

## NOTICE

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

### **ORDINARY BUSINESS:**

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

### **SPECIAL BUSINESS:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**By Order of the Board**

**Dated: 28.08.2024**

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

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

## NOTES:

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

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

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

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

**Annexure A**

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

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

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

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

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

- (i) The voting period begins on **25<sup>th</sup> September, 2024 at 9.00 AM and ends on 27<sup>th</sup> September, 2024 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. 20<sup>st</sup> September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.



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

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

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

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

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

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

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

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

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

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

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

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

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

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

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional facility for Non – Individual Shareholders and Custodians for remote e-voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@quantumbuild.com](mailto:info@quantumbuild.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

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

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

**ITEM NO. 3**

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

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

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

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

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

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

**ITEM NO. 4**

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

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

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

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

**ITEM NO. 5**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

After analysis the view of the Board are as follows:

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

the Company is :

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

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

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



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

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

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