

QUEST FINANCIAL SERVICES LTD.

“Centre Point”, 21, Hemanta Basu Sarani, Room No.- 230, 2nd Floor, Kolkata-700 001
Phone No. +919831526324, E-Mail ID - investorsquestfinancial@yahoo.co.in,
Website-www.questfinancial.in, CIN-L65993WB1980PLC033060

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting (AGM) of the Members of the Company will be held on Monday, 30th Day of September, 2019 at 9.30 a.m. at the Registered Office of the Company at Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700 001 (please refer to the Map Direction Guide of the AGM venue, as provided in this Notice) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2019 and the Reports of the Auditors and Directors.
2. To appoint a Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as a Director of the Company.
3. To appoint Statutory Auditor to hold office from the conclusion of the 39th AGM till the conclusion of the 40th AGM and to fix their remuneration.

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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit And Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Arun Jain & Associates, Chartered Accountants (Firm's Regn. No. no. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, be and is hereby re-appointed as the Statutory Auditor of the Company for a term of 1 (one) years to hold office from the conclusion of this meeting until the conclusion of the 40th Annual General Meeting at an annual remuneration/fee of ` 22,420/- plus applicable taxes and on such terms and conditions as is morefully described in the explanatory statement of this Notice, with the power to the Board(hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment, including, revision in remuneration/Audit Fee, in such manner and to such extent as may be mutually agreed with the Statutory Auditor, based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Tarun Laha (DIN-07477757) as a Non-Executive Independent Director for a term of five years.**

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 Articles of Association of the Company, provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under, read with Schedule IV to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Tarun Laha (DIN-07477757), additional director of the Company, whose term expires at the 39th Annual General Meeting and who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom, the

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Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 39th Annual General Meeting.

FURTHER RESOLVED THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

5. Re-appointment of Mr. Bijay Kumar Agarwal (DIN-00634259) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.

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

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 (“the Act”) readwith the Rules made thereunder, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Bijay Kumar Agarwal (DIN-00634259), who is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from the conclusion of the 39th Annual General Meeting.

FURTHER RESOLVED THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

6. Appointment of Mr. Rabindra Kumar Hisaria (DIN-05170751) as a Whole-time Director of the Company, for a term of three consecutive years with effect from 1st October, 2019.

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

“**RESOLVED THAT** in accordance with the Articles of Association of the Company, provisions of sections 152, 196, 197 and 203 of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Rabindra Kumar Hisaria (DIN-05170751), Director, in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his appointment, be and is hereby appointed as a Whole-time Director for a period of 3 (three) years with effect from 1st October, 2019, being

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liable to retire by rotation, on the existing terms and conditions prevalent for his appointment as the Chief Financial Officer(CFO), as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

FURTHER RESOLVED THAT Mr. Rabindra Kumar Hisaria (DIN-05170751) to be designated as the Executive Director & CFO.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2019, during the tenure of Mr. Rabindra Kumar Hisaria (DIN-05170751) as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Rabindra Kumar Hisaria (DIN-05170751), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

FURTHER RESOLVED THAT besides his existing duties & responsibilities, Mr. Rabindra Kumar Hisaria (DIN-05170751) will carry out such other duties and exercise such powers as may be entrusted to him from time to time by the Board.

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

Date :.26th August, 2019
Place : Kolkata

By Order of the Board
For Quest Financial Services Ltd.

Bijay Kumar Agarwal
Chairman
DIN-00634259

NOTES:

1. The details of person seeking appointment/re-appointment/continuation of appointment, as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A

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MEMBER HOLDING MORE THAN TEN PERCENTAGE 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.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 to 6 is annexed hereto. Further, the explanatory statement pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) setting out the disclosures on re-appointment of the Statutory Auditor relating to Item No. 3 of this Notice is annexed herewith. These statements/ disclosures should be treated as part of this Notice.
5. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
6. Documents, if any, referred to in the accompanied Notice, are open for inspection at the Registered Office of the Company on all working days during office working hours upto the date of the AGM.
7. Members may visit the Company’s corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Managing Director at the Registered Office of the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, alongwith the Register of Contracts or Arrangements in which Directors are interested, being maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
9. The business set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 25. The company will also send communication relating to remote e-voting which, *inter alia*, would contain details about user ID and password, along with a copy of this notice to the members, separately.
10. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the September 24, 2019 to the September 30, 2019 (both days inclusive).
11. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent(“RTA”), i.e.: M/s. Niche Technologies Private Ltd., 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata 700 017, Phone Nos. (033) 2280 6616 / 17 /18, E-Mail Id:- nichetechpl@nichetechpl.com – alongwith the necessary supporting documents.

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12. Corporate members are requested to send to the Company, a copy of the Board Resolution, duly certified, authorising their respective representatives to attend and vote at the Annual General Meeting.
13. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
14. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file/update nomination in the prescribed Form SH-13 or SH-14 (as applicable) with the Company's Registrar & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. 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 their depository participants. Members holding shares in physical form are requested to submit self-attested copy of their PAN to the Company's RTA - M/s. Niche Technologies Private Limited at 3A, Auckland place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017.

SEBI has amended relevant provisions of the Listing Regulations to debar listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs. All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication and have been provided with the requisite form for furnishing PAN and Bank details.
17. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
18. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
19. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in, for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
20. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are

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advised to do so.

21. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID. No. for identification.
22. The Company has designated an exclusive e-mail id viz. investorsquestfinancial@yahoo.co.in to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Mr. Rabindra Kumar Hisaria (DIN: 05170751), Director and CFO of the Company, at the Registered Office of the Company (Phone Number: (91) 9831526324) for the redressal of their queries/ complaints.
23. The Notice of the AGM along with its enclosures (including the Attendance Slip, Proxy Form, process, instructions and the manner of conducting e-voting), the Annual Report for the Financial Year 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent through the permitted mode. All these above mentioned documents will also be available on the Company's website www.questfinancial.in for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at investorsquestfinancial@yahoo.co.in.
24. The Company has not declared any dividend and hence, the requirement of transfer of unclaimed dividend to the Investor Education and Protection Fund (IEPF) is not applicable for the Company.
25. **Voting Through Electronic Means** :
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting either through voting system or ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period begins on September 27, 2019 at 9.00 a.m. (IST) and ends on September 29, 2019 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

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off date of September 23, 2019, may cast their vote by remote e-voting. The remote 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• 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.• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or 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. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Dividend Bank details field as mentioned in above instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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

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confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **QUEST FINANCIAL SERVICES LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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 Corporates.
 - 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 linked in the login 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently

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Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or contact them at 1800 200 5533.

26. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e- mail at abbas.vithorawala@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com on or before September 29, 2019 upto 5:00 p.m. without which the vote shall not be treated as valid.
27. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019. A person who is not a member as on cut- off date should treat this notice for information purpose only.
28. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
29. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of September 23, 2019, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. 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, provided the votes are not already cast by remote e-voting by the first holder.
30. Notice of the Annual General Meeting along with its enclosures along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
31. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. September 23, 2019, are requested to send the written / email communication to Company at investorsquestfinancial@yahoo.co.in or its Registrar and Share Transfer Agent, i.e.: M/s Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
32. Mr. Abbas Vithorawala, Practicing Company Secretary in Practice (Certificate of Practice Number 8827, Membership No. 23671) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
33. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.questfinancial.in and on the website of CDSL. The same will be communicated to the BSE Ltd. and the Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

DISCLOSURE IN TERMS OF REGULATION 36(5) OF THE LISTING REGULATIONS.

M/s Arun Jain & Associates (Firm Registration No. 325867E) was re-appointed as the Statutory Auditor of the Company at the 34th AGM of the Company for a term of five years. Accordingly, the tenure of the Auditor is expiring at the conclusion of the 39th AGM. In terms of the provisions of section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s Arun Jain & Associates (Firm Registration No. 325867E) can be re-appointed for another term of one year.

M/s Arun Jain & Associates is a Chartered Accountant Firm having ICAI Firm Registration. No. 325867E and office at 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012. The Firm has been rendering professional services to organisations across various industries and offers comprehensive services relating to advisory, taxation, etc.

M/s Arun Jain & Associates has confirmed that the re-appointment if made, will be within the limits specified in section 141 of the Act and that, it is not disqualified to be appointed as a Statutory auditor. in terms of the applicable laws in force.

M/s Arun Jain & Associates will be paid an annual remuneration / fees of ` 22,420/- (Rupees Twenty Two Thousand Four Hundred Twenty only) plus applicable taxes, for the purpose of conducting audit of the Books of Accounts of the Company. The aforementioned remuneration is similar to that which has been paid in the financial year 2018-19.

The Board will be at liberty to alter and vary the terms and conditions of appointment, including revision in remuneration / fee on the recommendation of the Audit Committee, during the tenure of the Statutory Auditor in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above ordinary resolution being in the interest of the Company, the Audit Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 4

Mr. Tarun Laha (DIN-07477757) was appointed as an Additional Director of the Company with effect from 12th February, 2019. In terms of section 161 of the Act, his tenure expires at the conclusion of the 39th AGM.

In terms of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations, it is being proposed to appoint him for a period of five years with effect from the conclusion of the 39th AGM till the conclusion of the 44th AGM.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for appointment.

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Website-www.questfinancial.in, CIN-L65993WB1980PLC033060**

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received the consent letter of Mr. Tarun Laha (DIN-07477757) in Form DIR- 2. The Company has also received his declaration that he meets with the criteria of independence as prescribed in section 149 of the Act readwith the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, he fulfills all conditions of appointment as Independent Director as specified in the Act and the Listing Regulations.

The above documents alongwith copy of the draft letter for appointment of Mr. Tarun Laha (DIN-07477757) as an Independent Director, setting out the terms and conditions will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

The requisite disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) pertaining to the above appointment is annexed to the Notice.

Mr. Tarun Laha (DIN-07477757) has experience in operation management. He is a firm believer of professional excellence. His knowledge and experience is expected to benefit the Company and would further add to the Board Diversity, which is expected to positively affect the performance of the Company.

The Board feels that his association with the Company would be of immense benefit to the Company.

Mr. Tarun Laha (DIN-07477757) is interested in the above resolution as it relates to his own appointment. Save and except for the above, none of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above ordinary resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 5

The members at the 34th Annual General Meeting held on 29th September, 2014, approved the appointment of Mr. Bijay Kumar Agarwal (DIN-00634259) as an Independent Director of the Company for a term of five years. The above term is expiring on the conclusion of the 39th AGM.

Section 149(10) of the Act provides that, Independent Directors shall hold office for a term of five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, Regulation 25 of the Listing Regulations provides that, the maximum tenure of Independent Directors shall be in accordance with the Act readwith the Rules made thereunder.

In the light of the above provisions, Mr. Bijay Kumar Agarwal (DIN-00634259) has presented himself for re-appointment for another term of five years, not liable to retire by rotation, with effect from the conclusion of the 39th AGM.

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He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent for re-appointment. The Company has received the consent letter of Mr. Bijay Kumar Agarwal (DIN-00634259) in Form DIR- 2 and also the declaration that, he meets the criteria of Independence as prescribed in section 149 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for re-appointment.

Mr. Bijay Kumar Agarwal (DIN-00634259) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, he fulfills the conditions specified in the Act and Listing Regulations for re-appointment.

The above documents along with the draft letter of re-appointment of Mr. Bijay Kumar Agarwal (DIN-00634259) setting out the terms and conditions of re-appointment, will be open for inspection at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

The Board is of the view that, the continued association of Mr. Bijay Kumar Agarwal (DIN-00634259) will benefit the Company, given his knowledge, experience and contribution to Board processes.

The requisite disclosure in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) pertaining to aforementioned proposed re-appointment is annexed to the Notice.

Mr. Bijay Kumar Agarwal (DIN-00634259) is interested in the special resolution pertaining to his own re-appointments. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above special resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Item No. 6

It is proposed to change the designation of Mr. Rabindra Kumar Hisaria (DIN-05170751) – as a whole-time Director for a term of 3 (three) years with effect from 1st October, 2019.

His office will be liable to retirement by rotation.

Mr. Rabindra Kumar Hisaria (DIN-05170751) is also the CFO of the Company. Accordingly, the above appointment if approved, will result in change in his designation - as the Execution Director & CFO of the Company.

Mr. Rabindra Kumar Hisaria (DIN-05170751) continues to play a vital role in the Management of the Company in various financial matters and accordingly, your Board considers his appointment as prudent and justifiable. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. He is not disqualified in terms of Section 164 of the Act and has given his consent for re-appointment. The Company has

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received his consent letter in Form DIR- 2.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for re-appointment.

The above documents will be open for inspection without any fee at the Registered Office of the Company on all working days during working hours upto the date of the AGM.

Besides his existing duties & responsibilities, he is supposed to continue to carry out such other duties and to exercise such powers as may be entrusted to him from time to time by the Board.

Mr. Rabindra Kumar Hisaria (DIN-05170751) will continue to draw salary solely in the capacity of a Chief Financial Officer. The present terms and conditions prevalent for his appointment as the Chief Financial Officer will prevail for his appointment as the Whole-time Director. The same are produced as under:

1. Period of appointment as whole-time director: Three years with effect from 1st October, 2019.

2. Mr. Rabindra Kumar Hisaria (DIN-05170751) shall carry out such duties and exercise such powers as may be entrusted to him by the Board from time to time.

Further, requisite disclosures required in terms of : Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Mr. Rabindra Kumar Hisaria (DIN-05170751) is interested in the above resolution as it relates to his re-appointment. None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution.

The Company is expected to benefit from his diversified work experience and accordingly, the above ordinary resolution being in the interest of the Company, the Nomination and Remuneration Committee and also the Board of Directors, have proposed and recommended the same for your approval.

Date :.26th August, 2019
Place : Kolkata

By Order of the Board
For Quest Financial Services Ltd.

Bijay Kumar Agarwal
Chairman
DIN-00634259

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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 39TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

Name of the Director	Mr. Kishan Kumar Jajodia (DIN- 00674858)	Mr. Tarun Laha (DIN- 07477757)	Mr. Bijay Kumar Agarwal (DIN-00634259)	Mr. Rabindra Kumar Hisaria (DIN- 05170751)
Nature of Directorship	Non-Executive, Non-Independent, Promoter Director.	Non-Executive, Independent Director.	Non-Executive, Independent Director	Presently, Non-Executive, Non-Independent Director (proposed to be appointed as Whole-time Director.)
Date of Birth	28.07.1965	01.01.1966	02.03.1974	01.01.1962
Age	54 years	53 years	45 years	57 years
Date of first Appointment on the Board.	a) Date of first appointment on the Board:- 30.11.2010. b) Date of appointment in current designation:- 30.09.2011	a) Date of first appointment on the Board:- 12.02.2019	a) Date of first appointment on the Board:- 31.01.2007	a) Date of first appointment on the Board:- 14.02.2012
Terms and conditions of appointment / re-appointment.	Retiring by rotation	Please refer to the Explanatory Statement.	Please refer to the Explanatory Statement.	Please refer to the Explanatory Statement.
Details of Remuneration sought to be paid.	-	-	-	-
Remuneration last drawn	-	-	-	-
Brief Resume/ experience and nature of his/her expertise in specific functional areas.	Since his appointment, he has been playing a pivotal role in the Management of the Company. His foresightedness coupled with his innovative skills, have paved the way for a bright future for the Company. He has several years of experience in Finance & embroidery (designing) and textile sector.	He has experience in operation management. He is a firm believer of professional excellence. His knowledge and experience is expected to benefit the Company and would further add to the Board Diversity, which is expected to positively affect the performance of the Company.	He has several years of experience in the field of Iron & Steel Trading.	He has several years of experience in the field of Finance & Garments
Qualification	B.Com (Hons)	.	B.Com	B.Com & FCA
Number of shares held in the Company.	7,05,000	Nil	Nil	Nil
Names of other companies/LLPs in which the person also holds the	<ol style="list-style-type: none"> 1. Jaisukh Dealers Limited 2. QFS Properties Limited 3. JDL Consultants Limited 4. QFS Textiles Limited 5. JDL Real Estates Limited 	<ol style="list-style-type: none"> 1. Hamilton Tradecomm Limited 2. Rajal Lefin & Commercial Private Limited 3. SNCL Properties Limited 4. Tropicana Residency Limited 5. Realview Builders Limited 	<ol style="list-style-type: none"> 1. Superfast Tradecom Private Limited 	<ol style="list-style-type: none"> 1. Bonjem Enterprise LLP 2. Matron Fashions Private Limited 3. Ashirwad Suppliers Private Limited 4. Wonderland Paper Suppliers Private Limited 5. Zonal Commercial Private Limited

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directorship/ is a Partner/ Designated Partner.	<p>6. QFS Papers Limited</p> <p>7. JDL Hosieries Limited</p> <p>8. Concord Vinimay Private Limited</p> <p>9. Burnpur Power Private Limited</p> <p>10. Jaisukh Dealers Limited</p> <p>11. Nova Merchants Private Limited</p> <p>12. Radherani Commodities Private Limited</p>	<p>6. Realview Homes Limited</p> <p>7. Arcilla Designers Limited</p>		<p>6. Jaguar Infra Developers Limited</p> <p>7. Rudramukhi Infrastructure Private Limited</p> <p>8. Megacity Food Suppliers Private Limited</p> <p>9. Primary Iron Traders Private Limited</p> <p>10. Shreyans Embroidery Machine Private Limited</p> <p>11. Ideal Plywood Traders Private Limited</p>
Number of Meetings of the Board attended during the year (i.e. F.Y. 2018-19).	Attended all the five meetings of the Board during the Financial Year 2018-19. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.	Attended one meeting of the Board during the Financial Year 2018-19 – as he was eligible for attending only the last meeting of the financial year 2018-19 – at which, he was appointed.	Attended all the five meetings of the Board during the Financial Year 2018-19. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.	Attended all the five meetings of the Board during the Financial Year 2018-19. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.
Memberships/ Chairmanships of Committees on the Board of other Companies.	He is member of the Stakeholders Relationship Committee and Risk Management Committee on the Board of other Companies .	Nil	Nil	Nil
Disclosure of Relationships between directors & KMP inter-se.	He belongs to the promoter group and holds 7,05,000 Equity Shares. He is related to the entire promoter group.	Not a relative of any Director of the Company.	Not a relative of any Director of the Company.	He is the Director and CFO of the Company. He is not a relative of any other Director or Key Managerial Personnel of the Company.

Note:

1. Information pertaining to sitting fees/remuneration paid to the Director who is being appointed/re-appointed and number of Board meetings attended by the respective director during the financial year 2018-19 is provided in the Corporate Governance Report.

2. The proposal for appointment / re-appointment/continuation of appointment has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering the concerned director's skills, experience and knowledge and positive outcome of performance evaluation.

Date :26th August, 2019

Place : Kolkata

By Order of the Board
For Quest Financial Services Ltd.

Bijay Kumar Agarwal
Chairman
DIN-00634259

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DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (ITEM NO. 6)

I. GENERAL INFORMATION

1.	Nature of Industry.	Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Company.			
2.	Date or expected date of commencement of commercial Production.	Not Applicable. -The Company is an existing company.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.			
4.	Financial performance based on given indicators.	Particulars	F.Y. 18-19 (` In lakhs)	F.Y. 17-18 (` In lakhs)	F.Y. 16-17 (` In lakhs)
		Total Revenue (Standalone)	18.94	52.85	93.64
		Profit/(Loss) After Tax (Standalone)	(261.47)	(2,391.57)	(8.18)
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE

	Particulars	Mr. Rabindra Kumar Hisaria (DIN- 05170751)
1.	Background Details.	Qualification: B.Com & FCA
2.	Past Remuneration.	Nil
3.	Recognition or awards.	-
4.	Job profile and his suitability	He has several years of experience in the field of finance and garments. and accordingly, the Company is expected to benefit from his experience.
5.	Remuneration proposed	As per the details given in Item No. 6 of the explanatory statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin).	The remuneration payable to the Whole-time Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while determining the remuneration of the Whole-time Director, has taken into account various factors, including their work experience, positive outcome of performance evaluation and the Nomination and Remuneration Policy of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	He is not related to any Director or managerial personnel of the Company.

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	While the Company has delivered strong operating and financial performance in the past, unprecedented
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		global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance.
2.	Steps taken or proposed to be taken for improvement	The Company is exploring suitable avenues in the NBFC sector and is hopeful that, with a gradual rise in the growth prospects of the Indian Economy in the near future, the outlook of the above sector will gradually improve and would give a level playing field to the Company in realizing the business objectives. .
3.	Expected increase in productivity and profits in measurable terms	The Company is expecting consistent profitability in its present business activities. For improving the income from NBFCs activities, the Company is exploring suitable business opportunities for growth. However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ materially from those expressed or implied, depending on various factors including :- the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.

Date : 26th August,2019
Place : Kolkata

By Order of the Board
For Quest Financial Services Ltd.

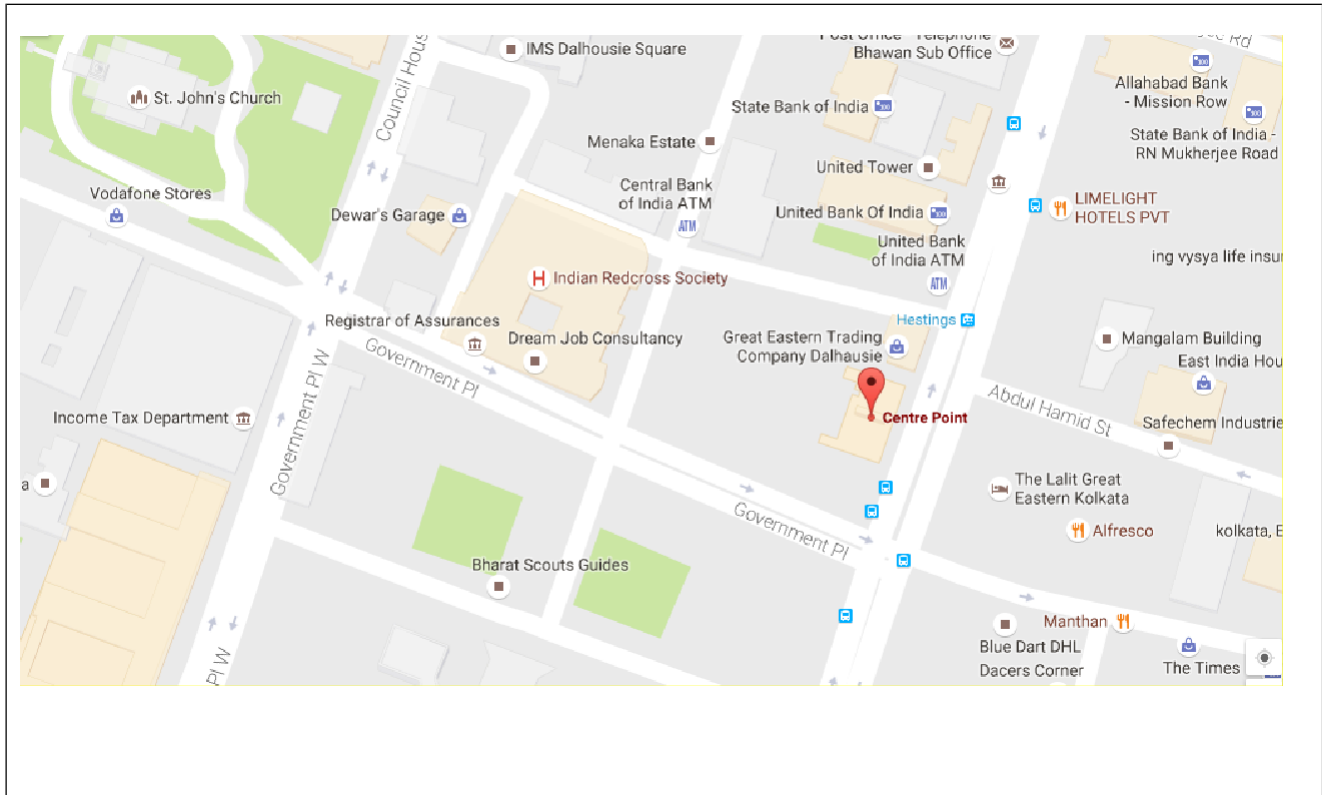
Bijay Kumar Agarwal
Chairman
DIN-00634259

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MAP (DIRECTION GUIDE) OF THE VENUE OF THE 39TH ANNUAL GENERAL MEETING.

“Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700001”
(Landmark-The AGM venue is located opposite to The Lalit Great Eastern Hotel)



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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)
(39th Annual General Meeting – September 30, 2019)

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

I/We hereby record my/our presence at the 39th ANNUAL GENERAL MEETING of the Company on Monday, the 30th day of September, 2019 at 9.30 a.m. at the registered office of the Company at “Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700 001.

SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY*

***Strike out whichever is not applicable**

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address: E-mail Id: Folio / DP ID-Client ID No.

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

- (1) Name:.....Address.....
 E-mail Id:.....Signature, or failing him
- (2) Name:.....Address.....
 E-mail Id:.....Signature, or failing him
- (3) Name:.....Address.....
 E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at the registered office of the Company at “Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700001 at 9.30 a.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company for the year ended 31 st March, 2019, and the Reports of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as a Director of the Company.		
3.	To re-appoint M/s. Arun Jain & Associates (Firm Registration No. 325867E) as the Statutory Auditor.		
Special Business			
4.	Appointment of Mr. Tarun Laha (DIN-07477757) as a Non-Executive Independent Director for a term of five years.		
5.	Re-appointment of Mr. Bijay Kumar Agarwal (DIN-00634259) as a Non-Executive Independent Director of the Company, for a term of five consecutive years.		
6.	Appointment of Mr. Rabindra Kumar Hisaria (DIN-05170751) as a Whole-time Director of the Company, for a term of three consecutive years with effect from 1 st October, 2019		

Signed this.....day of.....2019
 Signature of shareholder.....
 Signature of Proxy holder(s).....

Affix Revenue
Stamp not less
than Re.1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 39th Annual General meeting.
- *3 It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.