



# QUEST SOFTECH (INDIA) LIMITED

75/76, Mittal Court, C-Wing, 7<sup>th</sup> Floor, Nariman Point, Mumbai - 400 021. India.

Phone : +91 22 6179 8002 • Fax : +91 22 6179 8045 • E-mail : [qsil@questprofin.co.in](mailto:qsil@questprofin.co.in)

Website : [questsoftech.co.in](http://questsoftech.co.in) • CIN - L72200MH2000PLC125359

## SUMMARY OF PROCEEDINGS OF 23<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY

The 23<sup>rd</sup> Annual General Meeting (“AGM” or “the meeting”) of Quest Softech (India) Limited (“the Company”) was held on Friday, 30<sup>th</sup> September, 2022 at 10.30 A.M. at 102 Ameya House, Village Ambivali, Next To Aazad Nagar Junction, Above Standard Chartered Bank, Andheri West, Mumbai - 400053 in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The meeting commenced at 10.30 a.m. and concluded at 11.30 a.m.

Mrs. Mittal Shah, Compliance Officer (“CO”) welcomed the shareholders and other invitees present at the 23<sup>rd</sup> Annual General Meeting of the Company. She further, introduced the Board of Directors of the Company, and other Invitees/attendees present at the AGM. All Directors were present for the meeting. Thereafter, the CO ascertained the requisite quorum and called the Meeting to order.

Mr. Dhiren Kothary, Director of the Company, chaired the proceedings of the AGM.

On request by the Chairman, CO, briefed on certain points relating to participation in the meeting which, inter alia, included the following:-

- The Company had taken all feasible efforts under the current circumstances to enable members to participate and vote at the AGM.
- The Company had provided the facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 23<sup>rd</sup> AGM of the Company and the remote e-voting period commenced on Monday, 27<sup>th</sup> September 2022 (9.00 a.m. IST) till Wednesday, 29<sup>th</sup> September 2022 (05.00 p.m. IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, during the AGM.
- The Company had appointed Mr. Amit Jaste of Amit Jaste & Associates, Practising Company Secretaries, as Scrutinizer for the purpose of scrutinizing the remote E-voting process and voting at AGM.

The CO further informed the Members that the Statutory Auditors Report does not contain qualification or adverse remarks and with the permission of the Members present, the notice convening the meeting, along with Annual Report, already been sent to all shareholders, were taken as read.



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The members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 23<sup>rd</sup> AGM of the Company. Shareholders spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the members by Mr. Dhiren Kothary, Director of the Company.

The CO, thereafter, thanked all the members and Directors for their participation at the AGM and for their constructive suggestions and observations.

The following items of business, as per the Notice convening the 23<sup>rd</sup> AGM of the Company were transacted at the meeting:

<b>ORDINARY BUSINESS</b>	
1	To receive, consider and adopt Audited Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon. <b>(Ordinary Resolution)</b>
2	To appoint a Director in place of Mr. Suresh Vishwasrao (DIN-00837235), who retires by rotation and being eligible, offer himself for re-appointment. <b>(Ordinary Resolution)</b>

The Scrutinizer's Report was received after the meeting on September 30, 2022. All the aforesaid resolutions were passed with requisite majority. Detailed voting results for the votes cast through remote e-voting and voting at the AGM on all the resolutions as set out in the Notice of AGM are enclosed.

This is for your information and records.

Thanking You.

Yours sincerely,

**For Quest Softech (India) Limited**

**Mrs. Mittal Shah**

Company Secretary & Compliance Officer

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt Audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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 and Promoter Group	E-Voting	4381397	0	0.0000	0	0	0	0
	Poll		4381397	100.0000	4381397	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4381397</b>	<b>4381397</b>	<b>100.0000</b>	<b>4381397</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	617353	103981	16.8430	103877	104	99.9000	0.1000
	Poll		513372	83.1570	513372	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>617353</b>	<b>617353</b>	<b>100.0000</b>	<b>617249</b>	<b>104</b>	<b>99.9832</b>
<b>Total</b>		<b>4998750</b>	<b>4998750</b>	<b>100.0000</b>	<b>4998646</b>	<b>104</b>	<b>99.9979</b>	<b>0.0021</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Suresh Vishwasrao (DIN: 00837235), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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 and Promoter Group	E-Voting	4381397	0	0.0000	0	0	0	0
	Poll		4381397	100.0000	4381397	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4381397</b>	<b>4381397</b>	<b>100.0000</b>	<b>4381397</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	617353	103981	16.8430	103876	105	99.8990	0.1010
	Poll		513372	83.1570	513372	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>617353</b>	<b>617353</b>	<b>100.0000</b>	<b>617248</b>	<b>105</b>	<b>99.9830</b>
<b>Total</b>		<b>4998750</b>	<b>4998750</b>	<b>100.0000</b>	<b>4998645</b>	<b>105</b>	<b>99.9979</b>	<b>0.0021</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



AMIT JASTE & ASSOCIATES  
Practising Company Secretaries

Add: 105, B Wing, Halkara Complex, Anand Juice Centre Building, Near Gavdevi Mandir, Avdhoot  
Nagar, Dahisar (East), Mumbai -68.

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To,

The Chairperson,

**Quest Softech (India) Limited**

CIN: L72200MH2000PLC125359

C-75/76, 7<sup>th</sup>Floor, Plot No-224, C Wing,

Mittal Court, Jamnalal Bajaj,

Nariman Point, Mumbai - 400021

**Sub: Consolidated Scrutinizer's Report in respect of remote e-voting and voting at the 23<sup>rd</sup> Annual General Meeting (AGM) held on Friday, 30<sup>th</sup> September 2022 at 10.30 a.m.**

The Board of Directors of **Quest Softech (India) Limited** ('the Company') at its meeting held on 27<sup>th</sup> May, 2022 has appointed me, Amit Jaste of Amit Jaste & Associates, Practising Company Secretaries, as the Scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to the provisions of the Section 108 & 109 of the Companies Act, 2013 ('the Act') read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 & relevant Rules and provisions of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 relating to e-voting and voting by poll by the use of "Ballot Paper" at AGM. My responsibility as a scrutinizer for e-voting process and voting by poll at AGM is restricted to make a Scrutinizer's Report of the votes cast by the members on the resolutions contained in Notice dated 27<sup>th</sup> May, 2022 i.e. on votes cast "infavour" or "against" and "invalid votes" based on thereports generated from the e-voting service provided by National Securities Depository Limited (NSDL) and scrutiny of the physical ballot paper received.



I further submit my report as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider to facilitate remote e-voting to the members of the Company.
2. M/s. Purva Sharegistry (India) Private Limited is the Registrar & Share Transfer Agent ('RTA') of the Company.
3. Notices convening the Annual General Meeting of the Company, along with the process for e-voting were sent by physical mode (by courier) and email by the Company. The notice convening the Annual General Meeting was also placed on the website of the Company. The Public advertisement in this regard was published in English Newspaper (Financial Express) and a Vernacular Newspaper (Mumbai Lakshadeep) on 7<sup>th</sup> September 2022.
4. The "cut-off" date for the purposes of identifying the members who were entitled to vote on the resolutions placed for approval of the members was 23<sup>rd</sup> September 2022. The remote e-voting period commenced on Tuesday, 27<sup>th</sup> September 2022 at 9.00 a.m. and ended on Thursday, 29<sup>th</sup> September 2022 at 5.00 p.m.
5. At the end of the voting period on Thursday, 29<sup>th</sup> September 2022 at 5.00 p.m., the voting portal of the service provider was blocked.
6. At the venue of AGM, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
7. After conclusion of the voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar & Share Transfer Agent of the Company and the proxies lodged with the Company.
8. After counting the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of two witnesses.

The results of the remote e-voting together with that of the voting conducted at the venue of the AGM by way of ballot papers are as under:



**ORDINARY BUSINESS:**

**(a) Item No. 1 of the Notice (As an Ordinary Resolution):**

**Adoption of Financial Statements:**

To receive, consider and adopt Audited Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.

No. of Members who cast their votes	No. of Shares voted	% of Total paid up share capital
74	6,17,353	6.17

\* - Negligible

Manner of Voting	Valid Votes in favor of the resolution		Valid Votes against the resolution		Invalid Votes
	Nos.	% of Total votes casted	Nos.	% of Total votes casted	Nos.
Remote E-voting	103877	16.83	104	0*	0
Voting at the AGM	513372	83.17	0	0	0
<b>Total</b>	<b>617249</b>	<b>100</b>	<b>104</b>	<b>0</b>	<b>0</b>

\* - Negligible

Resolution at Item No. 1 of the notice stands passed with requisite majority.

**(b) Item No. 2 of the Notice (As an Ordinary Resolution):**

To appoint a Director in place of Mr. Suresh Vishwasrao (DIN: 00837235), who retires by rotation and being eligible, offers himself for re-appointment.



No. of Members who cast their votes	No. of Shares voted	% of Total paid up share capital
74	6,17,353	6.17

Manner of Voting	Valid Votes in favor of the resolution		Valid Votes against the resolution		Invalid Votes
	Nos.	% of Total votes casted	Nos.	% of Total votes casted	Nos.
Remote E-voting	103876	16.83	105	0*	0
Voting at the AGM	513372	83.17	0	0	0
<b>Total</b>	<b>617248</b>	<b>100</b>	<b>105</b>	<b>0</b>	<b>0</b>

Resolution at Item No. 2 of the notice stands passed with requisite majority.

All relevant records relating to e-voting and voting by Ballot Paper at AGM, shall be under my safe custody till the Chairperson considers, approves and signs the minutes and thereafter the same shall be handed over to you or any other person authorized by you.

Yours faithfully

Thanking You,



Amit Jaste

Proprietor

Amit Jaste & Associates

Practising Company Secretaries

FCS- 7289; CP No. 12234

UDIN: F007289D001110237

Place: Mumbai

Date: 1<sup>st</sup> October, 2022