

QUEST FINANCIAL SERVICES LTD.

“Centre Point”, 21, Hemanta Basu Sarani, Room No.- 230, 2nd Floor, Kolkata-700 001
Phone No. 033-3028 7790, Fax No.033-3028 7789, E-Mail ID - investorsquestfinancial@yahoo.co.in,
Website-www.questfinancial.in, CIN-L65993WB1980PLC033060

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 29th Day of September, 2016 at 10.00 a.m. at the Registered Office of the Company at “Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700001 (please refer to the Map Direction Guide of the AGM venue, as provided in this Notice) to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the financial year ended March 31, 2016 and the Reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016.
2. To appoint a Director in place of Mr. Rabindra Kumar Hisaria (DIN: 05170751), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.
3. To ratify the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm’s Regn. No. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 36th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration 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 Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm’s Regn. No. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 36th Annual General Meeting till the conclusion of the 39th Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax.”

SPECIAL BUSINESS :

4. **Change in designation of Mr. Prakash Kumar Jajodia (DIN-00633920) from Whole-Time Director to Managing Director and revision in his remuneration.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors (hereinafter referred to as “the Board”) and subject to the provisions of Sections 196,197,198 and all other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) and/or re-enactment thereof, the provisions of the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), approval of the members of the Company be and is hereby accorded to the change in designation of Mr. Prakash Kumar Jajodia (DIN-00633920) from Whole-Time Director to Managing Director with effect from February 8, 2016.

RESOLVED FURTHER THAT the aforementioned appointment shall be governed by such revised terms and conditions, including remuneration, as is morefully described in the Explanatory Statement of the Notice, and shall be applicable with effect from 1st October, 2016, being governed by the provisions of the Act, the Listing Regulations, and other applicable laws in force, if any.

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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) shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, and the rules made there under or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT any of the Directors of the Company, in consultation with the Board, be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution.”

Date : 13.08.2016
Place : Kolkata

By Order of the Board
For Quest Financial Services Ltd.

Bijay Kumar Agarwal
Chairman
DIN-00634259

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 is annexed hereto.
2. Additional details of persons seeking appointment / re- appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and provision number 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received from the Directors for his reappointment.
3. **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 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A 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.

4. 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.
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 and the Explanatory Statement setting out the material facts, are open for inspection at the Registered Office of the Company on all working days during normal 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.

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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 businesses 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 24. 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 23, 2016 to the September 29, 2016 (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, i.e. : M/s. Niche Technologies Private Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. (033) 2235-7270/7271, 2234-3576, Fax: (033) 2215- 6823 – alongwith the necessary supporting documents.
12. 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.
13. 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.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 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.
15. 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 can submit their PAN to the Company's Registrar M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001 alongwith the enclosed Form.
16. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
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. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.

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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 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. Prakash Kumar Jajodia (DIN: 00633920), Managing Director, at the Registered Office of the Company (Phone Number : (033) 3028 7790) for the redressal of their queries/ complaints.
23. The Notice of the AGM along with its enclosures (including the process, instructions and the manner of conducting e-voting), the Annual Report for the Financial Year 2015-16 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. **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 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 through 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 26, 2016 at 9.00 a.m. (IST) and ends on September 28, 2016 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-off date of September 22, 2016, may cast their vote by remote e-voting. The remote 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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- c. 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> <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.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">Please Enter the DOB or Bank Account Number 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 Bank Account Number details field as mentioned in above 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 Company Name i.e. **QUEST FINANCIAL SERVICES 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.

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- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (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 on or after June 30, 2016. 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 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.
- (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 or contact them at 1800 200 5533.
25. 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 csniazahmed@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 28, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.
26. 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 22, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
27. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
28. 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 22, 2016, 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.

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29. 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.
30. 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 22, 2016, 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@nicetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
31. Mr. Niaz Ahmed, Practicing Company Secretary (Certificate of Practice Number 5965, Membership No. 15555) 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.
32. 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.

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

Item No. 4

Mr. Prakash Kumar Jajodia (DIN-00633920), was appointed as the Whole-time Director of the Company by way of a Special Resolution, for a period of five years with effect from October 1, 2013 at the 33rd Annual General Meeting of the Company held on September 30, 2013, on various terms and conditions, which, inter alia, included a remuneration of Rs. 1,80,000/- per annum (i.e.: Rs. 15,000/- per month) alongwith medical reimbursement, entertainment expenses, Children's Education Allowance and personal accident insurance. Further, the Board of Directors was empowered to vary the terms and conditions of his appointment, including his remuneration.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 8, 2016, has appointed him as the Managing Director of the Company, subject to the approval of the members of the Company.

Further, considering his 22 Years of Experience in Finance & embroidery designing & textile sector and the pivotal role that he has been playing in the Management of the Company, the Board of Directors at their meeting held on August 13, 2016, have, based on the recommendation of the Nomination and Remuneration Committee, proposed to revise his salary to Rs. 30,000/- per month, with effect from October 1, 2016.

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay a yearly remuneration of upto Rs. 42 Lakhs to the managerial person, if the effective capital of the Company is Rs.5 Crores and above, but less than Rs.100 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (3) years

The Board of Directors shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, and the rules made there under or any statutory modification(s) or re-enactment thereof.

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Accordingly, the consent of the shareholders is being sought to approve the change in designation of Mr. Prakash Kumar Jajodia (DIN-00633920) from Whole-Time Director to Managing Director with effect from February 8, 2016, on the revised terms and conditions, effective from 1st October, 2016.

The information as required to be disclosed under Section II of Part II of Schedule V of the Act is enumerated herein below:

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 and was incorporated on 21.10.1980.			
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. 15-16 (Rs. In lacs)	F.Y. 14-15 (Rs. In lacs)	F.Y. 13-14 (Rs. In lacs)
		Total Revenue (Standalone/ Consolidated)	332.59	1606.18	2515.17
		Profit/ (Loss) After Tax (Standalone)	(27.53)	(370.02)	5.62
		Profit/ (Loss) After Tax (Consolidated)	(31.69)	(370.29)	4.73
		Even though the Gross Revenue has reduced in comparison to the previous financial year, the Company has extensively reduced its expenses, and as a result, the loss generated, is less than that of the previous financial year. Thus, the Company has been successfully attempting to consolidate its financial position by curbing its operations. The Standalone Loss has reduced by 92.56%, whereas, the Consolidated loss figure has reduced by 91.44%.			
5.	Foreign investments or Collaborators, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE WHOSE RATIFICATION/REVISION IN THE TERMS AND CONDITIONS OF SERVICE, INCLUDING REMUNERATION, IS BEING PROPOSED.

1.	Background Details	Born on 22.08.1971. Education – Matriculation.
2.	Past Remuneration	He has been drawing a monthly salary of Rs.15,000/- since October 1, 2013, and is also entitled to medical reimbursement, entertainment expenses, Children’s Education Allowance, personal accident insurance and other permissible allowances, perquisites, benefits, amenities, if any. His tenure was made liable to retirement by rotation by the members at the AGM dated September 29, 2014.
3.	Recognition or awards	-

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4.	Job profile and his suitability	Mr. Prakash Kumar Jajodia is presently, the Managing Director of the Company and has 22 Years of Experience in Finance & embroidery designing & textile sector and the pivotal role that he has been playing in the Management of the Company. His key roles & responsibilities include : Business Development, Risk Management, Development and Administration of the day to day activities of the Company. Further, pursuant to the change in his designation, his responsibility includes: the management of the whole, or substantially the whole of the affairs of the Company. Considering the various responsibilities he has been entrusted with, and his pivotal role in the Company affairs, the proposed revision in his salary is suitable for his profile.
5.	Remuneration proposed	<p>Remuneration :</p> <p>Salary : Rs.30,000/- (Rupees Thirty Thousand Only) per month. Annual increase/ revision will be effective in such other manner as may be decided by the Board from time to time.</p> <p>His office shall be liable to be determined by retirement by rotation in terms of the relevant provisions of the Act.</p>
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 origin).	The proposed remuneration structure of the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while proposing the remuneration, has also taken into account his work experience 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 does not hold any pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel.

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	<p>The Company is on a track to recovery which is evident from the fact that, it has substantially reduced its losses in comparison to the previous financial year. The Company has discontinued the textile business due to slowdown of market conditions.</p> <p>Therefore, the future is very promising and, the Company has clearly depicted that it will travel across the road the recovery at a fast rate.</p>
2.	Steps taken or proposed to be taken for improvement	<p>The core financial activities of the Company comprises of providing of business loan to corporate and individuals and investment in other bodies corporate. However, the Company is also indulged into the business of automatic computerized embroidery on various apparels, clothing, caps, leather garments, and other leather items. Further, the Company has witnessed a tough time in its embroidery business but is trying to get a stable position in the same.</p> <p>Further, the Company is expecting a rise in the growth prospects of the Indian Economy in the near</p>

QUEST FINANCIAL SERVICES LTD.

“Centre Point”, 21, Hemanta Basu Sarani, Room No.- 230, 2nd Floor, Kolkata-700 001
Phone No. 033-3028 7790, Fax No.033-3028 7789, E-Mail ID - investorsquestfinancial@yahoo.co.in,
Website-www.questfinancial.in, CIN-L65993WB1980PLC033060

		<p>future and also an improvement in the position of the NBFC's in India as well the textile Industry.</p> <p>The Company has also undertaken stringent cost actions and continues to curtail both employee and non-employee cost.</p> <p>All this is expected to improve the financial position of the Company.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>With an expected improvement in the position of the NBFC's and the Textile Industry, and a probable upsurge of the Indian Economy, the Company believes that it will be able to increase its productivity and profits and thereby generate consistent and increased profits in the coming financial years.</p> <p>However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable 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.</p>

Mr. Prakash Kumar Jajodia (DIN-00633920) is interested in the said resolution since, it relates to change in his designation and revision of his salary. He falls under the category of Key Managerial Personnel in terms of section 203 of the Act read with the Rules and Schedules made thereunder.

Further, Mr. Kishan Kumar Jajodia (DIN- 00674858) and Mr. Amit Jajodia (DIN- 02291113), Directors of the Company, are interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment.

None of the other Directors, Key Managerial Personnels of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their shareholding, if any.

The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members by way of a Special Resolution.

Regd. Office:

“Centre Point”,
21, Hemanta Basu Sarani,
Room No-230, 2nd Floor,
Kolkata-700 001
Dated : 13.08.2016
Place : Kolkata

**By Order of the Board
For Quest Finanacial Services Ltd.
Bijay Kumar Agarwal
Chairman
DIN-00634259**

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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/REVISION IN REMUNERATION AT THE 36TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PROVISION NO. 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

Name of the Director	Mr. Rabindra Kumar Hisaria (DIN: 05170751)	Mr. Prakash Kumar Jajodia (DIN-00633920)
Nature of Directorship	Non Executive, Non Independent Director.	Executive, Non- Independent, Managing Director.
Date of Birth	01.01.1962.	22.08.1971.
Date of Appointment	14.02.2012	a) Date of first appointment on the Board:- 30.11.2010. b) Date of appointment as a Whole-Time Director :- 01.10.2013. c) Date of appointment as a Managing Director :- 08.02.2016.
Age	54 years	44 years
Brief Resume	He has been playing an integral role in the Finance Department of the Company. His experience and foresightedness shall be helpful for the Company in long terms.	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.
Terms and conditions of appointment / re-appointment.	Retiring by rotation at the forthcoming Annual General Meeting and being eligible seeks re-appointment.	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
Details of Remuneration sought to be paid.	N.A.	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
Remuneration last drawn	N.A.	Rs. 15,000/- per month (Rs. 1,80,000/- per annum), plus various retirement benefits:- medical reimbursement, entertainment expenses, Children's Education Allowance and personal accident insurance and other permissible allowances, perquisites, benefits, amenities, if any. His office is liable to retirement by rotation.
Experience and nature of his expertise in specific functional areas.	30 Years of experience in the field of Finance & Garments	22 Years of Experience in Finance & embroidery designing & textile sector.
Qualification	B.Com. & FCA	Matriculation
Number of shares held in the Company.	Nil.	5,98,000
Names of other companies in which the person also holds the directorship.	1. Matron Fashions Pvt. Ltd. 2. Designated Partner in Bonjem Enterprise LLP.	1. QFS Properties Limited 2. QFS Papers Limited 3. QFS Textiles Limited 4. QFS Gem And Jewelleries Limited

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		5.JDL Consultants Limited 6. JDL Hosieries Limited 7. JDL Gem And Jewelleries Limited 8. JDL Real Estates Limited 9. Jaisukh Dealers Limited 10. Burnpur Power Private Limited 11. Concord Vinimay Private Limited 12. Radherani Commodities Private Limited 13. Nova Merchants Private Limited
Number of Meetings of the Board attended during the year (i.e. F.Y. 2015-16).	Attended all the eight meetings of the Board during the Financial Year 2015-16. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.	Attended all the eight meetings of the Board during the Financial Year 2015-16. 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.	Does not hold membership of Committees in other Companies.	He is member of the following Committees on the Board of other Companies : 1. Audit Committee 2.Nomination & Remuneration Committee
Disclosure of Relationships between directors inter-se.	None.	Mr. Prakash Kumar Jajodia is the brother of Mr. Kishan Kumar Jajodia. Further, Mr. Amit Jajodia is the relative of Mr. Prakash Kumar Jajodia and Mr. Kishan Kumar Jajodia.

Note:

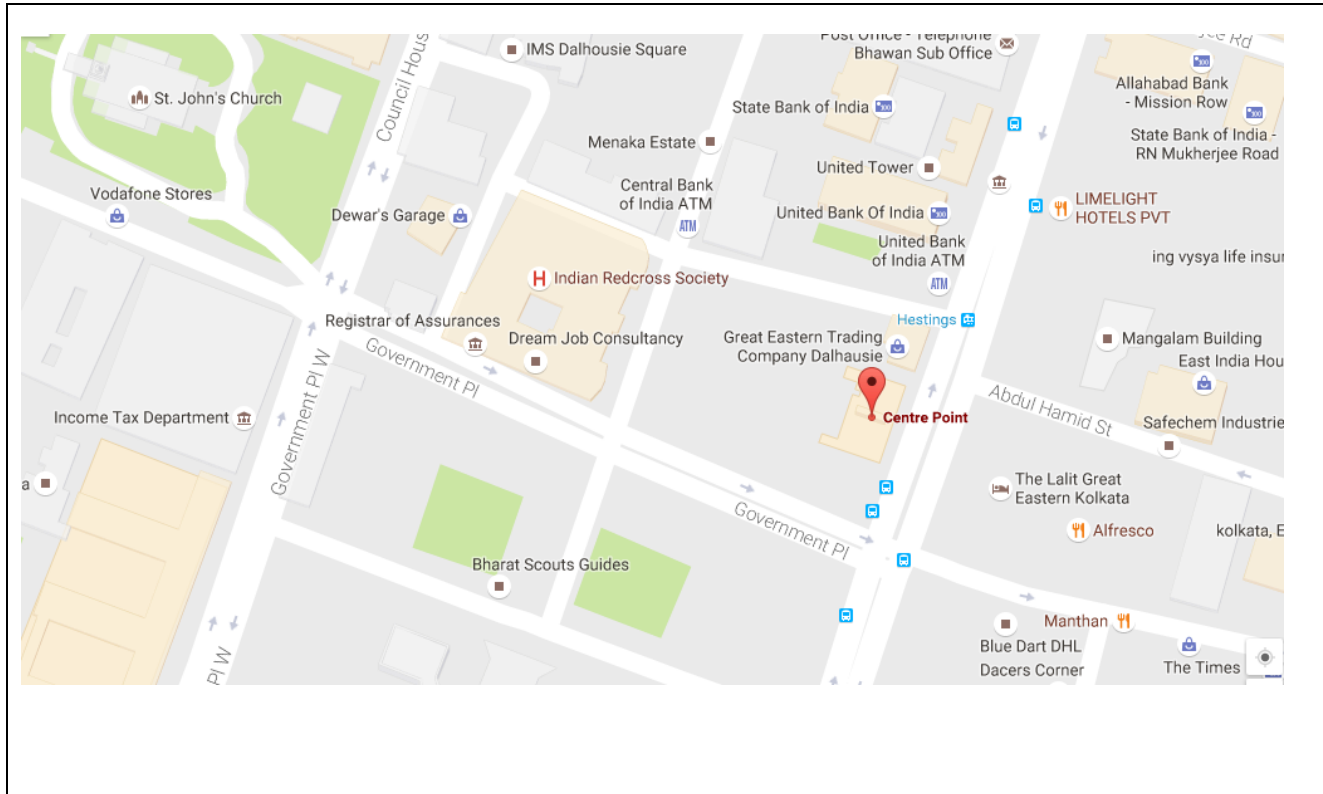
The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being re-appointed and number of Board meetings attended by him during the financial year 2015-16 are provided in the Corporate Governance Report.

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MAP (DIRECTION GUIDE) OF THE VENUE OF THE 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)
(Annual General Meeting –September 29, 2016)

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 36th ANNUAL GENERAL MEETING of the Company on Thursday, the 29th day of September, 2016 at 10.00 a.m. at the registered office of the Company at “Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700001.

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 2015-16 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 2015-16 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) ofshares 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 36th Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at the registered office of the Company at “Centre Point” 21, Hemanta Basu Sarani, 2nd Floor, Room No. 230, Kolkata -700001 at 10.00 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 Financial Statements (Standalone & Consolidated) for the year ended March 31, 2016 and the Reports of the Auditors and Directors thereon.		
2.	Re-appointment of Director in place of Mr. Rabindra Kumar Hisaria (DIN: 05170751), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.		
3.	Ratification of appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as Auditor of the Company and fix their remuneration.		
	Special Business		
4.	Change in designation of Mr. Prakash Kumar Jajodia (DIN-00633920) from Whole-Time Director to Managing Director and revision in his remuneration.		

Signed this.....day of.....2016
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 36th 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.

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RECORDS UPDATION FORM

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

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. Similiarly, members holding shares in physical form are requested to submit their PAN to the Company or the Company's Registrar : M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700 001. Hence, we have to update your PAN, phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

-----Please tear here-----

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan :

E-mail ID :

Telephone No. :

Name : i.

ii.

iii.

Signature : i.

ii.

iii.

Thanking you,
Bijay Kumar Agarwal
Chairman
DIN-00634259