#### **QUADRANT TELEVENTURES LIMITED**

## RESULT OF POLLING INCLUDING VOTING BY ELECTRONIC MEANS

## Pursuant to Clause 35A of the Listing Agreement

| Date of the Annual General Meeting   | ]; | 30 <sup>th</sup> September, 2014  |
|--|----|---|
| Total Number of Shareholders on record date                                  | :  | 15148 (As at the closure of business hours on August 22, 2014 as per the details furnished by depositories) |
| No. of Shareholders present in the meeting either in person or through proxy | :  | 32 (In person)  |
| Promoter and Promoter Group  | 1: | 1   |
| Public .   | 1: | 31  |
| No. of Shareholders attended the meeting through Video Conferencing          | :  | Not arranged  |
| Promoter and Promoter Group  | 1: | 1   |
| Public   | :  | 1   |

#### Agenda-wise

# In case of Poll/Postal Ballot/E-voting;

The Mode of voting for all resolutions was E-voting and Poll conducted at the Meeting:

Resolution 1:

Adoption of the Audited Statement of Profit and Loss for the financial year ended March 31, 2014 and the Audited Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors

thereon.

Type

**Ordinary Resolution** 

| Promoter/Public                   | No. of shares<br>Held<br>(1) | No. of votes<br>Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
|-----------------------------------|------------------------------|-------------------------------|---|------------------------------------|------------------------------------|---|---|
| Promoter and Promoter Group       | 326,705,000                  | 326,705,000                   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00  |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167                   | 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00  |
| Public-Others                     | 102,242,999                  | 9,827,433                     | 9.61  | 9,826,433                          | 1,000                              | 99.99   | 0.01  |
| Total                             | 612,260,268                  | 470,095,600                   | 76.78   | 470,094,600                        | 1,000                              | 100.00  |   |

Resolution 2:

Appointment of M/s. Khandelwal Jain & Co. Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the 67th Annual General Meeting until the conclusion of the 72nd Annual General Meeting of the Company (subject however, to the ratification of such appointment by the members at every annual general meeting).

Type

**Ordinary Resolution** 

| Promoter/Public                   | No. of shares<br>held<br>(1) | No. of votes<br>Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>–against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
|-----------------------------------|------------------------------|-------------------------------|---|------------------------------------|------------------------------------|---|---|
| Promoter and Promoter Group       | 326,705,000                  | 326,705,000                   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00  |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167                   | 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00  |
| Public-Others                     | 102,242,999                  | 9,807,433                     | 9.59  | 9,806,433                          | 1,000                              | 99.99   | . 0.01  |
| Total                             | 612,260,268                  | 470,075,600                   | 76.78   | 470,074,600                        | 1,000                              | 100.00  | 0.00  |

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No. 2.

Resolution 3

Appointment of Ms. Mitu Mehotra Goel (DIN-05188846) as a Director liable to retire by Rotation.

Type

**Ordinary Resolution** 

| Promoter/Public                   | No. of shares<br>held<br>(1) | No. of votes<br>Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)] *100 |
|-----------------------------------|------------------------------|-------------------------------|---|------------------------------------|------------------------------------|---|--|
| Promoter and Promoter Group       | 326,705,000                  | 326,705,000                   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00   |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167                   | 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00   |
| Public-Others                     | 102,242,999                  | 9,827,433                     | 9.61  | 9,826,433                          | 1,000                              | 99.99   | 0.01   |
| Total                             | 612,260,268                  | 470,095,600                   |   | 470,094,600                        | 1,000                              |   |  |

Resolution 4

Appointment of Mr. Rahul Amarnath Sethi (DIN-00216395) as an Independent Director for the term of five consecutive years from the date of 67<sup>th</sup> Annual General Meeting, not liable to retire by rotation.

Type

**Ordinary Resolution** 

| Promoter/Public                   | No. of shares<br>held<br>(1) | Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)] *100 |
|-----------------------------------|------------------------------|---------------|---|------------------------------------|------------------------------------|---|--|
| Promoter and Promoter Group       | 326,705,000                  | 326,705,000   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00   |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167   | 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00   |
| Public-Others                     | 102,242,999                  | 9,807,433     | 9.59  | 9,806,433                          | 1,000                              | 99.99   | 0.01   |
| Total                             | 612,260,268                  | 470,075,600   | 76.78   |                                    | 1,000                              | <del></del>   |  |

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No. 4.

Resolution 5:

Appointment of Mr. Babu Mohanlal Panchal (DIN-01806193) as an Independent Director for the term of five consecutive years from the date of 67th Annual General Meeting, not liable to retire by rotation.

Type **Ordinary Resolution** Promoter/Public No. of shares No. of votes % of Votes Polled No. of Votes -No. of % of Votes in % of Votes held Polled on outstanding in favour Votes favour on against on shares -against votes polled (1) votes polled (2) (3)=[(2)/(1)]\*100(4) (5) (6)=[(4)/(2)](7)=[(5)/(2)]\*100Promoter and Promoter \*100 326,705,000 326,705,000 100.00 326,705,000 Group 0 100.00 0.00 Public -183,312,269 133,563,167 72.86 133,563,167 Institutional holders 0 100.00 0.00 Public-Others 102,242,999 9,807,433 9.59 9,806,433 Total 1,000 99.99 612,260,268 0.01 470,075,600 76.78 470,074,600

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No.5. 100.00

Resolution 6:

Approval of the remuneration to be paid to M/s Sanjay Gupta and Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.

1.000

0.00

| Promoter/Public                   | No. of shares<br>held<br>(1)      | No. of votes<br>Polled<br>(2)  | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)] | against on |
|-----------------------------------|-----------------------------------|--|--|------------------------------------|------------------------------------|---|------------|
| Promoter and Promoter Group       | 326,705,000                       | 326,705,000  | 100.00   | 326,705,000                        | 0                                  | *100<br>100.00  |            |
| Public –<br>Institutional holders | 183,312,269                       | 133,563,167  | 72.86  | 133,563,167                        | 0                                  | 100.00  | 0.00       |
| Public-Others<br>Total            | 102,242,999<br><b>612,260,268</b> | 9,807,433<br><b>470,075,600</b>  |  | 9,806,433                          | 1,000                              | 00.00   | 0.01       |
| lote: One shareholder h           | -1-1: 00 000                      | The state of the s | 70.70  | 470,074,600                        | 1,000                              | 100.00  | 0.00       |

One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No.6.

Resolution 7:

Re-appointment of Mr. Kapil Bhalla as Manager of the Company in terms of the provisions of Section 196, 197 and 203 read with Schedule V of Companies Act 2013 for a further period of three years w.e.f. January 31, 2015 to January 30, 2018.

Type : Special Resolution

| Promoter/Public                   | No. of shares<br>held<br>(1) | No. of votes<br>Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]<br>*100 | against on |
|-----------------------------------|------------------------------|-------------------------------|---|------------------------------------|------------------------------------|---|------------|
| Promoter and Promoter<br>Group    | 326,705,000                  | 326,705,000                   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00       |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167                   | . 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00       |
| Public-Others                     | 102,242,999                  | 9,807,433                     | 9.59  | 9,806,433                          | 1,000                              | 00.00   |            |
| Total                             | 612,260,268                  | 470,075,600                   |   | 470,074,600                        | 1,000                              |   | 0.01       |

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No.7.

Resolution 8:

Approval of the transaction with Related Party under Section 188 of the Companies Act, 2013.

Type : Special Resolution

| Promoter/Public                   | No. of shares<br>held<br>(1) | No. of votes<br>Polled<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)] *100 |
|-----------------------------------|------------------------------|-------------------------------|---|------------------------------------|------------------------------------|---|--|
| Promoter and Promoter<br>Group    | 326,705,000                  | 326,705,000                   | 100.00  | 326,705,000                        | 0                                  | 100.00  | 0.00   |
| Public –<br>Institutional holders | 183,312,269                  | 133,563,167                   | 72.86   | 133,563,167                        | 0                                  | 100.00  | 0.00   |
| Public-Others                     | 102,242,999                  | 9,807,433                     | 9.59  | 9,806,433                          | 1,000                              | 99.99   | 0.01   |
| Total SEVENS                      | 612,260,268                  | 470,075,600                   | 76.78   | 470,074,600                        | 1.000                              | 100.00  | 0.00   |

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No.8.

Resolution 9:

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013, after alteration of existing Articles of Association of the Company by deleting the existing set of Articles 1 to 191 (both inclusive) and substituting with new set of Articles 1 to 151 (both

| Promoter/Public                       | No. of shares<br>held<br>(1)      | No. of votes<br>Polled*<br>(2) | % of Votes Polled<br>on outstanding<br>shares<br>(3)=[(2)/(1)]* 100 | No. of Votes -<br>in favour<br>(4) | No. of<br>Votes<br>-against<br>(5) | % of Votes in favour on votes polled | against on votes polled |
|---------------------------------------|-----------------------------------|--------------------------------|---|------------------------------------|------------------------------------|--------------------------------------|-------------------------|
| Promoter and Promoter Group           | 326,705,000                       | 326,705,000                    | 100.00  |                                    | (0)                                | (6)=[(4)/(2)]<br>*100                | (7)=[(5)/(2)] *100      |
| Public -                              | 183,312,269                       | 133,563,167                    |   | 326,705,000                        | 0                                  | 100.00                               | 0.00                    |
| nstitutional holders<br>Public-Others |                                   |                                | 12.00   | 133,563,167                        | 0                                  | 100.00                               | 0.00                    |
| Total                                 | 102,242,999<br><b>612,260,268</b> | 9,807,433                      | 0.00  | 9,806,433                          | 1,000                              | 99.99                                |                         |
| Note: One shareholder h               |                                   | 470,075,600                    | 76.78   |                                    | 1,000                              | 100.00                               | 0.01                    |

Note: One shareholder holding 20,000 equity shares who exercised her voting rights electronically, abstain from voting for Item No.9.

For QUADRANT TELEVENTURES LIMITED

COMPANY SECRETARY