

Date: 23rd May, 2024

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

(Scrip Code – 535719; Scrip Id: QUEST)

Dear Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report of Quest Softech (India) Limited for the year ended 31st March, 2024 – Regulation 24A of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are enclosing herewith Annual Secretarial Compliance Report of the company for the year ended 31st March, 2024 issued by Mr. Mehul Bambhroliya, proprietor of BMB & Associates, Practicing Company Secretary.

Kindly take the same on record.

Thanking you,
For Quest Softech (India) Limited

Vipul Chauhan
Managing Director
DIN: 01241021

Encl: As above

**Secretarial Compliance Report
of
Quest Softech (India) Limited**

for the financial year ended 31st March, 2024

To,
The Board of Directors
Quest Softech (India) Limited
Cabin No. 11, 7th Floor, Times Square, Andheri Workflo,
next to Sai Service, Andheri East, Mumbai – 400 069

I, Mehul Bambhroliya, Proprietor of BMB & Associates, Practising Company Secretary, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Quest Softech (India) Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Cabin No. 11, 7th Floor, Times Square, Andheri Workflo, next to Sai Service, Andheri East, Mumbai – 400 069, Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conduct/ Statutory compliances and to provide me observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering in the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Mehul Bambhroliya, Proprietor of BMB & Associates have examined:

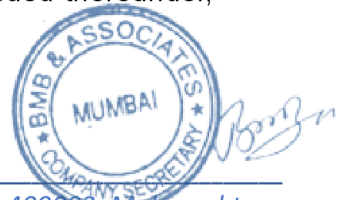
- (a) all the documents and records made available to us and explanation provided by Quest Softech (India) Limited ('the listed entity');
- (b) the filings/ submissions made by the listed entity to the stock exchange/s;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2024 (Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: - **Not applicable to the company during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the company during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not applicable to the company during the review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable; - **Except mentioned above no other regulations are applicable to the company during the review period.**

and based on the above examination, I hereby report that during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of mattered specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the PCS	Management Response	Remarks
1	Regulation 33 Non-submission of the financial results within the period prescribed under this regulation	Reg. 33 of LODR	Non submission of Limited Review Report while filing financial results	BSE	Fines Levied	While filling the outcome of the Board Meeting the Limited Review Report for the quarter ended 31 st Dec, 2023 was not uploaded on the BSE site	1,23,900/-	Non compliance of Reg. 33	The filing of limited review report in the outcome was missed inadvertently. On receipt of mail from the BSE necessary compliance was completed. Also	The matter is under the review of listing dept. as on the issue of report.



										an application is filed waiver of penalty on
--	--	--	--	--	--	--	--	--	--	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause	Details of violation / deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Reg. 24A is not applicable till financial year 31 st March, 2024 as the paid-up capital of the company was Rs. 10 Cr. And net worth was below Rs. 25 Cr.						

(c) The compliance the status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3.	Maintenance and disclosures on Website: • The listed entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in the annual corporate governance reports under Regulations 27 (2)	Yes	None

	are accurate and specific which redirects to the relevant document (s)/ section of the website.		
4.	<p>Disqualification of Director (s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	None
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	As the company does not have any subsidiary during the review period
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee</p>	Yes NA	None No such cases during the review period
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None



11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	<p>For the quarter ended 31st December, 2023 while filing the outcome of the financial results the auditor's Limited Review Report for the said quarter was inadvertently not submitted. The Company has received the notice from the Stock Exchange levying the penalty as per SOP for the sum of Rs. 1,23,900/-</p> <p>After complying the requirements, the company has filed waiver application on 22nd March, 2024. The matter is still pending as on the date of this report.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No case of resignation of statutory auditor from the listed entity
13.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No	-



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For BMB & Associates



Mehul Bambhroliya
Practicing Company Secretary
Peer Review Certificate No.: 2456/2022
Proprietor
ACS No. A28191
C P No.: 10198

UDIN: A028191F000424873
Date: 22/05/2024
Place: Mumbai