



NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF QUANTUM ADVISORS PRIVATE LIMITED WILL BE HELD ON MONDAY, AUGUST 26, 2019 AT 2.30 P.M.(IST) AT THE REGISTERED OFFICE OF THE COMPANY AT 6TH FLOOR, HOECHST HOUSE, NARIMAN POINT, MUMBAI, INDIA - 400 021 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the explanatory notes annexed to, and forming part of, any of the said documents together with the Auditor's Report thereon.

ITEM NO. 2 – RE - APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To consider re-appointment of Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors of the Company who will retire at the conclusion of this Annual General Meeting ("AGM") of the Company and have offered themselves for re-appointment from the conclusion of this 30th (Thirtieth) AGM till the conclusion of the 35th (Thirty-fifth) AGM of the Company.

ITEM NO. 3 – DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH, 2019

To declare the dividend of INR 1.6/- per share on both the Equity Shares and Class A Equity Shares, of INR 10/- each aggregating to INR 17,952,749/- (Rupees Seventeen Million Nine Hundred and Fifty-Two Thousand Seven Hundred and Forty-Nine) for Financial Year ended March 31, 2019.



SPECIAL BUSINESS:

ITEM NO. 4 – APPOINTMENT OF MR. AJAY NANAVATI AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as ordinary resolution for Appointment of Mr. Ajay Nanavati as a Director:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act 2013, Mr. Ajay Nanavati (DIN 02370729), who was appointed as an Additional Director with effect from March 15, 2019 on the Board of Directors of the Company in terms of section 161 of the Companies Act, 2013 together with the rules made thereunder, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company with effect from the conclusion of this Meeting.

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

By Order of the Board of Directors
For **Quantum Advisors Private Limited**

SD/-

Rupa Masurkar
Company Secretary
ACS 24132

August 02, 2019

Registered Office:

6th Floor, Hoechst House,
Nariman Point, Mumbai,
India 400021

CIN: U65990MH1990PTC055279



STATEMENT OF MATERIAL FACTS
(As required under Section 102 of the Companies Act, 2013)

ITEM NO.4

Upon the recommendations of the Appointment and Remuneration Committee of the Company and with the approval of the HWIC Asia Fund – Class Q Shares, the Board appointed Mr. Ajay Nanavati as an Additional Director of the Company with effect from March 15, 2019 to hold the office up to the date of the ensuing Annual General Meeting of the Company, pursuant to Section 161 of the Companies Act, 2013.

Accordingly, pursuant to the applicable provisions of the Companies Act, 2013, approval of the Members of the Company is required for regularization of Mr. Ajay Nanavati as a Director of the Company. The brief profile of Mr. Ajay Nanavati is given below:

Mr. Ajay Nanavati is a seasoned global executive with 35+ years of multi-country, cross-functional experience. He started his career with the Tata Group and joined 3M in India in 1988 as its first employee. He was responsible for forming the Joint Venture & building the organization from scratch. In the subsequent 28 years with 3M he held positions of increasing responsibility in different parts of the world. In 1993, he relocated to Singapore to manage the APAC region for the telecom business. He moved to divisional Headquarter in Austin, Texas in 1998 where he led the launch of a major new services diversification initiative for the corporation as well as integration of a large French/German acquisition. He spent the subsequent 4 years at corporate headquarter in St. Paul, MN in senior strategy & new business development roles including identifying & leading the acquisition & integration of a new-to-the-company technology venture. In 2005, he moved to Israel as Managing Director of 3M Israel. He returned to India in 2008 as the first Indian Managing Director of 3M's only public company outside the USA. During this 5 year stint the company's revenues doubled, market cap quadrupled, a major R&D centre was set up and local manufacturing ramped up. He is currently chairman of Syndicate Bank & on the board of Alicon Ltd. Additionally, he is an active innovation evangelist on various forums, mentors start-ups/SME's and is an angel investor. He is the co-chair of the CII Directors Guild on corporate governance, a member of the CII Start-up council, Advisory Board of International Institute of Information Technology (IIITB) & Advisory Board of Israel Centre, IIMB. Mr. Nanavati holds a degree in Chemical Engineering from Virginia Tech., USA.

Considering vast experience of Mr. Ajay Nanavati, it is in the interest of the Company to appoint him as a Director of the Company.

Except Mr. Ajay Nanavati, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of the Members.



NOTE:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The proxy, in order to be effective, must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. Members / proxies/ authorized representatives are requested to:
 - a) bring the attendance slip enclosed herewith, duly completed and signed at the meeting.
 - b) quote their respective folio numbers for easy identification of their attendance at the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (“the Act”) and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.

By Order of the Board of Directors
For **Quantum Advisors Private Limited**

SD/-
Rupa Masurkar
Company Secretary
ACS 24132

August 02, 2019

Registered Office:

6th Floor, Hoechst House,
Nariman Point, Mumbai, India - 400 021

CIN: U65990MH1990PTC055279

Website: www.Qasl.com

Email: Compliance@Qasl.com



QUANTUM ADVISORS PRIVATE LIMITED

Registered Office: 6th Floor Hoechst House, Nariman Point, Mumbai – 400 021

CIN Number: U65990MH1990PTC055279

Compliance@Qasl.com / www.Qasl.com

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING – AUGUST 26, 2019

I certify that I am a member / proxy / authorized representative for the member of the Company.

I/We hereby record my/our presence at 30th (Thirtieth) Annual General Meeting of the Company held on Monday, August 26, 2019 at 2.30 p.m.(IST) at the registered office of the Company at 6th Floor, Hoechst House, Nariman Point, Mumbai – 400 021.

Regd. Folio No. :

No. of shares held :

Full Name of Member/Proxy (in BLOCK LETTERS):

SIGNATURE OF THE MEMBER/PROXY: _____



QUANTUM ADVISORS PRIVATE LIMITED

Registered Office: 6th Floor, Hoechst Nariman Point, Mumbai – 400 021

CIN: U65990MH1990PTC055279

Compliance@Qasl.com / www.Qasl.com

Proxy Form

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT- 11]

Name of the member (s): _____

Registered address: _____

Email Id: _____

Folio No / Client Id: _____

DP ID: _____

I/ We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____
Address: _____
Email Id: _____
Signature: _____

or failing him / her

2. Name: _____
Address: _____
Email Id: _____
Signature: _____

or failing him / her

3. Name: _____
Address: _____
Email Id: _____
Signature: _____



as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th (Thirtieth) Annual General Meeting of the Company, to be held on Monday, August 26, 2019 at 2.30 p.m. at the registered office of the Company at 6th floor, Hoechst House, Nariman Point, Mumbai – 400021 and at any adjournment thereof, in respect of resolutions, as are indicated below:

| Resolution Number | Resolution | Vote (Optional, See Note b below) | |
|-------------------|---|-----------------------------------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Financial Statements | | |
| 2. | Re- Appointment of Statutory Auditors of the Company | | |
| 3. | Declaration of Dividend | | |
| Special Business | | | |
| 4. | Appointment of Mr. Ajay Nanavati as Director of the Company | | |

Signed this Day of 2019

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Signature of the Member

.....
Signature of the proxy holder (s)

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|--|
| Affix revenue stamp of not less than Re. 1 |
|--|

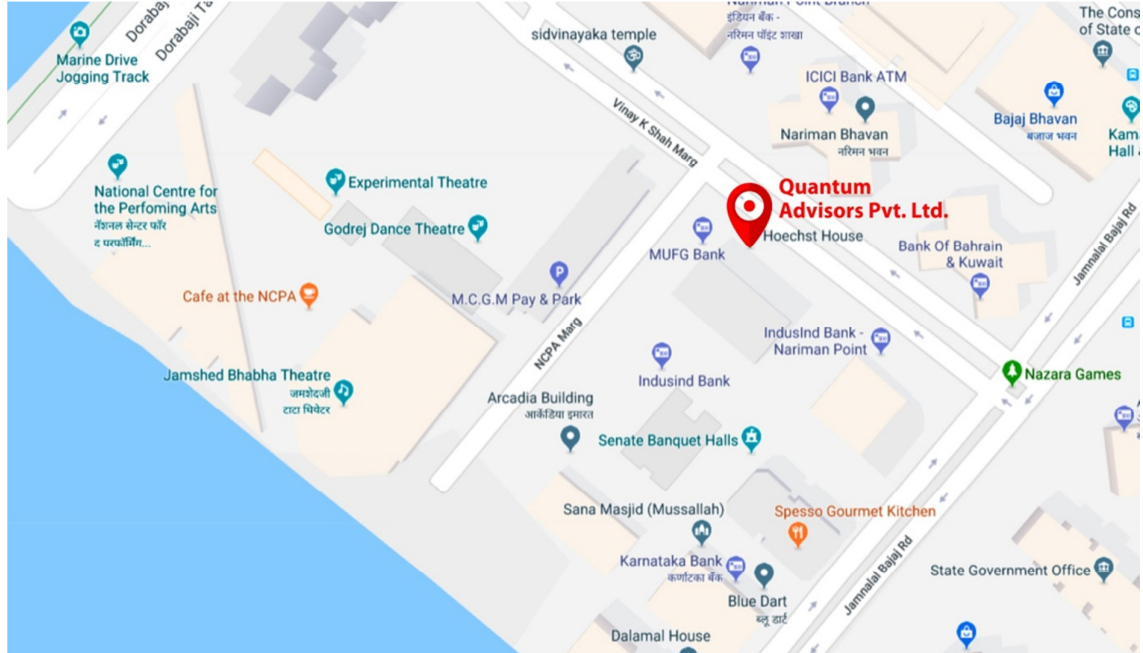
Note:

- a) *This form, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before Saturday, August 24, 2019 at 2.30 P.M. IST).*
- b) *It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in a manner as he/she may deem appropriate.*

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Route Map to the venue of the AGM



Quantum Advisors Private Limited, 6th Floor, Hoechst House, Nariman Point, Mumbai – 400021, India
Tel No. : +91-22-6144 7900 / 22830322 Fax : 91-22-2285 4318 Email – Info@qasl.com Website : www.QASL.com
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