

QUEST CAPITAL MARKETS LIMITED

(Formerly known as BNK Capital Markets Limited)

CIN : L34202WB1986PLC040542

Reg. Office : Duncan House, 31, Netaji Subhas Road, Kolkata - 700 001

Tel No. : (033) 6625 1000 / 1500, TELEFAX : (033) 2230 6844

E-mail : secretarial.qcml@rpsg.in, Website : www.qcml.in

Date: 09.07.2024

**The Deputy General Manager,
BSE Limited
Mumbai - 400 001
Security Code: 500069
Through BSE Listing Center**

Dear Sir,

Sub: Proceedings of the 38th (Thirty Eighth) Annual General Meeting (AGM) held on Tuesday 09th July, 2024 and Voting Results

Pursuant to Regulation 30, Part- A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Regulations), we enclose the summary of proceedings of the Thirty Eighth AGM of the Company held on Tuesday 09th July, 2024. (Annexure-I)

Further, pursuant to Regulation 44(3) of the SEBI Regulations, we are submitting herewith the declaration of the Voting Results along with Consolidated Scrutinizer's Report, marked as Annexure-II. The said results are also being uploaded on the Company's website.

Kindly take note the above in your record.

Thanking you,

Yours faithfully,

For Quest Capital Markets Limited

**Bhawna Agarwal
Company Secretary & Compliance Officer
M No.: A42296**

Encl: As above

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REPORT ON THE PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF QUEST CAPITAL MARKETS LIMITED

A. Date, time and venue of the AGM

The 38th Annual General Meeting (AGM) of Quest Capital Markets Limited was held on Tuesday 09th July, 2024 through video Conferencing / other Audio- Visual Means (OAVM) and all business set out in the Notice dated 21st May, 2024 were transacted.

The Meeting commenced at 11.00 a.m. (IST) and concluded at 11:40 a.m. (IST).

B. Proceedings in brief

Mr. Sunil Bhandari, Chairman of the Board, was in the Chair in accordance with Articles of Association of the Company.

25, (Twenty five) members attended the meeting out of which 2 (Two) were represented by their authorized representatives at the above AGM.

The quorum being present, the Chairman declared the Meeting open and welcomed the Members.

The Chairman then advised Ms. Bhawna Agarwal, Company Secretary & Compliance Officer of the Company to brief the members some of the basic rules relating to AGM. Ms. Bhawna Agarwal, inter- alia, stated the following:

- I would like to take you through certain key points regarding participating at this meeting.
- All the members who have joined the meeting are by default placed on mute to avoid disturbance arising from any background noise and to ensure smooth and seamless conduct of the meeting.
- Q&A session for members who have registered themselves as speakers will open, once all the resolutions set forth in the Notice are tabled. When the Chairman calls out the names of registered speakers, they may please keep their views or queries in brief.
- The Company had provided the facility to the members to cast their votes through remote e-voting which commence on Saturday 06th July, 2024 and concluded yesterday.
- Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL. The said facility will continue to be available for the next 15 minutes post conclusion of the Meeting.
- In this meeting, there will be NO voting by show of hands and there will not be any proposer/ seconder for any Resolution placed for e-voting.
- The Auditors' Report is not being read out, since the accounts do not have any audit qualifications.

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- The Registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to secretarial.qcml@rpsg.in. As the AGM is being held through video conference, the facility for appointment of proxies by the members is not applicable and hence, the proxy register for inspection is not available.
- Now the Chairperson has taken the meeting proceedings further.

The Chairperson delivered his speech and the Notice of the Meeting was taken as read. In terms of the Notice dated 21st May, 2024, convening the AGM of the Company, the following items of business were placed for members' consideration and approval:

No.	Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt Audited Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon;	Ordinary
2.	To declare dividend of ₹ 2.50 per equity shares for the Financial Year ended March 31, 2024;	Ordinary
3.	Re-Appointment of Mr. Sunil Bhandari who retires by rotation as a director.	Ordinary
4.	To appoint M/s. V. Singhi & Associates as Statutory Auditor of the Company and fix their remuneration	Ordinary
Special Business		
5.	Appointment of Mr. Tarun Goyal as an Independent Director of the Company	Special

The Chairman then invited the pre-registered shareholders for their queries and views. Chairman replied to them suitably.

The Chairman thereafter announced that the voting results of all the 5 (five) resolutions would be announced within 48 hours of the conclusion of the meeting and would be posted on the website of the Company and website of CDSL. The same would also be displayed on the Notice Board at the registered office of the Company.

The Chairman thereafter thanked the members for attending the AGM and concluded the same with vote of thanks.

Thanking You,

For Quest Capital Markets Limited

Bhawna Agarwal
Company Secretary & Compliance Officer
M. No.: A42296

Date: 09th July, 2024

Encl: As above

**CONSOLIDATED SCRUTINIZER'S
REPORT
OF
QUEST CAPITAL MARKETS LIMITED**

Thirty Eighth Annual General Meeting

Held on Tuesday, July 09, 2024

At 11 A.M

***THROUGH VIDEO CONFERENCING/
OTHER AUDIO VISUAL MEANS***

TARUN GOYAL

PRACTISING COMPANY SECRETARIES

212 A JESSORE ROAD

CHANDA NIKET BUILDING

KOLKATA - 700089, INDIA

PHONE NO.: 9748347545

E- MAIL: tarun25255@gmail.com



Tarun Goyal

To
The Chairman
Quest Capital Markets Limited
(formerly known as BNK Capital Market Ltd)
Duncan House
31, Netaji Subhas Road
Kolkata 700 001



Tarun Goyal

Dear Sir,

Sub: CONSOLIDATED SCRUTINIZER'S REPORT on remote e voting conducted pursuant to Section 108 of the Companies Act, 2013, as amended, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the 38th Annual General Meeting of the Company "Quest Capital Markets Limited" held on 9th July 2024 at 11.00 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM).

A. APPOINTMENT

(i) I, Tarun Goyal, a Company Secretary in Practice, having ACS No.- 25255 & COP No.- 9057, have been appointed as a Scrutinizer by the Board of Directors of QUEST CAPITAL MARKETS LIMITED (the Company) at their Meeting held on 21st May, 2024 for the purpose of Scrutinizing the e-voting process (remote e-voting) and remote e- voting system during the meeting on the date of Thirty- Eighth Annual General Meeting (AGM) in a fair and transparent manner;

(ii) My appointment as a Scrutinizer was under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules");

(iii) My appointment as a Scrutinizer was also for ascertaining the requisite majority for the Resolutions proposed in the AGM's Notice dated 21st May 2024 issued to the Members of the Company in accordance with circular no. 02/2022 dated May 5, 2022 read with General Circular no. 20/2020 dated May 5, 2020, General Circular no.2/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 8, 2021 and General Circular no. 21/2021 dated December 14, 2021, issued by Ministry of Corporate Affairs, Government of India (MCA) and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange

Board of India. The AGM was held on Tuesday, 9th July, 2024 through Video Conferencing (VC) and Other Audio Visual Means (OAVM).

B. MANAGEMENT'S RESPONSIBILITY

The Management of the Company is responsible to ensure the compliance with the requirement of



TARUN GOYAL
COMPANY SECRETARIES

212-A, JESSORE ROAD. CHANDA NIKET BLDG.
3RDFLOOR, FLAT NO.3/1

KOLKATA-700089

Email id: tarun25255@gmail.com

- (i) the Companies Act, 2013, as amended and the Rules made thereunder, as amended;
- (ii) the MCA Circulars; and
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") as amended relating to e-voting on the Resolutions contained in the Notice calling the AGM.

C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer for the e-voting process (i.e. by remote e-voting and e-voting during the meeting on the date of 38th (Thirty Eighth)AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions contained in the said notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means i.e. by remote e-voting and e-voting system during the meeting on the date of AGM which was facilitated on the basis of data maintained by Registrar & Share Transfer Agent of the Company.

D. CUT-OFF DATE

- (i) The Company dispatched Notice of the Thirty- Eighth AGM to the members by e-mail whose names were appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on 10th June, 2024.
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the Thirty Eighth AGM through electronic means i.e. by remote e-voting and e- voting system during the meeting on the date of AGM to persons who were Members on the cut-off date of 02nd July, 2024.

E. REMOTE E-VOTING PROCESS

- (i) In accordance with the Notice dated 21st May, 2024 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as Amended) on 12th June, 2024, the e-voting opened at 09:00 AM on 06th July, 2024 and remain opened up to 5:00 P.M. on 08th July, 2024;
- (ii) All votes cast in respect of Resolutions contained in the Notice of Thirty Eighth AGM held on Tuesday, the 09th July, 2024 have been considered for my scrutiny;
- (iii) Particulars of all the votes cast by electronic means have been entered in a Register separately maintained for the purpose.



Tarun Goyal

F. E-VOTING PROCESS DURING AGM

- (i) All members who opted to vote during the meeting on the date of AGM were provided with the facility of venue- voting system;
- (ii) I had obtained a complete record of votes cast by remote e-voting and venue e-voting during the meeting on the date of AGM from CDSL which was unblocked by CDSL after 15 (fifteen) minutes from the conclusion of e-voting at the AGM on Tuesday, 09th July, 2024;
- (iii) I had unblocked the votes cast through remote e-voting and e-voting during the meeting on the date of AGM after 15 (fifteen) minutes from the conclusion of Thirty Eighth AGM.

G. REPORT

I submit herewith my Scrutinizer's Report on the results of voting though remote e-voting and venue e-voting during the meeting on the date of AGM, which is as under: -

1. ORDINARY RESOLUTION

To consider and adopt Audited Financial Statements of the Company for the financial year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Favour	18	7500054	2	6	20	7500060	99.9996
Against	5	29	0	0	5	29	0.0004
Total	23	750083	2	6	25	7500089	100



Tarun Goyal

2. ORDINARY RESOLUTION

To declare a final dividend of Rs. 2.50/- per equity share for the financial year ended March 31, 2024.

Particulars	Remote E-Voting		E-Voting During AGM		Total		Percentage Of Votes Cast (%)
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Favour	18	7500054	2	6	20	7500060	99.9996%
Against	5	29	0	0	5	29	0.0004%
Total	23	750083	2	6	25	7500089	100%

3. ORDINARY RESOLUTION

Re-Appointment of Mr. Sunil Bhandari who retires by rotation as a director.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Favour	18	7500054	2	6	20	7500060	99.9996%
Against	5	29	0	0	5	29	0.0004%
Total	23	750083	2	6	25	7500089	100%



Tarun Goyal

4. ORDINARY RESOLUTION

To appoint M/s V. Singhi and Associates as Statutory Auditor of the Company and fix their remuneration.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Favour	18	7500054	2	6	20	7500060	99.9996%
Against	5	29	0	0	5	29	0.0004%
Total	23	750083	2	6	25	7500089	100%

5. SPECIAL RESOLUTION

Appointment of Mr. Tarun Goyal as an Independent Director of the Company.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Votes Cast (%)
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Favour	18	7500054	2	6	20	7500060	99.9996%
Against	5	29	0	0	5	29	0.0004%
Total	23	750083	2	6	25	7500089	100%

H. SAFE CUSTODY OF RECORDS

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the Thirty- Eighth AGM.



Tarun Goyal



COMPANY SECRETARIES

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3RDFLOOR, FLAT NO.3/1

KOLKATA-700089

Email id: tarun25255@gmail.com

I. RESTRICTION ON USE

This report has been issued at the request of the Company for

- (i) submission to the Stock Exchanges where the securities of the Company are listed,
- (ii) placing on website of the Company and
- (iii) placing on the website of the CDSL

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

Tarun Goyal

TARUN GOYAL

(PRACTISING COMPANY SECRETARY)

MEMB NO 25255 CP NO 9057

UDIN: A025255F000698653

Place: Kolkata

Date: 09/07/2024



Counter signed by:

The Chairman of the Meeting

Voting Results of 38th Annual General Meeting

Date of the AGM/EGM

09th July, 2024

Total number of shareholders on record date

2367

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:

N.A

Public:

N.A

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group:

2

Public

23

Item No. 1 : To receive, consider and adopt Audited Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon;

Resolution required: (Ordinary/ Special): Ordinary Resolution

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 outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		7500000	100.0000	7500000	0	100.0000	0
	Venue e-voting	7500000	0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		7500000	100.0000	7500000	0	100.0000	0
Public- Institutions	Remote E-Voting		0	0	0	0	0.0000	0
	Venue e-voting	316866	0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		316866	0	0	0	0.0000	0
Public- Non Institutions	Remote E-Voting		83	0.0038	54	29	65.0602	34.9398
	Venue e-voting	2183134	6	0.0003	6	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		2183134	0.0041	60	29	67.4157	32.5843
Total		10000000	7500089	75.0009	7500060	29	99.9996	0.0004



Item No. 2 : To declare dividend of ₹ 2.50 per equity shares for the Financial Year ended March 31, 2024;

Resolution required: (Ordinary/ Special): Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary Resolution No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Venue e-voting	7500000	7500000	100.0000	7500000	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		0	0	0	0	0.0000	0
Public- Institutions	Remote E-Voting	316866	7500000	100.0000	7500000	0	100.0000	0
	Venue e-voting		0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		0	0	0	0	0.0000	0
Public- Non Institutions	Remote E-Voting	2183134	83	0.0038	54	29	65.0602	34.9398
	Venue e-voting		6	0.0003	6	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		89	0.0041	60	29	67.4157	32.5843
Total		10000000	7500089	75.0009	7500060	29	99.9996	0.0004

Item No. 3: Re-appointment of Mr. Sunil Bhandari who retires by rotation as a director.

Resolution required: (Ordinary/ Special): Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary Resolution No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Venue e-voting	7500000	7500000	100.0000	7500000	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		0	0	0	0	0.0000	0
Public- Institutions	Remote E-Voting	316866	7500000	100.0000	7500000	0	100.0000	0
	Venue e-voting		0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		83	0.0038	54	29	65.0602	34.9398



Public- Non Institutions	2183134	6	0.0003	6	0	100.0000	0.0000
Venue e-voting		6	0.0003	6	0	100.0000	0.0000
Postal Ballot (if applicable)		0	0	0	0	0.0000	0
Total		89	0.0041	60	29	67.4157	32.5843
Total	10000000	7500089	75.0009	7500060	29	99.9996	0.0004

Item No. 4: To appoint M/s. V. Singhi & Associates as Statutory Auditor of the Company and fix their remuneration;

Resolution required: (Ordinary/ Special) Ordinary Resolution

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 outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7500000	7500000	100.0000	7500000	0	100.0000	0
	Venue e-voting		0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		7500000	7500000	100.0000	7500000	0	100.0000
Public- Institutions	Remote E-Voting	316866	0	0	0	0	0.0000	0
	Venue e-voting		0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		0	0	0	0	0	0.0000
Public- Non Institutions	Remote E-Voting	2183134	83	0.0038	54	29	65.0602	34.9398
	Venue e-voting		6	0.0003	6	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		89	0.0041	60	29	67.4157	32.5843
Total		10000000	7500089	75.0009	7500060	29	99.9996	0.0004

Item No. 5: Appointment of Mr. Tarun Goyal as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) Special Resolution

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 outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	7500000	7500000	100.0000	7500000	0	100.0000	0
	Venue e-voting		0	0	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		0	0	0	0	0.0000	0
Public- Non Institutions	Remote E-Voting	2183134	83	0.0038	54	29	65.0602	34.9398
	Venue e-voting		6	0.0003	6	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0
	Total		89	0.0041	60	29	67.4157	32.5843
Total		10000000	7500089	75.0009	7500060	29	99.9996	0.0004

	Total	7500000	100.0000	75000000	0	100.0000	0	0
Public- Institutions	Remote E-Voting	0	0	0	0	0.0000	0	0
	Venue e-voting	0	0	0	0	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0	0	0.0000	0	0
	Total	0	0	0	0	0.0000	0	0
Public- Non Institutions	Remote E-Voting	83	0.0038	54	29	65.0602	34.9398	
	Venue e-voting	6	0.0003	6	0	100.0000	0.0000	
	Postal Ballot (if applicable)	0	0	0	0	0.0000	0	
	Total	89	0.0041	60	29	67.4157	32.5843	
Total		7500089	75.0009	7500060	29	99.9996	0.0004	

For Quest Capital Markets Limited

Quest Capital Markets Limited

Bhawna Agarwal
 Company Secretary & Compliance ~~Company~~ Secretary
 M No.: A42296