed the Directors, Invitees and the Members present in the Meeting.

Shri Guduru Satyanarayana, Managing Director of the Company was unanimously elected as the Chairman for the meeting by the members by show of hands. Thereafter he chaired the proceedings of the meeting and since the requisite quorum was present, the Chairman called the meeting to be in order.

Thereafter the Chairman delivered his speech covering the financial highlights and other developments in the Company during the Financial Year 2016-17 and with the permission of the shareholders, took the Notice as read.

Then Ms. Payal Bang Company Secretary and Compliance Officer of the Company read the Auditor's Report.

Then Company Secretary placed the Agenda of the Meeting briefly-

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## Ordinary Business

**Item No. 1 To receive consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March 2017, together with the Directors Report, Auditors Report and such other reports annexed thereon.**

**“RESOLVED THAT** the Audited Balance Sheet, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2017, together with the schedules and notes on accounts appended thereto, along with the reports of the Board of Directors and Auditors and such other report annexed thereon be and are hereby approved and adopted.”

**Item No. 2 To appoint Director in place of Smt. Kodali Vijaya Rani who is liable to retire by rotation and being eligible offers herself for re-appointment.**

**“RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with Articles of Association of the Company and other applicable provisions if any, consent of the Members be and is hereby accorded and Smt. Kodali Vijayarani, retiring Director of the Company, who being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**Item No. 3 To appoint M/s. Suryanarayana & Suresh Chartered Accountant, Hyderabad as the Statutory Auditors of the Company, for a period of five years, subject to ratification by members in every Annual General meeting.**

**“RESOLVED THAT** pursuant to Section 139(2), and other provisions applicable, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the consent of the members be and is hereby accorded to appoint of M/s. Suryanarayana & Suresh, Chartered Accountants, (Firm Regn. No. 006631S), as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting of the Company, subject to ratification at every Annual general meeting, at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

## Special Business:

**Item No. 4 To re-appoint Shri Guduru Satyanarayana as the Managing Director of the Company.**

**“RESOLVED THAT** pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act, the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr.

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Guduru Satyanarayana (DIN: 02051710) as the Managing Director of the Company with effect from 1<sup>st</sup> September, 2017, on the following terms of remuneration:

- i. Salary: Rs. 1,00,000/- per month;
- ii. Perquisites and allowances, aggregate value of which shall not exceed: Rs. 9,00,000/- per annum;
- iii. Other terms and conditions as per the policy of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

**Item No. 5 To re-appoint Shri Manne Rambabu as the Whole Time Director of the Company.**

**“RESOLVED THAT** pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Act, the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Rambabu Manne (DIN: 02413835) as the Whole-time Director of the Company with effect from 1<sup>st</sup> September, 2017, on the following terms of remuneration:

- i. Salary: Rs. 77,500/- per month;
- ii. Perquisites and allowances, aggregate value of which shall not exceed: Rs. 9,00,000/- per annum;
- iii. Other terms and conditions as per the policy of the Company.”

**Item No. 6 To appoint Shri Kanduri Saraswathi Kumar as an Independent Director of the Company.**

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under (including any statutory modification or re-enactment thereof), read with Schedule IV to the Act, as amended from time to time, Mr. Kanduri Saraswathi Kumar (DIN: 02788086.), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years, with effect from the date of this Annual General Meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

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The Chairman then replied to all the queries raised by the members on the items of the business of the meeting.

The members were then informed by the Company Secretary that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the members to cast their vote on all the resolutions as set out in the notice of AGM the period of e-voting commenced from **Monday, the 25<sup>th</sup> day of September, 2017 (9:00 AM) and ended on Wednesday, the 27<sup>th</sup> day of September, 2017 (5:00 PM).**

Members or proxies were informed that who present at the meeting but did not cast their votes by availing the remote e-voting facility can exercise their vote by use of Poll Papers.

Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through Poll papers. He then conducted the poll at the venue. The polling paper in the prescribed format Form MGT-12 was distributed among the members and the procedure of poll was explained to the members in detail. The voting process was carried out by the Scrutinizer and poll papers were witnessed by two members namely Mr. K. Bharath Raj and Mr. Sitaram Reddy.

It was also informed to the members that the results of votes cast by members through remote e-voting and poll, on the basis of the report of the Scrutinizer, shall be announced by 30.09.2017. The same shall also be submitted with BSE Ltd and shall also be hosted on the website of the Company.

## **Vote of Thanks:**

There being no other business to transact, meeting concluded with a vote of thanks to the Chair at around 12.45 P.M.

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**Results of Remote E-voting and Poll on the Resolutions at the 19th Annual General Meeting of the Company held on Thursday, 28<sup>th</sup> Day of September, 2017.**

On the basis of the Scrutinizer's Report of remote electronic voting and for the poll conducted at the Annual General Meeting dated 28.09.2017, The summary of the Scrutinizer's Report is as follows:

**Item No. 1:** To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2017 together with the Reports of Directors, Auditors and such other Reports annexed thereon.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25
E-voting	20	5718201	84.75
<b>Total</b>	<b>42</b>	<b>6747935</b>	<b>100</b>

ii. Vote against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Item No. 2:** To appoint a Director in place of Smt. Kodali Vijaya Rani (DIN: 00102286) who retires by rotation and being eligible offers herself for re-appointment.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25

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E-voting	20	5718201	84.75
<b>Total</b>	<b>42</b>	<b>6747935</b>	<b>100</b>

<b>ii. Vote against the resolution</b>			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>iii Invalid votes</b>		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Item No. 3:** To appoint M/s Suryanarayana & Suresh Chartered Accountants, as the statutory Auditors of the Company.

<b>i. Vote in favour of the resolution</b>			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25
E-voting	20	5718201	84.75
<b>Total</b>	<b>42</b>	<b>6747935</b>	<b>100</b>

<b>ii. Vote against the resolution</b>			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>iii Invalid votes</b>		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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## SPECIAL BUSINESS:

**Item No. 4:** To re-appoint Shri Guduru Satyanarayana as the Managing Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25
E-voting	20	5718201	84.75
Total	42	6747935	100

ii. Vote against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

**Item No. 5:** To re-appoint Shri Manne Rambabu as the Whole Time Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25
E-voting	20	5718201	84.75
Total	42	6747935	100

ii. Vote against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of

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			valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

**Item No. 6:** To appoint Shri Kanduri Saraswathi Kumar as an Independent Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	22	1029734	15.25
E-voting	20	5718201	84.75
Total	42	6747935	100

ii. Vote against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

**Date:** 12.10.2017

**Place:** Hyderabad



**CHAIRMAN**

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