

**QUANTUM DIGITAL VISION
(INDIA) LIMITED**

38th

ANNUAL REPORT (2017-18)

BOARD OF DIRECTORS

Himalay Pannalal Dassani	Managing Director
Shakuntla Panna Dassani	Director
Rajkishan Shamboonarayn Singh	Independent Director

OFFICE

Registered Address: 416, Hubtown Solaries, N.S. Phadke Road,
Opp. Telli Gali, Andheri (East) Mumbai – 400069

Email: himallay@gmail.com

AUDITORS

K P M R & CO

(Formerly Known as M.N. KABRA & COMPANY)

Chartered Accountants

Add: Floor-2, Plot - 310/314, Ramji House, Kalbadevi Road,
Swadeshi Market, Kalbadevi, Mumbai - 400002

Tel.: 022-42116808/022-22061241

E-Mail: mnkabraandco@gmail.com

REGISTRAR & SHARE TRANSFER

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED,

Add: Unit No. 1, Luthra Industrial Premises,
Andheri-Kurla Road, Safed Pool, Andheri (East),
Mumbai – 400 072

Tel: 022-2851 5606/2851 5644

Fax: 2851 2885

Email: sharexindia@vsnl.com

Web: www.sharexindia.com

ANNUAL GENERAL MEETING

Day	Monday
Date	24 th September, 2018
Venue	416, Hubtown Solaries, N.S. Phadke Road, Opp. Telli Gali, Andheri (East) Mumbai – 400069
Time	11.00 AM

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**NOTICE TO
THE MEMBERS**

QUANTUM DIGITAL VISION INDIA LIMITED

CIN: L35999MH1980PLC304763

Regd. : 416, Hubtown Solaries, N.S. Phadke Road,
Opp. Telli Gali, Andheri (East) Mumbai – 400069,

Email: himallay@gmail.com

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **QUANTUM DIGITAL VISION (INDIA) LIMITED** will be held on **Monday, 24th September, 2018 at 11.00 AM** at 416, Hubtown Solaries, N.S. Phadke Road, Opp. Telli Gali, Andheri (East) Mumbai – 400 069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Himalay Dassani (DIN: 00622736) who retires by rotation, and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. INCREASE AUTHORIZED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM

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 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under as may be applicable, the authorized share capital of the Company be and is hereby increased from the existing 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/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,60,37,500 (One Crore Sixty 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/- (Rupees Ten only) each.”

“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 for giving effect to this resolution.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013,

Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

V. "The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Twenty Crores Only) divided into 1,60,37,500 (One Crore Sixty 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/- (Rupees Ten only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

By order of Board
For Quantum Digital Vision (India) Limited

REGISTERED OFFICE:

416, HUBTOWN SOLARIS, N S
PHADKE ROAD OPP- TELLI
GALLI, ANDHERI EAST - 400069

Himalay Pannalal Dassani
Managing Director
Place: Mumbai
Date: 24th August, 2018

NOTES

1. A statement giving the relevant details of the Director seeking Re-appointment under Item Nos. 2 of the accompanying Notice.
2. The relevant Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on September 24, 2018.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: sharexindia@vsnl.com.
12. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Sharex Dynamics (I) Pvt. Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

14. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 21st September, 2018 at 9.00 am and ends on 23rd September, 2018 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 (record date) of 17th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 sequence number in the PAN field.</p> <p>In case the sequence 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.</p>

	If your name is Ramesh Kumar with sequence 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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Quantum Digital Vision (I) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 17th September, 2018 shall view the Notice of the 38th AGM on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) **M/s PAYAL TACHAK & ASSOCIATES.**, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting for the AGM. E-Voting is optional to the shareholders, the shareholders can alternatively

vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

- (xxiv) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

STATEMENT AS TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM 3

INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY

Presently, the Authorized Share Capital of the Company stands at Rs. 7,00,00,000/- (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/- (Rupees Ten only) each.

In order to meet its business objectives, it is proposed to increase the Authorized Share Capital of the Company from Rs. 7,00,00,000/- (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/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Twenty Crores) divided into 1,60,37,500 (One Crore Sixty 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/- (Rupees Ten only) each.

Subsequent to the increase in Authorized Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered as per the Resolution number 3 of this Notice.

Copy of the Memorandum of Association of the Company will be available for inspection at the general meeting and is also available for inspection on all working days between 11.00 a.m. to 02.00 p.m. at the Registered Office of the Company.

The Directors of the Company recommend the passing of a Special Resolution No. 3 for the approval of the Members.