

QUEST CAPITAL MARKETS LIMITED

(Formerly known as BNK Capital Markets Limited)

CIN: L34202WB1986PLC040542

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata – 700 001

Tel No: (033) 6625 1000/1500; TELEFAX: (033): 22306844;

E-mail: secretarial.qcml@rpsg.in; website: www.qcml.in

Date: 25.04.2024

The Deputy General Manager,
Department of Corporate Services,
BSE Ltd.

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
Scrip Code: 500069

Dear Sir,

Sub: Proceedings of the Extra Ordinary General Meeting (EGM) held on Thursday, April 25, 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 EGM of the Company held on **Thursday, April 25, 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 and shall be displayed at the notice board at the registered office of the Company.

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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Annexure-I

REPORT ON THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF BNK CAPITAL MARKETS LIMITED

A. Date, time and venue of the EGM

The Extra Ordinary General Meeting (EGM) of Quest Capital Markets Limited was held on **Thursday, April 25, 2024** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all business set out in the Notice dated 29th March, 2024 were transacted.

The Meeting commenced at 11:04 A.M. (IST) and concluded at 11.33 A.M. (IST).

B. Proceedings in brief

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

35 (Thirty Five) members attended the meeting out of which 04 (Four) were represented by their authorized representatives at the above EGM.

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 EGM.

Ms. Bhawna Agarwal, inter- alia, stated the following:

- Q&A session for members who have registered themselves as speakers will open the resolution relating to approval for Material Related Party Transaction with PCBL Ltd. mentioned in the Notice are tabled. When the Chairman calls out the names of registered speakers, they may please keep their views/queries/ questions brief.
- The Company had provided the facility to the members to cast their votes through remote e-voting which 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.
- In this meeting, there will be NO voting by show of hands and there will not be any proposer/ seconder for the Resolution placed for e-voting.

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- As the EGM 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.

The Chairman address the meeting stating out the details of transactions for which the approval is sought and the Notice of the Meeting was taken as read. In terms of the Notice dated 29th March, 2024 convening the EGM of the Company, the following item of business were placed for members consideration and approval:

No.	Resolutions	Type of Resolution
Special Business		
1.	To approve the Material Related Party Transaction with PCBL Limited during Financial Year 2024-25 & 2025-26	Ordinary

The Chairman then invited the pre- registered shareholders for their queries and express their views confined to the matter stated in the notice Chairman replied to them suitably.

The Chairman placed on record the appreciation to bankers, employees and most importantly the members for their continued support and thanked them for attending the AGM

Thereafter he concluded the meeting and authorised the Company Secretary to receive the combined results from the Scrutinizer and intimate the same to Stock Exchange in the prescribed manner.

Thanking You,

For Quest Capital Markets Limited

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

Encl: As above

CONSOLIDATED
SCRUTINIZER'S REPORT
OF
QUEST CAPITAL MARKETS
LIMITED

*Extra-ordinary General Meeting
Held on Thursday, April 25, 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

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 Extra-ordinary General Meeting of "Quest Capital Markets Limited" held on 25th April 2024 at 11 A.M (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 29th March, 2024 for the purpose of Scrutinizing the e-voting process (remote e-voting) and Venue e- voting system during the meeting on the date of Extra-ordinary General Meeting (EGM) 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 EGM's Notice dated 29th March, 2024 issued to the Members of the Company in accordance with General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28th December, 2022 and 09/2023 dated 25 September, 2023 (collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circulars issued by the Securities and Exchange Board of India ("SEBI") vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, and



Tarun Goyal



SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively "SEBI Circulars"), the EGM was held on Thursday, 25th April 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

- (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 EGM) 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 EGM, 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 EGM 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 EGM to the members by e-mail on 1st April, 2024 whose names were appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on 29th March, 2024.
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the EGM through electronic means i.e. by remote e-voting and e-voting system during the meeting on the date of EGM to persons who were Members on the cut-off date of 18th April, 2024.

E. REMOTE E-VOTING PROCESS

- (i) In accordance with the Notice date 29th March, 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 2nd April, 2024, the e-voting opened at 09:00 A.M. on April 22, 2024 and remain opened up to 5:00 P.M. on April 24, 2024;



Tarun Goyal

(ii) All votes cast in respect of Resolutions contained in the Notice of EGM held on Thursday, the April 25, 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.

F. E-VOTING PROCESS DURING EGM

- (i) All members who opted to vote during the meeting on the date of EGM 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 EGM from CDSL which was unblocked by CDSL after 33 (Thirty three) minutes from the conclusion of e- voting at the EGM on Thursday, the April 25, 2024;
- (iii) I had unblocked the votes cast through remote e-voting and e-voting during the meeting on the date of EGM after 33 (Thirty three) minutes from the conclusion of EGM.
- (iv) As per SEBI Listing Regulations, all the related parties of the Company, whether or not a party to the proposed transaction(s) abstained from voting on the resolution.

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 EGM, which is as under: -

1. ORDINARY RESOLUTION

- a) To take approval for Material Related Party Transaction with PCBL Limited.

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	
Favor	60	1,466,310	4	18	64	1,466,328	99.9998
Against	1	15	2	2	3	17	0.0002
Total	61	1,466,325	6	20	67	1,466,345	100



Tarun Goyal

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 EGM.

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)

M No. 25255 CP No. 9057

UDIN: A025255F000237918

Place: Kolkata

Date: 25/04/2024

Counter signed by:

The Chairman of the Meeting.



Voting Results of Extra Ordinary General Meeting

Date of the AGM/EGM	25th April, 2024
Total number of shareholders on record date	2377
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	33

Item No. 1 : To take approval for Material Related Party Transaction with PCB Limited during financial year 2024-25 and 2025-26;

Resolution required: (Ordinary/ Special):	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes
As per SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction shall abstain from voting on the said resolution.	

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		0	0.0000	0	0	0	0
	Venue e-voting	7500000	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		316866	316866	0.0000	0	0	0
Public- Institutions	Remote E-Voting	316866	0	0	0	0	0	0
	Venue e-voting		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		316866	316866	0	0	0	0
Public- Non Institutions	Remote E-Voting		1149459	52.6518	1149444	15	99.9987	0.0013
	Venue e-voting	2183134	20	0.0009	18	2	90.0000	10.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1149479	1466345	52.6527	1149462	17	99.9985
Total		10000000	1466345	14.6635	1466328	17	99.9988	0.0012

For Quest Capital Markets Limited

(Signature)

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

