

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **QUANTUM BUILD-TECH LIMITED** will be held on Saturday, 16th day of March ,2019 at 11.30 A.M.at Hyderabad Zymkhana, Road No.2, Banjara Hills, Hyderabad – 500 034 to transact the following

Special business:

- 1) To approve reclassification of the Authorised Share Capital of the Company and in this regard, 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 the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) comprising of 1,80,00,000/- Equity Shares of Rs. 10/- (Rupees Ten) each and 10,00,000/- Preference Shares of Rs 100/- each to Rs.28,00,00,000/- (Rupees Twenty Eight Crores Only) comprising of 2,80,00,000/- Equity Shares of Rs. 10 (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be hereby altered to reflect the reclassified authorized capital”.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

1. The Authorised Share Capital of the Company shall be Rs. 28,00,00,000/- (Rupees Twenty Eight Crores) divided into 2,80,00,000/- (Two Crores Eighty Lacs) Equity Shares of Rs10/- (Rupees (Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the Company”.

“RESOLVED FURTHER THAT the Directors of the company, Company Secretary and Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid reclassification of authorized share capital and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution”.

- 2) To approve amendment to Memorandum of Association 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 FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), Clause III of the Memorandum of Association of the company be and is hereby amended as under:-

- i. Heading of the Part A of Clause III of Memorandum of Association i.e. “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:” substituted with the Heading “OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.
- ii. Heading of Part B of Clause III of Memorandum of Association i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” substituted with the Heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE”.
- iii. Part C of Clause III of Memorandum of Association i.e. “THE OTHER OBJECTS” be and is hereby deleted (all Sub- clauses 1 to 55).
- iv. Clause IV of Memorandum of Association of the company be and is hereby amended and substituted with the following Clause: “IV The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED FURTHER THAT the Directors of the Company, Company Secretary and Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the amendment to Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution”.

- 3) To approve Adoption of new set of articles of association 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 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Company Secretary for the purpose of identification), be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Directors of the company, Company Secretary and Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the adoption of new articles of association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution”.

- 4) To approve limits for Inter Corporate Loans and Investments 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 Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Company be and is hereby accorded to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 2,000,000,000, (Indian Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013”.

“ RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of investment or divestment taken by the Company from time to time”.

“RESOLVED FURTHER THAT the Directors of the company, Company Secretary and Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the approving limits for inter corporate loans and investments and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution”.

- 5) To approve Preferential Issue of Equity Shares to Non Promoters / Person acting in concert 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 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under ("Act") (including any statutory modification(s) or reenactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchanges and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI LODR Regulations") and subject to the approval(s), consent(s), permission(s) and or sanction(s), if any of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, in one or more tranches up to 1,24,50,000 (One Crore Twenty Four Lacs and Fifty Thousand) Equity Shares ("Equity Shares") (representing upto 49.66% of the post preferential allotment share capital) of Rs 10 each ("Shares issue Price"), of face value of Rs 10/- each, as fully paid up, of the Company on a preferential basis to various persons/entities/investors under the Non Promoter Category/Person Acting in Concert as mentioned in the Explanatory Statement for consideration other than cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate in accordance with the ICDR Regulations and other applicable laws and regulations provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of ICDR Regulations and that while issuing the shares, if required, the authorized capital of the Company be increased accordingly".

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

"RESOLVED FURTHER that the equity shares to be issued shall rank pari passu in all respects with the existing equity shares of the Company. The Equity Shares issued pursuant to the preferential allotment shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time".

"RESOLVED FURTHER that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the allottees on BSE Limited and that with the depositories, viz, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). and for the credit of such equity shares to the demat accounts of the proposed allottees".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies/ regulatory bodies involved in such issues but subject to such conditions as the BSE Limited, Securities and Exchange Board of India (SEBI), Financial Institutions, if any, and any other appropriate authority may impose at the time of their approval as agreed by the Board.

"RESOLVED FURTHER that in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be February 14, 2019, being 30 (thirty) days prior to the date of this Extraordinary General Meeting.

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or incidental thereto, proper or desirable, or to settle any question, difficulty or doubt that may arise in regard to the issue of the aforesaid shares and to finalise or execute all documents and writings as may be necessary, desirable or expedient."

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it. to any Committee of Directors, any other Director(s or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution”.

By Order of the Board of Directors

Place: Hyderabad
Dated: February 14,2019

Guduru Satyanarayana
Managing Director
DIN:-02051710

Regd. Office:
8-1-405/A/66 Dream Valley, Near
O.U Colony, Shaikpet, Hyderabad 500 104

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member of the Company.
2. A proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting as set out above is annexed hereto and forms part of the Notice.
4. "The notice of EGM is being sent to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on 15th February,2019
5. **Voting through electronic means**
In Compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL). E-voting detailed instructions form is attached.
The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the EGM, apart from the remote e-voting facility provided prior to the date of EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the EGM.
The Company has appointed Mr. Ajay S Shrivastava, Practicing Company Secretaries (COP No- 3479), as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner.
The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the EGM, not later than 48 hours of conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the EGM forthwith. The results declared along with the Scrutiniser's report shall be placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchange(s).

Notice of the Extra Ordinary General Meeting (EGM) of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

The e-voting period commences on **Wednesday March 13, 2019 (9.00 am) and ends on Friday, March 15, 2019 (5.00 pm)**. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 8, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Kindly note that, each Member can opt for only one mode for voting i.e. either by Physical Ballot at Extra Ordinary General Meeting or through e-voting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

Click on “Shareholders” tab.

Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members 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 and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	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.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> 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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. (i) to sl. no. (xvii) above to cast vote.
- (B) The e-voting period begins on **Wednesday March 13, 2019 (9.00 am) and ends on Friday, March 15, 2019 (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 of March 08, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

8. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the Extra Ordinary General Meeting.
9. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Notice to the Meeting.
10. An electronic copy of the Notice of EGM of the Company, *inter alia* indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members whose emails ID are registered with the Company/DP's for Communication purposes, for the members other than above physical copy of the annual report is being sent in the permitted mode.

ANNEXURE TO THE NOTICE:

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013,(the Act)

Item No-1

The Current Authorized Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) comprising of 1,80,00,000/- Equity Shares of Rs. 10/- (Rupees Ten) each and 10,00,000/- Preference Shares of Rs 100/- each .The Company proposes to reclassify its authorized share capital to Rs.28,00,00,000/- (Rupees Twenty Eight Crores Only) comprising of 2,80,00,000 /- Equity Shares of Rs. 10/- (Rupees Ten) each to facilitate any fund raising or for other purposes, in future via further issue of equity shares of the Company.

The reclassification in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No-2

The members are informed that the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects. In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated and any matter considered necessary in furtherance of the objects thereof. Also the liability clause IV is required to be modified in terms of the requirement of the aforementioned section. Hence, in view of the notification of Companies Act, 2013 and rules there under and it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013. Copy of existing and amended Memorandum of Association of the Company will be available for inspection by members during business hours at the registered office of the Company till the date of Extra Ordinary General Meeting.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

Item No-3

In view of the notification of Companies Act, 2013 and rules there under, various articles in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions of the Companies Act, 2013 and rules made thereunder. Thus it is proposed to amend the existing Articles of Association of the Company by adopting new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution. A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

Item No-4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 2,000,000,000 (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution

Item No.5

In order to meet the Company's expansion and diversification requirements. the Board at its meeting held on February 14, 2019 has accorded its approval for acquiring 30% stake in NECX Software Pvt. Ltd through share swap by issuing up to 1,24,50,000 (One Crore Twenty Four Lakhs and Fifty thousand only) Equity Shares ("Equity Shares") (representing upto 49.66 % of the post preferential allotment share capital) of Rs. 10/- each ("Shares Issue Price"), as Fully Paid up, of face value of Rs.10/- each, of the Company on a preferential basis to entities/persons mentioned in Point (v).

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution.

Salient features of preferential issue of Equity shares are given in the Resolution. Further, in terms of Regulation 163 of SEBI (ICDR) Regulations, 2018 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

a) **Object of the Issue**

The Company want to strengthen its business model and increase its revenues and further the Company 's main object also includes pursuing Information Technology related activities ,therefore in order to achieve this object it is hereby proposed to acquire 30% stake in NECX Software Private Limited by share swap by issuing 1,24,50,000 (One Crore Twenty Four Lakhs Fifty Thousand) equity shares of the Company through preferential issue to shareholders of NECX Software Private Limited to foray into Information Technology business.

b) **The participation of Promoter, KMPs and Directors of the issuer in preferential allotment.**

The Present Issue of equity shares to person /entities is for consideration other than cash therefore none of Promoter/Directors/Key Management Personnel proposes to subscribe to the offer.

c) Pre and Post Shareholding Pattern

Sr.No	Category of Shareholder	Pre Issue		Post Issue	
		No of Shares held	% of holding	No of Shares held	% of holding
A	Promoter & Promoter Group				
A1	a) Indian (Individuals & Body Corporate)	26,80,464	21.24	26,80,464	10.69
	b) Others & Person Acting in Concert	50,000	0.40	33,19,267	13.24
A2	Foreign	-	-	-	-
	A= A1 +A2	27,30,464	21.64	59,99,731	23.94
B	Public				
B1	Institutions (FII)	2,150	0.02	2,150	0.01
B2	Non Institutions				
	Bodies Corporates	12,56,274	9.96	12,56,274	5.01
	Individuals	58,66,038	46.50	1,50,46,771	60.03
	Others	27,60,704	21.88	27,60,704	11.01
	B= B1+B2	98,85,166	78.36	1,90,65,899	76.06
C	Shares held by Custodians for GDR /ADR	0	0	0	0
	Grand Total (A+B+C)	1,26,15,630	100	2,50,65,630	100

d) The time within which Preferential Allotment shall be completed

The allotment shall be concluded within 15 days from date of passing Special Resolution by shareholders. Provided that where allotment is pending on account of any approval from any Regulatory authority /Body the allotment shall be completed within period of 15 days from date of such approvals.

Sr. No	Name of the allottees	Category Promoter /Promoter Group	Address	PAN of allottees	No of shares allotted	Post Issue
					No of shares	%
1)	Mr.Yellidi Srinivasa Rao	Person Acting Concert / Individual	H.NO.12-13-444,1st Floor, Street No.1, Lane opp. Bank of baroda, Tarnaka,Secunderabad, Hyderabad-5000017	AANPY7967P	32,69,267	13.04
2)	Mr. Aveena Gudapati	Non Promtoer/ Individual	Flat No. 301, Block A, Venkatasudharshan Apartment, Greenlands, Ameerpt Hyderabad - 500 016	AEMPG7795Q	21,79,511	8.70
3)	Mr.G. Sireesha	Non Promoter/ Individual	2 37, Takkellapadu, Guntur, Andhra Pradesh - 522 509	FCOPS2232H	4,56,601	1.82
4)	Mr. Poornachander Rao Thummala	Non Promoter/ Individual	2 4 1204/8/10/78, Lashkar Singaram, Hanamakonda Beside TV Tower, Warangal, Telangana 506009	AMOPT8819N	4,56,601	1.82
5)	Mr.Srinivasa Rao Tadepalli	Non Promoter/ Individual	23-15-77A, Mudigonda Vari Street, Near Water Tank, Satyanarayanapuram, Vijayawada (Urban) Krishna, Andhra Pradesh-520 011	BLXPT4235R	30,44,010	12.14

6)	Mr.Krishna Prasad Potluri	Non Promoter/ Individual	Flat No. 301, Block C, Dream Hormoney Apartments, Yousufguda, Hyderabad	AGMPP6016D	15,22,005	6.07
7)	Mr. Venkat Satyanaryana Potluri	Non Promoter/ Individual	Flat No. 301, Block C, Dream Hormoney Apartments, Yousufguda, Hyderabad	PVKPP1506J	15,22,005	6.07
					1,24,50,000	49.66

a) The identity of the proposed allottee , the percentage of post preferential issue capital that may be held by them and change in control, if any in issuer consequent to the preferential issue.

b) Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is February 14, 2019 (“Relevant Date”) (being 30 days prior to the date of passing of special resolution at the EGM proposed to be held on March 16, 2019, to approve the proposed preferential issue).

c) Pricing of Preferential Issue: The equity shares will be issued at a price of Rs. 10 per equity which is not lower than the price determined in terms of Regulation 165 of the ICDR Regulations.

d) Basis on which the price has been arrived at: The Company is listed on BSE Limited and the equity shares of the Company are infrequently traded in accordance with Regulation 165 of the ICDR Regulations. For the purpose of computation of the price per equity share, has been arrived at account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. The company has obtained certificate from an Independent Chartered Accountant having 10 years experience stating that the Company is in compliance of the SEBI ICDR Regulations.

e) An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations.

The Company hereby undertakes that pursuant to SEBI ICDR Regulations 2018, it shall re compute the price of Equity Shares to be issued as and when required to do so.

f) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till time such amount is paid by allottees.

If the amount payable on account of re-computation of price is not paid within the time stipulated in ICDR Regulation, the underlying equity shares shall continue to be locked in till time such amount is paid by proposed allottees.

g) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contract Regulation Act, 1957 as amended from time to time and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended from time to time. Further there is no change in control pursuant to the said allotment.

h) The Company has not made any preferential issue of securities in this financial year other than the proposed issuance as stated in this notice. The proposed allottees have not subscribed to any equity shares during last one year. Further it is hereby declared that the Company nor any of its promoters are willful defaulter.

i) Valuation Certificate

It is proposed that the consideration towards purchase of 30% stake in NECX Software Private Ltd shall be discharged by issuing the Equity Shares to the shareholders of NECX Software Private Limited. The value of Equity Shares has been arrived based on the Valuation report issued by M/s Sudhakar & Kumar Associates Independent Chartered Accountants, dated February 14, 2019 and that the stake sale has been approved by the Board of Directors

j) Lock in Period

The equity shares under the proposed preferential issue to promoter shall be subject to a lock-in period as per the requirements of ICDR Regulations.

k) Auditor's Certificate

A certificate from Statutory Auditor Certificate, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations and placed before the members and will be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays/ Sundays and other holidays, between 11.00 a.m. and 5.00 p.m. up to the date of declaration of results of voting on or before 16.03.2019

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution as set out in this notice for the issue of equity shares by way of special resolution for your approval.

Since the Subscriber are not promoters, none of the Director are directly or indirectly concerned or interested in the resolution.

By Order of the Board of Directors

Place: Hyderabad
Dated: February 14, 2019

Guduru Satyanarayana
Managing Director
DIN:-02051710

Regd. Office:
8-1-405/A/66 Dream Valley, Near
O.U Colony, Shaikpet, Hyderabad 500 104

QUANTUM BUILD-TECH LIMITED

CIN: L72200TG1998PLC030071

Registered Office 8-1-405/A/66 Dream Valley, Near O.U Colony, Shaikpet. Hyderabad – 500104 (Telangana)

Website www.quantumbuild.com • Tel: (040) 23568766 • Fax: (040) 23568990

Extra Ordinary General Meeting on Saturday, the 16th of March, 2019 at 11.30 A.M

MGT-11 - PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L72200TG1998PLC030071
Name of the Company	QUANTUM BUILD-TECH LIMITED
Registered Office	8-1-405/A/66 Dream Valley, Near O.U Colony, Shaikpet. Hyderabad- Telangana 500104
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

(1) Name: Address:

Email ID: Signature: Or failing him/her;

(2) Name: Address:

Email ID: Signature: Or failing him/her;

(3) Name: Address:

Email ID: Signature: Or failing him/her;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 16th March, 2019 at 11.30 A.M. at the Hyderabad Gymkhana, Road No. 2, Banajra Hils, Hyderabad – 500034 and at any adjournment thereof in respect of such resolution:

Item No.	Resolution	For	Against
	SPECIAL BUSINESS		
Item No. 1	Reclassification of the Authorised Share Capital of the Company		
Item No. 2	Alteration of Memorandum of Association in accordance with Companies Act 2013.		
Item No. 3	Alteration of Articles of Association of the Company by adoption of new set of Articles		
Item No. 4	Approval of limits for Investment / loans and Guarantee under Section 186 for Rs. 200 Crores		
Item No. 5	Approval for Preferential Issue of 1,24,50,000 Equity shares to non-promoters		

Signed thisday of 2019

Signature of Member(s):

Signature of Proxy holder(s):

Affix Revenue Stamp of Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the convening Extra Ordinary General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.

QUANTUM BUILD-TECH LIMITED

Registered Office 8-1-405/A/66 Dream Valley, Near O.U Colony, Shaikpet. Hyderabad – 500104 (Telangana)

Website www.quantumbuild.com • Tel: (040) 23568766 • Fax: (040) 23568990

Extra Ordinary General Meeting on Saturday, the 16th March, 2019 at 11.30 A.M.

ATTENDANCE SLIP

[PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM]

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at Hyderabad Gymkhana, Road No. 2, Banjara Hills, Hyderabad – 500034 (Telangana) on **Saturday, the 16th March, 2019 at 11.30 A.M.**

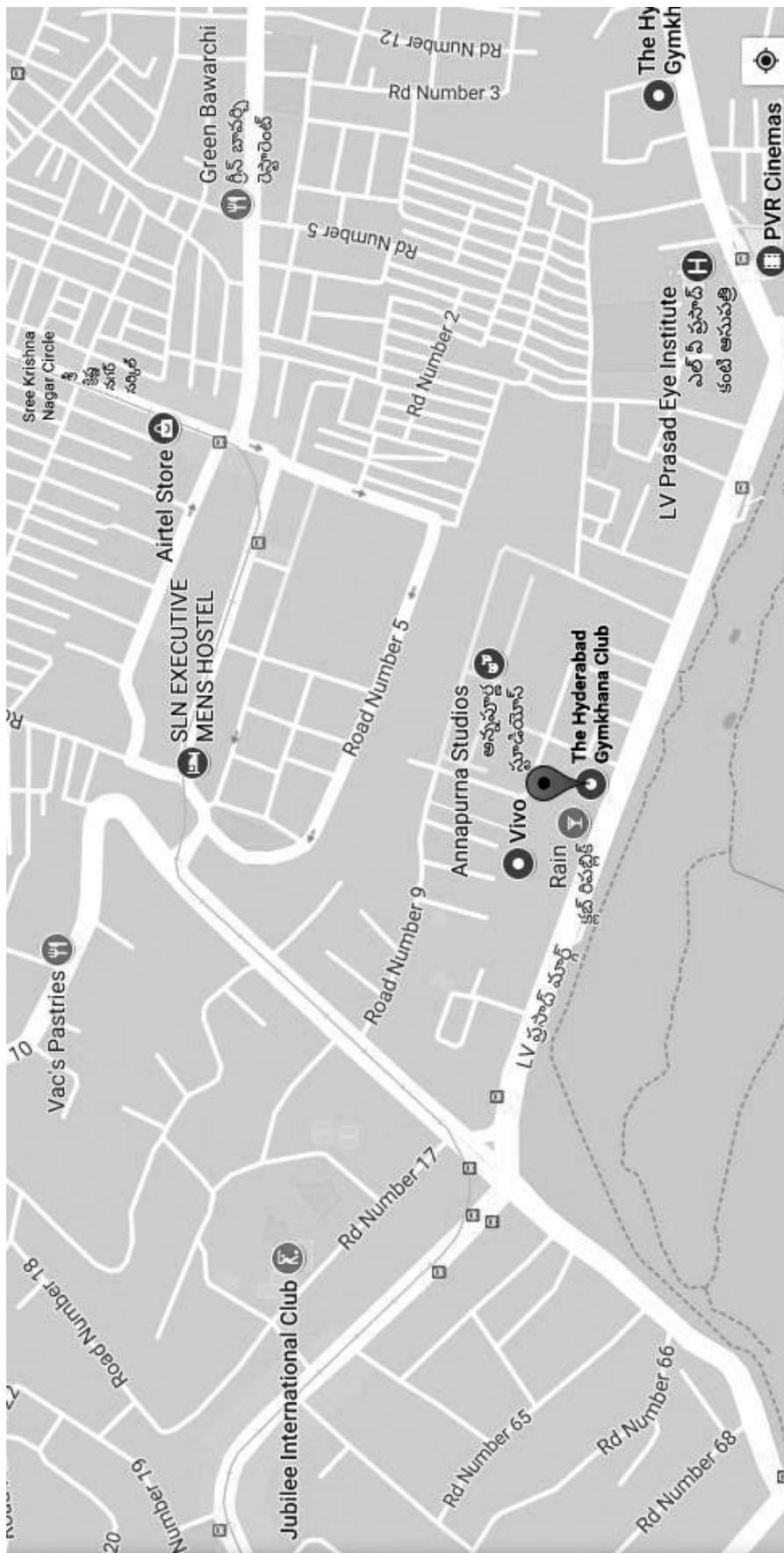
Signature of the Member/Joint Member/Proxy attending the Meeting

Electronic Voting Event Number (EVSN)	User ID	Password
190220003		

Note:

Person attending the Meeting is requested to bring this Attendance Slip and Notice with him/her. Duplicate Attendance and **EGM Notice** will not be issued at the Extra Ordinary General Meeting.

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING TO BE HELD ON 16th MARCH, 2019



BOOK - POST
PRINTED MATTER

To,

If undelivered, please return to :

M/s. QUANTUM BUILD - TECH LTD.
8-1-405/A,66, Dream Valley, Near OU Colony,
Shaikpet, Hyderabad - 500 104.