



QUANTUM DIGITAL VISION (INDIA) LTD.

34th Annual Report

2013 - 2014

QUANTUM DIGITAL VISION (INDIA) LIMITED

BOARD OF DIRECTORS	Himalay Dassani – Managing Director Rajkishan Singh – Independent Director Gajendra Kumar Bhandari – Independent Director
AUDITORS	Shah & Taparia Chartered Accountants 12 Navjeevan Wadi, Dhobi Talao, Mumbai 400 002
BANKERS	Oriental Bank Of Commerce 66 Guru Darshan, N. S. Road No. 1, Vallabhnagar Society, JVPD Scheme, Vile Parle (West), Mumbai – 400 056.
REGISTERED OFFICE	143, Athipattu , Village Ponneri Taluk, Chengai MGR District, Chennai – 601 203
CORRESPONDENCE ADDRESS	416, 4 th Floor, Hubtown Solaries, N.S. Phadke Road, Opp Telli Galli, Near flyover Bridge Andheri (East), Mumbai - 400069
REGISTRAR AND TRANSFER AGENT	Sharex Dynamic (India) Private Limited, Unit-1, Iuthra Industrial Premises, Andheri-Kurla Road., Safed Pool, Andheri (E), Mumbai 400 072 Tel: 2851 5606 / 2851 5644 Fax: 2851 2885 E-Mail: sharexindia@vsnl.com , URLWebsite: www.sharexindia.com

NOTICE

NOTICE is hereby given that the Thirty-Fourth Annual General Meeting of the Members of the Company will be held at its Registered Office at 143, Athipattu Village Ponneri Taluk, Chngle Pattu – Dist, Chennai - 601 203, Tamil Nadu, on Monday, 29th September, 2014 at 10.00 AM to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2014 and the Balance Sheet as at that date together with the Report of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rajkishan Singh (holding DIN 00630819), who retires by rotation and is eligible for re-appointment;
3. To re-appoint Auditors of the Company and to fix their remuneration.

Special Business

4. To consider and if thought fit to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with section 61(1), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) approval of the Members be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from 22,12,500 Equity shares of Rs. 10/- each into Preference shares, Authorized Capital of Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 30,37,500 (Thirty Lakhs Thirty Seven Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each and 39,62,500 (Thirty Nine Lakhs Sixty-two Thousand Five Hundred) preference shares of Rs. 10/- each (Rupees Ten Only) each.

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’:

V. The Authorized Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore) divided into 30,37,500 (Thirty Lakhs Thirty Seven Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each and 39,62,500 (Thirty Nine Lakhs Sixty-two Thousand Five Hundred) preference shares of Rs. 10/- each (Rupees Ten Only) each.

5. To consider and if thought fit to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all 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), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following new Article 3:

The Authorized Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore) divided into 30,37,500 (Thirty Lakhs Thirty Seven Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each and 39,62,500 (Thirty Nine Lakhs Sixty-two Thousand Five Hundred) preference shares of Rs. 10/- each (Rupees Ten Only) each with such rights, privileges and conditions attached thereto including the condition that preference shares will be liable to be redeemed at the option of the Company as may be determined by the company in the general meeting at the time of issue. The Company has and shall always have power to increase or reduce its capital from time to time, and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being provided by the regulations of the Company.

6. 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 55 and all 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 in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, such number of Preference Shares of the Company of the face value of Rs. 10/- each, for an aggregate value not exceeding Rs. 2,50,00,000, as Non-Convertible Redeemable Preference Shares (“Preference Shares”), for cash or otherwise viz. Conversion of loan into Non-Convertible Redeemable Preference Shares at par, on a private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the said Non Convertible Redeemable Preference Shares shall not be convertible with equity shares and accordingly the same shall not be listed with any Stock Exchange.”

“RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the Non Convertible Redeemable Preference Shares shall be non participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

7. To appoint Mr. Rajkishan Singh (DIN: 00630819) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Rajkishan Singh (DIN: 00630819), be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to hold office for 5(Five) consecutive years for a term upto 30th September, 2019 not liable to retire by rotation.”

8. To appoint Mr. Gajendra Kumar Bhandari (DIN: 00649176) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Gajendra Kumar (DIN: 00649176), be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to hold office for 5(Five) consecutive years for a term upto 30th September, 2019 not liable to retire by rotation.”

Quantum Digital Vision (India) Ltd.**Registered Office:**

143, Athipattu Village Ponneri Taluk,
Limited
Pattu –Dist, Chennai - 601 203,
Tamil Nadu

Dated: 22nd August 2014**Place: Chennai****By order of the Board**

For Quantum Digital Vision (India)

Sd/-

(Himalay Dassani)**Managing Director**

Notes:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2014 to 29th September, 2014 (both days inclusive.)
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 34th Annual General Meeting 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 the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.qil.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during

normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rajkishan@dassanigroup.com

10. E-mail address: The Company is concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Members holding equity shares of the Company in physical form, are requested to provide their e-mail address to the Company by e-mail to sharexindia@vsnl.com Members holding equity shares of the Company in electronic form are requested to register their e-mail address with their respective Depository Participant for enabling us send the annual report etc., by e-mail.

11. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be held on Monday September 29, 2014 at 10.00 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

Shilpa Parekh (Membership No. ACS 21939 CP No. 10746) Proprietor of S.G.PAREKH &Co., a Practicing Company Secretary, has been appointed as a Scrutinizer for the e-voting process. She will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company www.qil.in within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

Please read the instructions given overleaf before exercising the vote. This communication forms an integral part of the notice dated 22nd August 2014 for the Annual General Meeting.

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

In case of members receiving e-mail:

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

(ii) Click on "Shareholders" tab.

(iii) Now, select the "Quantum Digital Vision (India) Limited "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) 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 and then enter the Captcha Code as displayed and Click on Login.

(v) 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.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both Demat as well as Physical shareholders)

	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the 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. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 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. 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name Quantum Digital Vision (India) Limited > on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) 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 Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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 voting period begins on on 18th September, 2014 at 10.00 a.m IST and ends on 20th September, 2014 at 06.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August 2014, may cast their ly. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No: 4 and 5

The Authorized Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 7,00,00,000/- (Rupees Seven crores) divided into 52,50,000 (Fifty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each and 17,50,000 (Seventeen Lakhs Fifty Thousand) preference shares of Rs. 10/- each (Rupees Ten Only) each. The Board of Directors of the Company in their meeting held on 28th July 2014 decided to issue not exceeding 25,00,000 Redeemable Preference shares of Rs.10/-each on preferential basis to non-promoters. In order to issue preference shares The Board has decided to reclassify the existing 22,12,500 Equity shares of Rs. 10/- each into Preference shares. Accordingly, Authorised Capital of Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 30,37,500 (Thirty Lakhs Thirty Seven Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each and 39,62,500 (Thirty Nine Lakhs Sixty-two Thousand Five Hundred) preference shares of Rs. 10/- each (Rupees Ten Only) each.

Consequent to the Reclassification of Authorized Share Capital, the Authorized Share Capital Clause contained in Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company need to be altered as indicated in Resolution No. 4 & 5 respectively contained in the Notice convening the AGM

Your Directors recommend the Resolutions set out at Sl. Nos. 4 & 5 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general. A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof up to the date of the Meeting.

Item No: 6

The Company had received Unsecured loan from M/s. Glint Global General Trading time to time to meet the fund requirements of the Company. As the company is temporarily unable to refund the said loan, hence it is proposed to issue Non-Convertible Redeemable Preference Shares to the lender Companies by conversion of the loan into Non-Convertible Redeemable Preference Shares at par. In order to facilitate the issuance of said Preference Shares, the Company is proposing to increase the Authorized Share capital by alteration of Capital Clause of the Memorandum of Association and Articles of Association of the Company.

The information as desired vide Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are furnished below:-

1. The Non-convertible Redeemable Preference Shares shall be non-cumulative, non-participating and non-convertible.
2. The objective of the issue is to convert into Preference Shares the unsecured loan taken from Glint Global General Trading
3. The Non-convertible Redeemable Preference Shares will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013.
4. Other terms:-

Issue Size	Not Exceeding Up to 25,00,000 Non-convertible Redeemable Preference Shares Rs. 10/- each for an amount not exceeding Rs. 2,50,00,000.
Issue Price	Non-convertible Redeemable Preference Shares will be issued at par.
Offer Period	To be determined by the Board.
Rate of Dividend	a fixed non-cumulative dividend of 0.5% per annum.
Terms of Redemption	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend and /or by issue of fresh shares.
Tenure of CRPS	To be redeemed within a period of 20 years.

Expected dilution in equity share capital upon conversion of preference shares	Nil, since the Non-convertible Redeemable Preference are non convertible
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Category of Shareholders	Total Shares	% of Total Shares representing the Category
Promoters:		
Indian	14,59,400	48.09
Foreign	-	-
Total Promoters'	14,59,400	48.09
Public:		
Institutional Investors:		
Mutual Funds	-	-
Banks, FI, etc	-	-
Foreign Institutional Investors	-	-
Others		
Private Corporate Bodies	91,430	3.01
Indian Public	14,68,760	48.39
NRIs / OCBs	15,410	0.5
Any Other	-	-
Total Non-Promoters'	15,75,600	51.91
Grand Total	30,35,000	100

5. The current equity shareholding pattern of the Company is as under:

Your Directors recommend the Resolutions set out at Sl. No. 6 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item no. 7:

Mr. Rajkishan Singh is holding Bachelor degree in Arts and has fourteen years of business experience.

Mr. Rajkishan Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Rajkishan Singh that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Rajkishan Singh possesses appropriate skills, experience and knowledge; *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Rajkishan Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Rajkishan Singh is independent of the management.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.