

SMIFS CAPITAL MARKETS LIMITED

January 16, 2019

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

Dear Sir,

Sub: <u>Declaration of Voting Results of Resolution passed through Postal Ballot and E-voting as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015</u>

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company has conducted the process of Postal Ballot including e-voting for seeking the approval of the shareholders of the Company by means of Special Resolutions for:

- 1. Continuation of Directorship of Mr. Ramesh Maheshwari as an Independent, Non-Executive Director of the Company.
- 2. Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non-Executive Director of the Company
- 3. Re-Appointment of Mr. Santosh Kumar Mukherjee, as an Independent, Non-Executive Director of the Company.
- 4. Re-Appointment of Mrs. Ramya Hariharan, as an Independent, Non-Executive Director of the Company.

The Special Resolutions stated in the Postal Ballot Notice dated November 10, 2018 has been duly approved by the shareholders of the Company with requisite majority.

Mrs. Seema Sharma, Practicing Company Secretary, appointed by the Company for conducting the Postal Ballot process has submitted her report on postal ballot forms received from the members including the votes received through Central Depository Services (India) Limited (CDSL) platform on January 15, 2019.

We are enclosing herewith the results of the Postal Ballot (including remote e-voting) declared on January 16, 2019 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, along with the Scrutinizer's Report for your perusal.

Thanking you,

Yours faithfully, For SMIFS Capital Markets Limited

Poonam Bhatia

Company Secretary-cum- Senior Manager Legal

Encl, as above

Report on Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	November 10, 2018
Voting Start Date	17 th December ,2018 at 10:00 a.m.
Voting End Date	15 th January, 2019 at 5:00 p.m.
No. of Shareholders who have voted through e-voting and Postal Ballot:	
• Promoters & Promoter Group	10
• Public	54
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
• Promoters & Promoter Group	
• Public	

FOR SMIFS CAPITAL MARKETS LIMITED

(FOONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR WANAGER LEGAL

FOR SMIFS CAPITAL MARKETS LIMITED

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CIN No: L74300WB1983PLC036342	Disclosure Requirement	aheshwari as			··•		· · · · · · · · · · · · · · · · · · ·	Ë	ravour on a	/2)*100	100%	0.00	0	100%	100	0	100%	100		100.00	0	96.98	99.99
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	[(Listing O							No of	votes- In favour	4	2534051	0	0	2534051	405740	0	563638	969378		9457	0	25012	34469
SMIFS CAPITAL	Regulation 44 of SEBI	RESOLUTION) Continuation					votes			2/1*100)	100%	0	0	100%	100%	0	100	100%		100%	0	100	100%
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FOR SIMIFS CAPITAL MARKETS LIMITED COMPANY SECRETARY CUM-SENIOR MANAGER LEGAL J J

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		olution No. 4(No of	Shares	held	1	2534051	£227477		0	2534051	405740	0	563638	969378		9457	0	25017	34474	
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Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar 24 Parganas (North) - 743128 Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

REPORT OF SCRUTINIZER COMBINED REPORT (E-VOTING & POLL)

January 16,2019

To

The Chairman,
The Board of Directors,
Smifs Capital Markets Limited
4 Lee Road, Vaibhav
4th Floor,
Kolkata-700020

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of the section 110 of the Companies Act, 2013 read with Rule 22 & Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

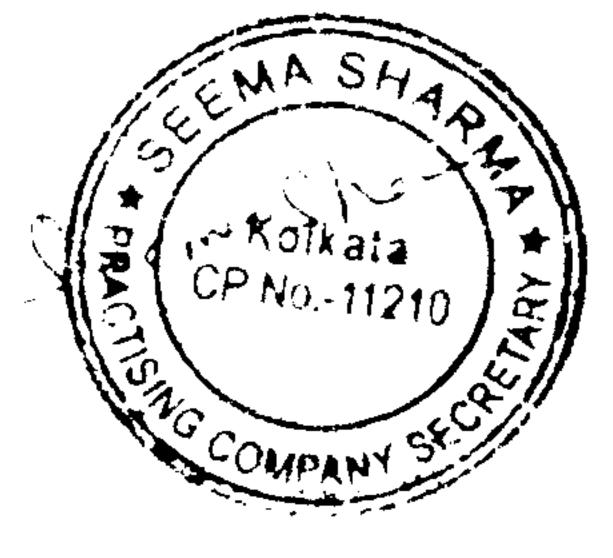
Dear Sir,

- I, Seema Sharma, a Practicing Company Secretary (ACS-24160 / CP-11210), had been appointed as the Scrutinizer by the Board of Directors of 'SMIFS CAPITAL MARKETS LIMITED' pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of the members of the Company by Ordinary/Special Resolution the following:
 - 1. Resolution No. 1 (SPECIAL RESOLUTION) Continuation of Directorship of Mr. Ramesh Maheshwari as an Independent, Non-Executive Director of the Company.
 - 2. Resolution No. 2(SPECIAL RESOLUTION) Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non-Executive Director of the Company.

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FOR SMIFS CAPITAL MARKETS LIMITELY

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL



Company Secretary in Whole Time Practice

47. East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar 24 Parganas (North) - 743128 Mobile No.: +91 97483 03806 E-mail: csseemasharma@gmail.com

- 3. Resolution No. 3 (SPECIAL RESOLUTION) Re-Appointment of Mr. Santosh Kumar Mukherjee, as an Independent, Non-Executive Director of the Company.
- 4. Resolution No. 4(SPECIAL RESOLUTION) Re-Appointment of Mrs. Ramya Hariharan, as an Independent, Non-Executive Director of the Company.

do hereby submit my report as follows:

- a) The Notice dated 10th November 2018 along with statement setting out material facts under section 102 of the Act in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from National Securities Depository/Central Depository Services (India) Limited (CDSL) as on 16/11/2018.
- b) The Company has completed the dispatch of Notice and Postal Ballot Forms along with postage prepaid business reply envelope by courier, Registered Post and email on 6th December 2018. The Company also provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
- c) The members holding shares either in physical or dematerialized form as on the "Cut Off" date i.e. 16th November 2018 were entitled to vote on the proposed resolution.
- d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Monday, 17th December 2018 at 10.00 A.M. and ended on Tuesday, 15th January 2019 at 5.00 P.M.
- e) All physical ballots received up to i.e. 5.00 P. M. on Tuesday, 15th January 2019 being the last date and time fixed by the Company for receipt of the Ballot Forms were opened on 15th January 2019 in my presence and scrutinized by me. The votes cast through Postal Ballot were counted first and thereafter the votes cast through e-voting were unblocked in presence of Mrs. Sapna Pasari and Ms. Riddhi Agarwal , not in employment of the

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FOR SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGED LEGAL

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar

24 Parganas (North) - 743128

Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

company who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with M/s Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent or as provided by the depositories;
- g) Particulars of all Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- h) Thereafter, the details containing, inter alia, list of members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL www. Evotingindia.com in respect of voting through e-voting.
- i) The company in aggregate has received 32 Postal Ballot Forms representing 588655 equity shares in the Company out of which no postal ballot form were invalid.
- j) Members representing 2949248 equity shares have cast their votes through e-voting on Resolution no 1 to 4 out of which 2250 were invalid votes (2 folios) for Resolution No 3.
- k) I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Thanking you,

Yours faithfully,

Seema Sharma

Practicing Company Secretary

M. No. - ACS 24160 C.P No. 11210 PROCESSA COMPANY SECTION

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FOI SMIFS CAPITAL MARKETS INC.

(POONAM BHATIA: COMPANY SECRETARY CUM-SENIOR MANAGER LEGAL Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar 24 Parganas (North) - 743128 Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

The consolidate Results are as follows:

Item no. Notice Special Resolutio	(as an			Directorsh Executive	•			heshwari	as an
Voting Method	Total Valid	Vote	es in favou Resolutio		V	otes agains Resolutio		Invali	Abstai
	Votes	No of folios	No of shares	% of total no of valid votes cast	No of folio s	No of shares	% of total no of valid votes cast	Votes	Votes
E-voting	2949248	32	2949248	100	0	0	100	0	-
Voting through Ballots	588655	31	588 6 50	99.99	1	5	0.01		
Total	3537903	63	3537898	99.99	1	5	0.01		<u> </u>

Item no. Notice Special Resolution	•	}	ppointment itive Direct			heshwari,	as an Ir	ndepende	nt, Non-
Voting Metho	Total Valid	Vot	es in favou Resolutio			s against esolution		Invali	Abstai ned
d	Votes	No of foli os	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast	Votes	Votes
E- voting	2949248	32	2949248	100	0	0	100	0	-
Voting throug h Ballots	588655	31	588650	99.99	1	5	0.01		
Total	3537903	63	3537898	99.99	1	5	0.01	i 	

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For SMIFS CAPITAL MARKETS LIMITED

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Seem Shor

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar 24 Parganas (North) - 743128 Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

Item no. 3 of the Re-Appointment of Mr. Santosh Kumar Mukherjee as an Independent.

Notice (as an Non-Executive Director of the Company.

Special
Resolution)

Voting Metho	Total Valid	Vot	es in favou Resolutio		i	es against Resolution		invalid Votes	Absta ned
d	Votes	No of foli os	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		Votes
E- voting	2946998	30	2946998	100	0	0	100	2250	-
Voting throug h Ballots	588655	31	588650	99.99	1.	5	0.01		
Total	3535653	61	3535648	99.99	1	5	0.01		-

Item no. 4 of the Re-Appointment of Mrs. Ramya Hariharan as an Independent, Non-Notice (as an Executive Director of the Company.

Special

Resolutio	n)								
Voting Metho	Total Valid	Vote	s in favour Resolution	<u> </u>		es agains Resolutio		Invali	Abstai ned
d	Votes	No of folio s	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast	Votes	Votes
Remote e-voting	2949248	32	2949248	100	0	0	100	0	
Voting throug h Poll at AGM	588655	31	588650	99.99	1	5	0.01		
Total	3537903	63	3537898	99,99	1	5	0.01	, <u>,</u>	. t

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(POONAM BHATIA)
COMPAN: CORETARY
CUM-SENIOR MANAGER LECUS

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar 24 Parganas (North) - 743128 Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

We, the undersigned witness that the votes in respect of e-Voting of Shareholders of SMIFS Capital Markets Limited were unblocked from e-Voting website of Central Depository (Services) India Limited in our presence at 5.55 P.M. on 15th January 2018.

Riddhi Agarwal

23 Janata Sarani, Eliza-X

Ridhi Agarwal

4th Floor, Hind Motor-712233

Sapna Pasari

7E, Motijheel Avenue, Sparsha Apartment, Kolkata-700074

Countersigned by

For SMIFS Capital Markets Limited

Utsav Parekh

Chairman

DIN:00027642

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FOR SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL