Quest Softech (India) Limited

AmpVolts

Date: 11th July, 2023

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

Script Code: **535719**
CIN: **L72200MH2000PLC125359**

Sub: Notice of 24th Annual General Meeting ("AGM") of the Company for FY 2022- 23 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 24th Annual General Meeting ("AGM") of the Company to be held on Thursday, August 3, 2023 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means "(OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and The Securities and Exchange Board of India (SEBI). The said notice forms part of the Annual Report 2022- 23.

The Annual Report containing the Notice is available on the website of the Company at https://www.ampvolts.com/annual-report/

This is for your information and records.

Thanking you

For Quest Softech (India) Limited

MITTAL KEVIN SHAH
Digitally signed by MITTAL KEVIN SHAH
Date: 2023.07.11 19:40:04 +05'30'

Mittal Shah
Compliance Officer & Company Secretary

Encl: As above

NOTICE

NOTICE OF 24th ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN THAT THE TWENTY - FOURTH ANNUAL GENERAL MEETING (AGM) OF QUEST SOFTECH (INDIA) LIMITED WILL BE HELD ON THURSDAY, 3RD AUGUST, 2023 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS "(VC/OAVM") FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financials as at March 31, 2023 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditor's thereon.

SPECIAL BUSINESS:

2. Appointment Mr. Vipul Chauhan (DIN: 01241021) as Director (Executive, Non-Independent)

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

"RESOLVED THAT Mr. Vipul Chauhan (DIN: 01241021), who was appointed as an Additional Director of the Company with effect from 20th December, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Vipul Chauhan for the office of Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things to give effect to above resolution for and on behalf of the Company."

3. **Appointment of Mr. Vipul Chauhan (DIN: 01241021) as Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded towards the appointment of Mr. Vipul Chauhan (DIN: 01241021) as Managing Director of the Company for a period of 5 Years with effect from 5th May, 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (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 terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Vipul Chauhan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. **Appointment of Mr. Naimish Raval (DIN: 09359061) as Director (Executive, Non-Independent)**

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 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Naimish Raval (DIN: 09359061), who was appointed by the Board of Directors as an Additional Director of the Board of the Company with effect from 20th December, 2022 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, 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 Director of the Company, being so eligible, be and is hereby appointed as a Director (Executive and Non-Independent), liable to retire by rotation.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things to give effect to above resolution for and on behalf of the Company."

5. **Appointment of Mr. Jaydeep Mehta (DIN: 06952808) as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Jaydeep Mehta [DIN:- 06952808], who was appointed as an Additional Director Independent Director of the Company with effect from 20th December, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 20th December, 2022 to 19th December, 2027.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things to give effect to above resolution for and on behalf of the Company."

6. **Appointment of Mr. Bipin Hirpara (DIN: 08249274) as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Bipin Hirpara (DIN: 08249274), who was appointed as an Additional Director Independent Director of the Company with effect from 5th May, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 5th May, 2023 to 4th May, 2028.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to do all such acts, deeds and things to give effect to above resolution for and on behalf of the Company."

7. **To consider and approve Related Party Transactions**

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

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or, enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, entered or to be entered into by the Company till the next Annual General Meeting, severally for each of the following parties:

Name of Related Party	Nature of Transactions	Name of the Directors/KMP who are related and nature of their relationship	Amount INR	Nature
AV AC DC Renew Private Limited	Not on arm's length basis	Mr. Vipul Narendrabhai Chauhan, Managing Director of the Company, is also Director of the AV AC DC Renew Private Limited. And also, AV AC DC Renew Private Limited is Promoter of the Company.	Rs. 25 Cr.	188 (1) (a) to (f)
Verdemobility India Private Limited	On arm's length basis	Wholly owned subsidiary company of SLSIPL/ Beneficial Ownership	Rs. 30 Cr.	188 (1) (a) to (f)
System Level Solutions (India) Private Limited (SLSIPL)	On arm's length basis	AV AC DC Renew Private Limited is associate company of SLSIPL / Beneficial Ownership	Rs. 10 Cr.	188 (1) (a) to (f)

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

8. To appoint Mr. Abhishek Chauhan to office or place of profit in the Company:

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 188(1)(f) read with Rule 15(3)(b) of Companies (Meetings of Board and Its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force, the consent of the Company be and is hereby accorded for appointment of Mr. Abhishek Chauhan, Manager (Finance) who is relative of Mr. Vipul Chauhan, Managing Director, as Manager (Finance) in the Company (i.e. to hold an office or place of profit under the Company) on a monthly remuneration of Rs. 60,000/- to be paid by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution for and on behalf of the Company."

By the Order of Board of Directors
For Quest Softech (India) Limited

Vipul Chauhan
Managing Director
DIN: 01241021

Date: 8th July, 2023
Place: Vadodara

Registered Office:
Cabin No. 11, 7th Floor, Times Square,
Andheri Workflo, Next to Sai Service,
Andheri East, Mumbai - 400069
CIN: L72200MH2000PLC125359
E-mail: compliance@ampvolts.com
Website: www.ampvolts.com

Annexure A to the Notice 2022-23

Disclosure relating to directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings:

Name of the Directors	Vipul Chauhan	Naimish Raval
Age	55 years	53 years
Nationality	Indian	Indian
DIN	01241021	09359061
Date of Appointment	20/12/2022	20/12/2022
Qualifications	B.Com and CA	B. Engg and MBA
Experience	33 years	32 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Managing Director	Executive Director
Last drawn remuneration, if applicable	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.	N.A.
The number of Meetings of the Board attended during the year	3 (Three)	3 (Three)
Directorship held in other Companies (excluding foreign Companies)	1) AV AC DC Renew Private Limited 2) Niyamak Advisor Private Limited	Nil
Membership of Committees (includes Audit Committee/ shareholders grievance committee)	**Quest Softech (India) Ltd**. - Member of Audit Committee (w.e.f. 05.05.2023) - Member of Risk Management Committee - Member of the Stakeholders Relationship Committee	**Quest Softech (India) Ltd**. - Member of the Stakeholders Relationship Committee - Member of Audit Committee (upto 05.05.2023) - Nomination and Remuneration Committee (upto 05.05.2023)
Number of shares held in the Company	Nil	Nil
Chairmanship of committees (includes Audit Committee/ shareholders grievance committee)	1	Nil

Disclosure relating to directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings:

Name of the Directors	**Jaydeep Mehta**	**Bipin Hirpara**
Age	57 years	46 years
Nationality	Indian	Indian
DIN	06952808	08249274
Date of Appointment	20/12/2022	05/05/2023
Qualifications	B.Com and LLM	B.Com and CA
Experience	32 years	21 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non-executive Independent Director	Non-executive Independent Director
Last drawn remuneration, if applicable	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.	N.A.
The number of Meetings of the Board attended during the year	3 (Three)	N.A.
Directorship held in other Companies (excluding foreign Companies)	Le Merite Exports Limited	1) Polysil Irrigation Systems Limited 2) Parthsarathi Academy Private Limited
Membership of Committees (includes Audit Committee/ shareholders grievance committee)	**Quest Softech (India) Ltd**. - Member of the Audit Committee (upto 05.05.2023) - Member of the Nomination and Remuneration Committee	**Quest Softech (India) Ltd**. - Member of the Audit Committee - Member of Nomination and Remuneration Committee - Member of Risk Management Committee
Number of shares held in the Company	**Nil**	Nil
Chairmanship of committees (includes Audit Committee/ shareholders grievance committee)	**Nil**	Nil

NOTES:

1. In case on any query/ies Members may contact on 022 41495895 or write to us on compliance@ampvolts.com. Further any physical communication/letters may be sent at Registered Office of company situated at Cabin No. 11, 7th Floor, Times Square, Andheri Workflo, Next to Sai Service, Andheri East, Mumbai – 400069.

2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 10/2022 dated December 28, 2022 read together with Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/ 2020 dated April 13, 2020 and Circular No. 14/ 2020 dated April 8, 2020 (collectively referred to as "MCA Circulars"), have permitted holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), as amended from time to time and MCA Circulars, and Circulars issued by Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/ HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 read together with Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars"), the 24th Annual General Meeting ("AGM") of the Company is being conducted on Thursday, 3rd August, 2023 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, without the physical presence of members at a common venue. The deemed venue for the 24th AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In pursuance of Section 112 and 113 of the Companies Act, 2013 read with Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.

8. As on 31st March, 2023, the Board was consisted of One Independent Director not liable to retire by rotation, Two Executive Additional Directors and One Additional director under the Independent Category. Hence, at the ensuing AGM none of the directors falls under the category for retirement by rotation.

9. Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members

can inspect the same by sending an email to compliance@ampvolts.com

10. Members seeking any information or in case of any queries may send a written communication to the registered office address of the Company or email to compliance@ampvolts.com at least a week in advance to enable the availability of information/response at the meeting.

11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for financial year 2022-23 will also be available on website of the Company i.e. www.ampvolts.com, website of the Stock Exchange i.e. BSE Limited (www.bseindia.com) and also on the Company's Registrar and Transfer Agent, Purva Sharegistry (India) Private Limited (Purva) at www.purvashare.com. For any communication, the shareholders may also send requests to the designated email address of the Company i.e.compliance@ampvolts.com. The Notice of AGM is also placed on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.

12. Members holding shares in demat are requested to intimate any changes in their address or bank mandates to their depositories participants with whom they are maintaining demat accounts immediately. Members holding shares in physical form are requested to advise any change of address immediately to M/s. Purva Sharegistry (India) Private Limited, the Registrar & Share Transfer Agent.

13. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 27th July, 2023, may obtain the login ID and password either by sending an email request on :-evoting@nsdl.co.in or by communicating a request to Issuer/RTA.

14. The remote e-voting period commences from Monday, 31st July, 2023 at 9.00 a.m. and ends on Wednesday, 2nd August, 2023 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Thursday, 27th July, 2023 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.

15. The voting rights of shareholders shall be in proportion to the paid-up equity shares held in the Company as on Thursday, 27th July, 2023 the cut- off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members, a remote e-voting facility in respect of the business to be transacted at the 24th AGM and facility for those Members participating in the 24th AGM to cast vote through e-voting system during the 24th AGM.

17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

18. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 31st July, 2023 at 9.00 a.m. and ends on Wednesday, 2nd August, 2023 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. . Thursday, 27th July, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 27th July, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.

	Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open.
	You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4.Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.mehul@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@ampvolts.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@ampvolts.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@ampvolts.com. The same will be replied by the company suitably.

ANNEXURE B

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING SPECIAL BUSINESS:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 2

Mr. Vipul Chauhan (DIN: 01241021) was appointed as an Additional Director of the Company with effect from 20th December, 2022 by the Board of Directors under Section 161 of the Act and he holds the office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Vipul Chauhan appointment as a Director. Brief profile of Mr. Vipul Chauhan is enclosed as Annexure A to this Notice.

Your Directors recommend the Resolution set out in Item No. 2 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

Save and except for Mr. Vipul Chauhan, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

Item No. 3

In the Meeting of Board of Directors held on 5th May, 2023, Mr. Vipul Chauhan was appointed as Managing Director for the period of 5 (five years), i.e. effective from 5th May, 2023 to 4th May, 2028 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Vipul Chauhan signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law were received and the essential terms and condition of his appointment and remuneration are as under;

a) Mr. Vipul Chauhan shall be responsible for overseeing the day-to-day operations and management of the Company and such other matters as identified by the Board from time to time. Mr. Vipul Chauhan shall devote his whole time and attention to the business of the Company. Mr. Vipul Chauhan shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.

b) Period of Agreement: 5th May, 2023 to 4th May, 2028

c) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, MD shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013.

d) Sitting fees: Mr. Vipul Chauhan shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

e) The Office of the Managing Director will not be liable to retire by rotation. Mr. Vipul Chauhan does not hold any shares in the Company either by himself or for any other person on a beneficial person. The draft of the appointment letter/agreement shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day till the date of AGM, excluding Saturday and Sunday. Having regard to his qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. Vipul Chauhan as the Managing Director of the Company.

Your Directors recommend the Resolution set out in Item No. 3 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

Save and except for Mr. Vipul Chauhan and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice.

Item No. 4

Mr. Naimish Raval (DIN: 09359061) was appointed as an Additional Director of the Company with effect from 20th December, 2022 by the Board of Directors under Section 161 of the Act and he holds the office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Naimish Raval appointment as a Director. Brief profile of Mr. Naimish Raval is enclosed as Annexure A to this Notice.

Your Directors recommend the Resolution set out in Item No. 4 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

Save and except for Mr. Naimish Raval, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

Mr. Jaydeep Mehta (DIN: 06952808) was appointed as an Additional Director of the company on 20th December, 2022 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Jaydeep Mehta, an Additional Director shall hold office up to the date of the Annual/ general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mr. Jaydeep Mehta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. Jaydeep Mehta for the office of Director in Independent category. Brief profile of Mr. Jaydeep Mehta is enclosed as Annexure A to this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Jaydeep Mehta as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Jaydeep Mehta as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 20th December, 2022 to 19th December, 2027.

Your directors recommend the Resolution set out in Item No. 5 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

Save and except Mr. Jaydeep Mehta, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 6

Mr. Bipin Hirpara (DIN: 08249274) was appointed as an Additional Director of the company on 5th May, 2023 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Bipin Hirpara, an Additional Director shall hold office up to the date of the Annual/ general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mr. Bipin Hirpara is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. Bipin Hirpara for the office of Director in Independent category. Brief profile of Mr. Bipin Hirpara is enclosed as Annexure A to this Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bipin Hirpara as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Bipin Hirpara as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 5th May, 2023 to 4th May, 2028.

Your directors recommend the Resolution set out in Item No. 6 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

Save and except Mr. Bipin Hirpara, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 7

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may or may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company. The details of related parties are mentioned in the resolution.

Your directors recommend the Resolution set out in Item No. 7 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Ordinary Resolution except to the extent of their shareholding.

Item No.8

Appointment of Mr. Abhishek Chauhan for office or place of profit in the Company;

Mr. Abhishek Chauhan is experienced in the proposed new business adopted by the company. He is designated as Manager (Finance) in the Company as a result of his knowledge and expertise and will draw a monthly remuneration of Rs. 60,000/- p.m.

Mr. Abhishek Chauhan is a relative of Mr. Vipul Chauhan, Managing Director of the Company and hence the transaction is considered as related party transaction under Section 188 (1)(f) of the Companies Act, 2013 read with other applicable provisions, if any.

Your directors recommend the Resolution set out in Item No. 8 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

Except for Mr. Vipul Chauhan and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution. This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

By the Order of Board of Directors
For Quest Softech (India) Limited

Vipul Chauhan
Managing Director
DIN: 01241021

Date: 8th July, 2023
Place: Vadodara

Registered Office:
Cabin No. 11, 7th Floor, Times Square,
Andheri Workflo, Next to Sai Service,
Andheri East, Mumbai - 400069
CIN: L72200MH2000PLC125359
E-mail: compliance@ampvolts.com
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