

SCRUTINIZER'S REPORT

To
The Chairman
QUEST FINANCIAL SERVICES LIMITED
'Centre Point', 21, Hemanta Basu Sarani
Room No. 230, 2nd Floor,
Kolkata – 700 001

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Quest Financial Services Limited held on Thursday, the 29th September, 2016 at 10.00 a.m.

The Board of Directors at their meeting held on Saturday, the 13th day of August, 2016, have appointed me as the scrutinizer for scrutinizing the voting process (remote e-voting and voting by ballot), in a fair and transparent manner in respect of the resolutions proposed at the 36th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held Thursday, the 29th 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-700 001.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided e-voting facility ("remote e-voting") for the members so as to enable them to cast their votes electronically from a place other than venue of the AGM. The Company, accordingly made arrangements to provide the e-voting platform on the e-voting website of Central Depository Services Limited (CDSL). Further, members who were present at the AGM (in person, or through proxy or through Corporate Representative(s)), but did not cast their votes through remote e-voting, were allowed to cast their votes at the AGM through Ballot Paper.

The physical copies of Annual Report for the Financial Year ended on March 31, 2016 containing statements and reports and the AGM Notice were sent through permitted mode and the same were also e-mailed to members whose e-mail IDs were registered with the Company or the Depository Participants as on August 12, 2016 unless any Member had requested for a physical copy of the said documents..

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the relevant provisions of various regulations and laws in force relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 36th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, to the Chairman on



the resolutions, based on the reports generated from the electronic voting system provided by CDSL and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. Relating to E-Voting

1. The Company had availed the e-voting facility provided by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 22, 2016, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Monday, September 26, 2016 and ended at 5.00 p.m. on Wednesday, September 28, 2016, and the CDSL e-voting platform was blocked thereafter.

B. Relating to voting by ballot

1. The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were choose to vote through ballot wherein some members already exercised their votes through remote e-voting.

C. Result of remote e-voting and ballot are as under:

1. The voting rights of the members were reckoned as on the "cut-off" date, i.e., September 22, 2016, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 11.35 a.m. in presence of two witnesses, namely, and Mr. Shakeel Ahmed residing at 1 /2/1H/6, J.K. Ghosh Road, Belgachia, Kolkata- 700 037 and Mr. Saheb Alam residing at 24/2, Jolapara Masjid Lane, Howrah-711 101, who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence:

Shakeel Ahmed

Saheb Alam

3. There was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting or not exercised to vote through ballot.
4. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.



5. The results of voting are as under:

Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended 31st March, 2016 and the Reports of the Auditors and Directors thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	20	Nil	20
No. of Votes cast by them	32760823	Nil	32760823
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 2: Ordinary Resolution

Re-appointment of Mr. Rabindra Kumar Hisaria (DIN: 05170751), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company:

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	20	Nil	20
No. of Votes cast by them	32760823	Nil	32760823
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil



(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

Ratification of the re-appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as Auditor of the Company and to authorize the Board to fix their remuneration:

"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."

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	20	Nil	20
No. of Votes cast by them	32760823	Nil	32760823
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 4: Special Resolution

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



“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.

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.”

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	20	Nil	20
No. of Votes cast by them	32760823	Nil	32760823
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

6. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 4 have been passed through e-voting with requisite majority.



7. A pen drive containing list of members who have voted either "For" or "Against" is enclosed with this report.

8. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 36th AGM and the same shall be handed over, thereafter, to Mr. Prakash Kumar Jajodia (DIN-00633920), Managing Director who has been authorised by the Board of Directors at its meeting held on the August 13, 2016, to preserve such documents safely.

Thanking you,
Yours faithfully,



Niaz Ahmed
Practising Company Secretary
C.P. No. 5965
Membership No. 15555



Date: September 29, 2016