



SMIFS CAPITAL MARKETS LIMITED

October 3, 2016

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

We are forwarding herewith the copy of the Proceedings of 33rd Annual General Meeting which was held on September 24, 2016 at 10.00 a.m. for your record.

Kindly acknowledge.

Yours faithfully,
For SMIFS Capital Markets Limited

Poonam Bhatia

(Poonam Bhatia)
Company Secretary-cum-Senior Manager Legal



Encl: as Stated

MINUTE BOOK

MINUTES OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF SMIFS CAPITAL MARKETS LIMITED HELD ON SATURDAY, THE 24TH DAY OF SEPTEMBER, 2016 HELD AT RRANGOLI BANQUET HALL, 'VAIBHAV', 4, LEE ROAD, GROUND FLOOR, KOLKATA - 700 020 AT 10.00 A.M TO 10.30 A.M.

Directors Present:

Mr. Utsav Parekh - Chairman

Mr. Ajay Kumar Kayan - Director

Mr. Kishor Shah - Managing Director & Chairman of Share Transfer Committee

Mr. Santosh Kumar Mukherjee - Director & Chairman of Audit Committee & Stakeholders Relationship Committee

In Attendance :

CFO-cum-Assistant Vice President (Finance and Taxation) : Mr. Shreemanta Banerjee

Company Secretary : Ms. Poonam Bhatia

Statutory Auditors : Mr. Aurobinda Panda, Partner
M/s J.S. Vanzara & Associates, Chartered Accountants

Scrutinizer for Annual General Meeting : Mrs. Seema Sharma

Members present in person : 268

Body Corporate Representatives u/s 113 of the Companies Act, 2013 : 7

Proxies : 32

CHAIRMAN

Pursuant to Articles of Association of the Company, Mr. Utsav Parekh took the chair and presided over the meeting.

QUORUM

The requisite quorum being present the Chairman commenced the proceedings.

CHAIRMAN'S INITIALS

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For SMIFS CAPITAL MARKETS LIMITED

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Poonam Bhatia
(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

WELCOME

The Chairman welcomed the members to the Thirty Third Annual General Meeting (AGM) of the Company.

REGISTER OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, FINANCIAL STATEMENT FOR 31ST MARCH, 2016 OPENED FOR INSPECTION

The Register of Shareholding of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Financial Statements for the Financial Year ended 31st March, 2016, including the Consolidated Financial Statements for the Financial Year, and the Reports of Board of Directors and Auditors were kept open for inspection.

NOTICE OF MEETING

With the consent of the members, the Chairman informed that the notice of annual General Meeting sent to the members be taken as read.

AUDITOR'S REPORT

With the permission of the Chair, the Auditor's Report on the Balance Sheet of the Company as on 31st March 2016 and Statement of Profit and Loss for the year ended on that date was taken as read.

SPEECH BY CHAIRMAN

The Chairman briefly addressed the Shareholders and drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e-voting commenced on 20th September, 2016 and ended on 23rd September, 2016.

In order to provide an opportunity to those members who have not exercised e-voting the Chairman invited them to cast their votes through ballot papers in Form MGT-12. The Chairman introduced Mrs. Seema Sharma, Practicing Company Secretary as the Scrutinizer for conducting the poll in accordance with the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

The Chairman invited the shareholders to ask questions and offer their comments, if any. A few shareholders sought details on the working of the Company and also sought clarifications on the Financial Statements and gave their view/comments and suggestions. The queries of shareholders were duly replied by the Chairman and the Managing Director.

The Scrutinizer's Report dated 24th September, 2016, inter alia, containing the Results of the remote e-voting and poll at the AGM venue was presented to the Chairman, in terms of which all the Resolutions were approved by the majority; the said Results, were declared and posted on the Company's website www.smifscap.com and on the website of CDSL www.evoting.cdsl.com and also communicated to BSE Limited and The Calcutta Stock Exchange Limited where the shares of the Company are Listed.

Thereafter, the following businesses were transacted:

ORDINARY BUSINESS:

Resolution No. 1 (As an Ordinary Resolution)

Adoption of Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Report of the Board of Directors' and Auditors' Report

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For SMIFS CAPITAL MARKETS LIMITED

Seema Sharma

(FOONAM BHATIA)

COMPANY SECRETARY

CLM-SENIOR MANAGER LEGAL

MINUTE BOOK

Ms. Niraj Tiwari proposed and Mr. A. K. Pathak seconded the following resolution:

“RESOLVED THAT the Balance Sheet of the Company as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date together with the Schedules and Notes to Financial Statements and Cash Flow Statement thereon and the Reports of the Board of Directors and Auditors, be and are hereby approved and adopted.”

The Votes on the resolution were cast as under:-

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
Remote voting	2948492	26	2948492	100	-	-	-	-	-
Voting through Poll at AGM Venue	1002840	53	2948492	100	-	-	-	-	10
Total	3951332	79	3951332	100	-	-	-	-	10

Accordingly, the resolution was passed with majority as an Ordinary Resolution.

Resolution No. 2 (As an Ordinary Resolution)

Declaration of Dividend

Mr. A. K. Pathak proposed and Ms. Niraj Tiwari seconded the following resolution:

“RESOLVED THAT pursuant to the recommendation of the Directors, dividend at the rate of Re. 0.75 /- paise (Rupee Seventy Five paise only) for the year ended March 31, 2016 be and is hereby declared on the Equity Shares of Rs. 10/- each and the same be paid to those shareholders whose names appear on the Company’s Register of Members as on September 17, 2016 and that the dividend warrants be sent within 30 days thereof to those shareholders who are entitled to receive payment.”

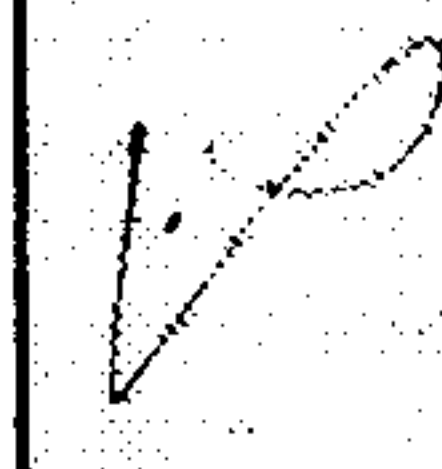
The Votes on the resolution were cast as under:-

CHAIRMAN'S INITIALS

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia



(K)

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
Remote e-voting	2948492	26	2948492	100	-	-	-	-	-
Voting through Poll at AGM Venue	1002840	53	2948492	100	-	-	-	-	10
Total	3951332	79	3951332	100	-	-	-	-	10

Accordingly, the resolution was passed with majority as an Ordinary Resolution.

Resolution No. 3 (As an Ordinary Resolution)

Re-Appointment of Mr. Ajay Kumar Kayan as Director

Mr. Gautam Nandi proposed and Mr. A.K. Pathak seconded the following resolution:

“RESOLVED THAT Mr. Ajay Kumar Kayan, Director who retires by rotation at this meeting in accordance with Articles of Association of the Company and who is eligible for re-appointment in terms of the Articles of Association of the Company, be and is hereby re-appointed as a Director of the Company.”

The Votes on the resolution were cast as under:-

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
Remote e-voting	2948492	16	1264742	42.89	-	-	-	1683750	-
Voting through Poll at AGM Venue	1002840	51	997740	99.49	-	-	-	5100	10
Total	3951332	67	2262482	57.26	-	-	-	1688850	10

CHAIRMAN'S
INITIALS

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For SMIES CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

MINUTE BOOK

Accordingly, the resolution was passed with majority as an Ordinary Resolution.

Resolution No. 4 (As an Ordinary Resolution)

Appointment of M/s. J.S. Vanzara & Associates, Chartered Accountants as Statutory Auditors

Mr. A.K. Pathak proposed and Mr. Gautam Nandi seconded the following resolution:

“RESOLVED THAT M/s. J.S. Vanzara & Associates, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the Thirty Third Annual General Meeting until conclusion of the Thirty Fourth Annual General Meeting at remuneration to be fixed by the Board of Directors.”

The Votes on the resolution were cast as under:-

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
Remote e-voting	2948492	26	2948492	100	-	-	-	-	
Voting through Poll at AGM Venue	1002840	53	2948492	100	-	-	-	10	
Total	3951332	79	3951332	100	-	-	-	10	

Accordingly, the resolution was passed with majority as an Ordinary Resolution.

VOTE OF THANKS

The meeting then concluded with a vote of thanks to the Chair.

Date: 24.09.2016
Place: Kolkata

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For SMIFS CAPITAL MARKETS LIMITED
Poonam Bhatia Chairman
(Utsav Parekh)

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

CHAIRMAN'S INITIALS

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