

SMIFS CAPITAL MARKETS LIMITED

**Regd Office : 'Vaibhav' 4F, 4, Lee Road,
Kolkata – 700 020**

CIN NO: L74300WB1983PLC036342

Tel No. 033-2290-7400/ 7401/7402/0544, Fax No. 033-2287-4042, 2240-6884

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Notice to Members

Results of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, consent of the members of the Company was sought by way of Ordinary Resolution through Postal Ballot for transacting the business contained in the Notice of the Postal Ballot dated 20th September, 2014.

M/s Goyal Vikash & Associates, Practicing Chartered Accountant, appointed by the Company for conducting the Postal Ballot process has submitted his report on postal ballot forms received from the members including the votes received through Central Depository Services (India) Limited (CDSL) platform on November 18, 2014. Based on the report submitted by the scrutinizer, the results of the Ordinary Resolution passed through Postal Ballot is, as follows:

Agenda: Appointment of Mrs. Ramya Hariharan, as an Independent, Non- Executive Director of the Company.

Resolution required : Ordinary Resolution.

Outcome of the Voting :

Date of the Postal Ballot Notice	September 20, 2014
Total number of shareholders on record date: (i.e. Record date for reckoning voting rights- September 30, 2014)	1111
Details of Votes Casted:	
- Votes in favour of the Resolution	3711008
- Votes against the Resolution	0

SMIFS CAPITAL MARKETS LIMITED - CIN No: L74300WB1983PLC036342							
Clause 35A (Physical & E-voting)							
Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% 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	2718751	2570751	94.556324	2570751	0	100	0
Public Institutional Holders	651000	0	0	0	0	0	0
Public-Others	2215249	1140257	51.473085	1140257	0	100	0
Total	5585000	3711008	66.445980	3711008	0	100	0

Thus the Ordinary Resolution set out in the Notice dated September 20, 2014 was approved by the members with requisite majority.

Date : 19th November, 2014
Place : Kolkata

Sd/-
Poonam Bhatia
Company Secretary-cum-Senior Manager Legal



November 18, 2014

To
The Board of Directors
SMIFS Capital Markets Limited
Vaibhav, 4F,
4 Lee Road
Kolkata- 700020

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

SMIFS Capital Markets Limited ("the Company"), has vide resolution of its Board of Directors dated September 20, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 is complied with.

As required under Section 110 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the shareholders by courier service along with postal ballot forms and prepaid envelopes returnable to the Scrutinizer, for passing of resolution as ordinary resolution for appointment of Mrs. Ramya Hariharan, as an Independent, Non- Executive Director of the Company.

The Company also provided the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in prepaid envelope addressed to Scrutinizer on or before the closure of business hours at 6.00 p. m on November 15, 2014 or cast their votes online on the



Address:



basis of password provided by the Registrar and Share Transfer Agent namely Maheswari Datamatics Private Limited.

Accordingly, the postal ballots received after closure of business hours on November 15, 2014 have not been considered. As required under Rule 22 as mentioned above, a register was maintained and particulars of name address, folio no. of shares along with assent and dissent was recorded on day to day basis.

A summary of the ballot papers received and e-voting with their pattern of voting is as per Annexure.

Based on the above, the Ordinary Resolution as set out in the notice was passed with requisite majority.

The results of the voting by members through Postal Ballot in respect of the above mentioned Resolution may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For Goyal Vikash & Associates
Chartered Accountants

Vikash Goyal.

Vikash Goyal
Proprietor
M. No. 067191



Address:



Sr. No.	Particulars	Ordinary Resolution	
		Appointment of Mrs. Ramya Hariharan, as an Independent, Non-Executive Director of the Company	
		No. of Postal Ballot Form/ E-voting	No. of Shares
a.	Postal Ballot Forms received	23	667998
b.	E-voting Confirmations	28	3043010
	Total	51	3711008
c.	Less: Invalid Postal Ballot Forms/ E-voting	0	0
d.	Net valid Postal Ballot Forms/ E-voting confirmations of which:	51	3711008
(i)	Postal Ballot Forms/ E-voting with assent for the resolution	51	3711008
	% of Assent	100	100
(ii)	Postal Ballot Forms/ E-voting with dissent for the resolution	0	0
	% of Dissent	0	0

For GoyalVikash& Associates
Chartered Accountants

Vikash Goyal,

VikashGoyal
Proprietor
M. No. 067191



Address: