

**SCRUTINIZER'S REPORT**

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

Dear Sir,

The Board of Directors at their meeting held on Tuesday, the 30<sup>th</sup> day of May, 2017, have appointed me as the scrutinizer for scrutinizing the voting process (electronically or otherwise), in a fair and transparent manner in respect of the resolutions proposed at the 37<sup>th</sup> Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Friday, the 15<sup>th</sup> Day of September, 2017, at 3.00 p.m. at the Registered Office of the Company at 'Centre Point', 21, Hemanta Basu Sarani, Room No. 230, 2<sup>nd</sup> Floor, 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.

I am responsible for scrutinizing the entire voting process. It is the Management's responsibility in this regard, to ensure compliance with the relevant provisions of various regulations and laws in force.

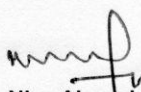

I have completed the scrutiny of the e-votes and submit my report as under :-

1. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 8, 2017, were entitled to cast their votes.
2. The e-voting period commenced on September 12, 2017, at 9.00 a.m. and ended on September 14, 2017 at 5.00 p.m. The remote e-voting module was disabled by CDSL for voting thereafter.
3. The Corporate members who participated in the remote e-voting, provided certified copy of the Board Resolution authorizing their representative to exercise the voting right on their behalf through e-voting.
4. The remote e- voting portal was unblocked in the presence of two (2) witnesses at 4.35 p.m.
5. Particulars of all the votes cast have been entered in the Electronic Register separately maintained for this purpose.
6. Based on the generated e-voting details of members who exercised their remote e-voting option, as obtained from the e-voting website of CDSL: www.evotingindia.com, I hereby report the voting particulars hereunder:-
  1. The Remote e-voting option was exercised for all the three (3) resolutions by 30 shareholders holding 80,84,207 Equity Shares.



II. Summary of the valid e- votes cast for the resolutions passed at the 37<sup>th</sup> AGM of the Company :

Resolution Serial No.	Summary of the Resolution	Resolution Category	No. of member who cast their votes		No. of Shares held by the voters		Assent %	Dissent %
			Assent	Dissent	Assent	Dissent		
1.	Adoption of Standalone Audited Financial Statement for the year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	29	1	8084197	10	100.00 %	0.00%
2.	Re-appointment of Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.	Ordinary Resolution	27	3	8081580	2627	99.97%	0.03%
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.	Ordinary Resolution	29	1	8084197	10	100.00 %	0.00%

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

Date: September 16, 2017  
Place: Kolkata

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

**37<sup>th</sup> Annual General Meeting of the Equity Shareholders of Quest Financial Services Limited held on Friday, 15<sup>th</sup> Day of September, 2017 at 3.00 p.m. at the Registered Office of the Company at 'Centre Point', 21, Hemanta Basu Sarani, Room No. 230, 2<sup>nd</sup> Floor, Kolkata – 700 001.**

Dear Sir,

I, Niaz Ahmed, Practising Company Secretary, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of Quest Financial Services Limited, held on Friday, 15<sup>th</sup> Day of September, 2017 at 3.00 p.m. at the Registered Office of the Company at 'Centre Point', 21, Hemanta Basu Sarani, Room No. 230, 2<sup>nd</sup> Floor, Kolkata – 700 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened by me in the presence of two (2) witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. One poll paper was incomplete and/or otherwise found defective.
4. The result of the Poll is as under:

**(a) Resolution No. 1 – Ordinary Resolution**

Adoption of Standalone Financial Statements for the year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	336	100%





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

**(b) Resolution No. 2 - Ordinary Resolution**

Re-appointment of Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	336	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



**(c) Resolution No. 3 - Ordinary Resolution**

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

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	336	100%

(ii) Voted **against** the resolution:

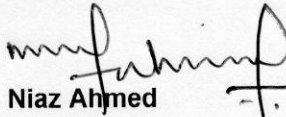
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

5. A list of equity shareholders who voted "FOR", "AGAINST" is enclosed herewith. One Member's vote consisting of 50 equity shares was declared invalid.
6. The poll papers and all other relevant records are sealed and shall be under my custody till the Chairman considers, approves and signs the minutes and thereafter, I shall return the related papers, relevant records and Register to Mr. Prakash Kumar Jajodia (DIN-00633920), Managing Director of the Company, who has been authorised by the Board of Directors, to preserve such documents safely.

Thanking you,  
Yours faithfully,

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

Date: September 16, 2017  
Place: Kolkata



**List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolutions :**

First Shareholder's Name	BOID /Folio	No. of Shares held	Resolution No. -1-Voted For/Against	Resolution No. -2- Voted For/ Against	Valid /Invalid
PARTHA SARKAR	IN300974 11685474	50	For	For	Valid
SAIBAL KUMAR DUTT	IN300118 10927172	25	For	For	Valid
DIPALI MODAK	IN300513 22989160	5	For	For	Valid
TAPAS KUMAR DUTTA	IN301250 10051448	50	For	For	Valid
INDRA RAJ CHATTERJEE	IN301313 21070862	50	For	For	Valid
DEBRAJ CHATTERJEE	IN301313 21859607	50	For	For	Valid
MOUSUMI NANDY	1203680000021612	1	For	For	Valid
SUSMITA SARKAR	1205330000024788	50	For	For	Valid
APARNA SARKAR	1205330000024623	50	For	For	Valid
SUJAN MODAK	1203230001262786	5	For	For	Valid
BIMAL KRISHNA SARKAR	1205330000023940	50	Not cast	Not Cast	Invalid



**CS Niaz Ahmed**

B. Com. (Hons.) ACS. LLB  
Practising Company Secretary

1/2A, Noor Ali Lane

Kolkata-700 014

Mob. : 9836685953

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E-mail : csniazahmed@gmail.com

**SCRUTINIZER'S REPORT-COMBINED**

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

Dear Sir,

The Board of Directors at their meeting held on Tuesday, the 30<sup>th</sup> day of May, 2017, have appointed me as the scrutinizer for scrutinizing the voting process (electronically or otherwise), in a fair and transparent manner in respect of the resolutions proposed at the 37<sup>th</sup> Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Friday, the 15<sup>th</sup> September, 2017 at 3.00 p.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.

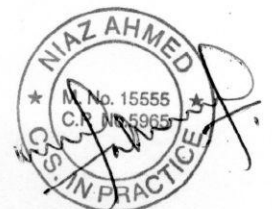
I am responsible for scrutinizing the entire voting process. It is the Management's responsibility in this regard, to ensure compliance with the relevant provisions of various regulations and laws in force.

I have issued two separate Scrutinizer's Reports, dated September 16, 2017, on remote e-voting and Poll (in Form No. MGT-13). I now hereby submit my Combined Report on remote e-voting together with that of Poll.

Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 8, 2017, were entitled to cast their votes through remote e-voting or voting at the AGM.

I have completed the scrutiny of the votes cast and submit my report as under :-

1. The Chairman, at the end of discussion on the resolutions on which voting was to be held at the AGM, allowed voting through ballot paper for all those members who were present at the AGM and did not exercise the remote e-voting option.



2. After the conclusion of voting at the AGM, the locked ballot box was subsequently opened by me in the presence of two (2) witnesses for scrutinizing the poll papers. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Thereafter, the remote e- voting portal was unblocked in the presence of two witnesses.

3. I report the voting particulars hereunder:-

I. The Remote e-voting option was exercised for all the three (3) resolutions by 30 shareholders holding 80,84,207 Equity Shares.

II. The option of voting by Physical Ballot was exercised by 11 shareholders, aggregating to 386 votes. I have disregarded one poll paper aggregating to 50 votes as it was incomplete and/or otherwise found defective.

III. **Summary of the valid votes cast for the resolutions passed at the 37<sup>th</sup> AGM of the Company :**

Resolution Serial No.	Summary of the Resolution	Resolution Category	No. of member who cast their votes		No. of Shares held by the voters		Assent %	Dissent %
			Assent	Dissent	Assent	Dissent		
1.	Adoption of Standalone Financial Statements for the year ended 31st March, 2017 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	39	1	8084533	10	100.00 %	0.00%
2.	Re-appointment of Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company	Ordinary Resolution	37	3	8081916	2627	99.97%	0.03%
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	Ordinary Resolution	39	1	8084533	10	100.00 %	0.00%





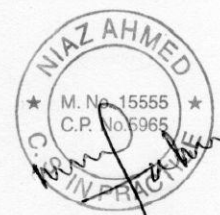
IV. Agenda-wise voting particulars:

**Voting Particulars for Item No. 1 of the Agenda:**

**Agenda:** Adoption of Standalone Financial Statements for the year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.

**Result of the voting:**

Resolution required : (Ordinary/ Special)		Ordinary						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand ing shares  ((3)=[(2)/ (1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2 )]*100	% of Votes against on votes polled  (7)=[(5)/(2) ]*100
Promoter & Promoter Group	E-voting	2477500	2387500	96.37	2387500	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>2477500</b>	<b>2387500</b>	<b>96.37</b>	<b>2387500</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non- Institutions	E-voting	120839000	5696707	4.71	5696697	10	100.00	-
	Poll		336	-	336	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>120839000</b>	<b>5697043</b>	<b>4.71</b>	<b>5697033</b>	<b>10</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>123316500</b>	<b>8084543</b>	<b>6.56</b>	<b>8084533</b>	<b>10</b>	<b>100.00</b>	<b>-</b>

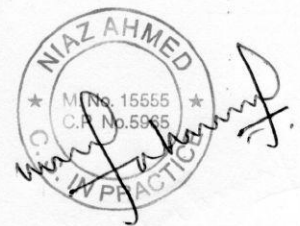


**Voting Particulars for Item No. 2 of the Agenda:**

**Agenda :** Re-appointment of Director in place of Mr. Kishan Kumar Jajodia (DIN: 00674858), who retires by rotation, and being eligible, seeks re-appointment as Director of the Company.

**Result of the voting:**

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  ((3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	2477500	2387500	96.37	2387500	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>2477500</b>	<b>2387500</b>	<b>96.37</b>	<b>2387500</b>	<b>-</b>	<b>100.00</b>
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non-Institutions	E-voting	120839000	5696707	4.71	5694080	2627	99.95	0.05
	Poll		336	-	336	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>120839000</b>	<b>5697043</b>	<b>4.71</b>	<b>5694416</b>	<b>2627</b>	<b>99.95</b>
<b>Total</b>		<b>123316500</b>	<b>8084543</b>	<b>6.56</b>	<b>8081916</b>	<b>2627</b>	<b>99.97</b>	<b>0.03</b>



**Voting Particulars for Item No. 3 of the Agenda:**

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

**Result of the voting:**

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$((3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	2477500	2387500	96.37	2387500	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>2477500</b>	<b>2387500</b>	<b>96.37</b>	<b>2387500</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non- Institutions	E-voting	120839000	5696707	4.71	5696697	10	100.00	-
	Poll		336	-	336	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>120839000</b>	<b>5697043</b>	<b>4.71</b>	<b>5697033</b>	<b>10</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>123316500</b>	<b>8084543</b>	<b>6.56</b>	<b>8084533</b>	<b>10</b>	<b>100.00</b>	<b>-</b>





4. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 3 have been passed with requisite majority.
5. Particulars of all the votes cast through remote e-voting/ Ballots have been entered in the Electronic Register maintained separately for this purpose. I further report that the Register and all other relevant records, shall be under my custody till the Chairman considers, approves and signs the minutes and thereafter, I shall return the related papers, relevant records and Register to Mr. Prakash Kumar Jajodia (DIN-00633920), Managing Director of the Company, who has been authorised by the Board of Directors at its meeting held on May 30, 2017, to preserve such documents safely.

Thanking you,  
Yours faithfully,

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



**Date: September 16, 2017**

Place : Kolkata