



SMIFS CAPITAL MARKETS LIMITED

April 09, 2025

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

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) – Postal Ballot Notice

Dear Sir,

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of Postal Ballot Notice dated April 08, 2025 (“Notice”), seeking the approval of the members of the Company in respect of the following Resolutions, only by way of remote electronic voting (“e-voting”).

Sr. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Samarth Parekh (DIN: 00199598), as a Director of the Company.	Ordinary
2.	Appointment of Mr. Samarth Parekh (DIN: 00199598), as Joint Managing Director of the Company.	Special
3.	Appointment of Mr. Anil Kumar Murarka (DIN: 00571568), as a Non-Executive, Independent Director of the Company.	Special

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the Postal Ballot notice is being sent only in electronic form to members whose email addresses are registered with their depository participants (In case of electronic shareholding) the Company’s Registrar and Share Transfer Agent (in case of Physical shareholding) and whose names are recorded in the Registrar of Members as on Friday, April 04, 2025.

The Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shared with the Paid-up equity share capital of the Company as on Friday, April 04, 2025.

The remote e-voting period commences from 10:00 A.M. (IST) on April 10, 2025 and ends at 05:00 P.M. (IST) on May 09, 2025.

The Postal Ballot Notice will also be available on the Company’s website at www.smifscap.com and on the website of CDSL at www.cdslindia.com.

Kindly take the above information on record.

Yours faithfully,

For SMIFS Capital Markets Limited

(Poonam Bhatia)
Company Secretary-cum- Compliance Officer



SMIFS CAPITAL MARKETS LIMITED

CIN: L74300WB1983PLC036342

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

Tel. No.: 033-2290-7400/ 7401/7402

E-mail: cs.smifs@gmail.com; Website: www.smifscap.com

Postal Ballot Notice

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, along with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Notice is hereby given to the members of SMIFS Capital Markets Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e-voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 and Circular No. 9/2024 dated September 19, 2024 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e., Friday, April 04, 2025.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Sections 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through Central Depository Services (India) Limited (“**CDSL**”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, April 04, 2025 will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e-voting period commences on Thursday, April 10, 2025, at 10:00 a.m. and ends on Friday, May 09, 2025, at 05:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at www.smifscap.com, website of stock exchanges i.e., BSE Limited (“**BSE**”) at www.bseindia.com and The Calcutta Stock Exchange of India Limited (“**CSE**”) at www.cse-india.com [hereinafter collectively referred as the “**Stock Exchanges**”]; and website of CDSL at www.evotingindia.com.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on Tuesday, April 08, 2025, has appointed Mr. Sudhansu Sekhar Panigrahi (ACS: 23187 CP No.: 19649), Practicing Company Secretary, as the Scrutinizer (the “**Scrutinizer**”) to conduct the postal ballot e-voting process in a fair and transparent manner.

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED


(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at www.smifscap.com, website of Stock Exchanges i.e., BSE Limited at www.bseindia.com and CSE at www.cse-india.com; and website of CDSL at www.evotingindia.com. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Friday, May 09, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESSES:

ITEM NO.1

1. APPOINTMENT OF MR. SAMARTH PAREKH (DIN – 00199598) AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the provisions of the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Mr. Samarth Parekh (DIN – 00199598), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 04, 2025 and who holds office as such up to the date of ensuing General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation w.e.f. April 08, 2025.”

“RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Company may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or Secretary or Officer(s) of the Company to give effect to this Resolution.”

ITEM NO.2

2. APPOINTMENT OF MR. SAMARTH PAREKH (DIN: 00199598) AS JOINT MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Samarth Parekh (DIN: 00199598) as the Joint Managing Director of the Company for a period 3 (Three) years with effect from April 08, 2025, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Statement annexed to the Postal Ballot Notice, with further authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment

in such manner as may be agreed between the Board and Mr. Samarth Parekh , provided that the total remuneration payable to Mr. Samarth Parekh shall not exceed the limit specified under the Act and Schedules appended thereto or any other statute or such other limits as may be approved by the Members from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

ITEM NO.3

3. APPOINTMENT OF MR. ANIL KUMAR MURARKA (DIN: 00571568) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Anil Kumar Murarka (DIN: 00571568), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 04, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years from April 04, 2025 till April 03, 2030, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary,

**By Order of the Board of Directors
For SMIFS CAPITAL MARKETS LIMITED
Sd/-
(Poonam Bhatia)
Company Secretary & Compliance Officer
Membership No: 26348**

**Date: April 08, 2025
Place: Kolkata**

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/rationale for the proposal is annexed herewith.

2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on Friday, April 04, 2025 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, May 09, 2025. Further, resolution passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two working days from the conclusion of e-voting and will also be displayed on the Company website www.smifscap.com, on the website of CDSL www.evotingindia.com, and communicated to the stock exchanges and RTA.

5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to cs.smifs@gmail.com or mdpldc@yahoo.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

E-voting:

(a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.

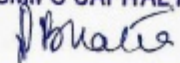
(b) The e-voting period commences from Thursday, April 10, 2025 (10.00 a.m. IST) and ends on Friday, May 09, 2025 (05.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.

(c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, April 04, 2025.

(d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, April 04, 2025 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

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For SMIFS CAPITAL MARKETS LIMITED


(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

The instructions for shareholders voting ELECTRONICALLY are as under:

CDSL e-Voting System – For E-voting

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Postal Ballot of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023 and Circular No. 9/2024 dated September 19, 2024.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Postal Ballot will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Postal Ballot has been uploaded on the website of the Company at www.smifscap.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Postal Ballot) i.e. www.evotingindia.com

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins Thursday, April 10, 2025 (10.00 a.m. IST) and ends on Friday, May 09, 2025 (05.00 p.m IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, April 04, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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For SMIFS CAPITAL MARKETS LIMITED

Poonam

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

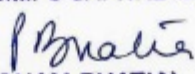
Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. <p style="text-align: center;"><i>Certified True Copy</i></p>

For SMIFS CAPITAL MARKETS LIMITED


(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for SMIFS Capital Markets Limited to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia
(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.smifs@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam
(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated Tuesday, April 08, 2025:

ITEM NO. 1& 2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Samarth Parekh (DIN – 00199598) as an Additional Director of the Company with effect from April 04, 2025 in terms of Section 161 of the Companies Act, 2013 ("Act") and he holds office up to the date of ensuing General Meeting of the Company and simultaneously appointed Mr. Samarth Parekh as a "Joint Managing Director" of the Company for a period of 3 (three) years with effect from April 08, 2025 and also designated as the Key Managerial Personnel of the Company.

As per Regulation 17(1c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Samarth Parekh for the office of Director of the Company.

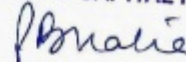
The Company has also received the consent in writing from Mr. Samarth Parekh to act as a Director of the Company and a declaration under Section 164 of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Director. Mr. Samarth Parekh satisfies all other conditions set out in Part -I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

Mr. Samarth Parekh is a related party as per Section 2(76) of the Companies Act, 2013, since he is the son of the Chairman of the Company, Mr. Utsav Parekh. Mr. Samarth Parekh has over fifteen years of experience in the Investment Banking field. The Company is expected to benefit from his experience. The Board of Directors feels that appointment of Mr. Samarth Parekh as Joint Managing Director of the Company is appropriate and in the best interest of the Company. The Board of Directors recommends that the resolution set out as Item No. 2 relating to his appointment as a Joint Managing Director, be passed as a Special Resolution. Mr. Samarth Parekh is not holding any shares in the Company. This Explanatory Statement together with the annexure accompanying Notice may be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Necessary disclosure of Mr. Samarth Parekh pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings is provided in Annexure to the Notice.

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For SMIFS CAPITAL MARKETS LIMITED


(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

Information required to be furnished under Schedule V, Part II Section II (A) to the Companies Act, 2013 is given as under:

(Rs. in Lakhs)

(i)	Effective Capital as on 31.03.2024	Rs. 3613.23
I.	General Information:	
	1) Nature of Industry	Financial Services
	2) Expected date of commencement of commercial production.	The Company is in operation and is engaged in financial services.
	3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
	4) Financial performance based on given indicators.	<p>(a) Profit/ (loss) Before Tax</p> <p>31.03.24 Rs. 329.24 31.03.23 Rs. 68.07 31.03.22 Rs. 205.04</p> <p>(b) Provision for Taxation (Including Deferred Tax)</p> <p>31.03.24 Rs. 88.15 31.03.23 Rs. 22.18 31.03.22 Rs. 6.11</p> <p>(c) Profit/(Loss) after Tax</p> <p>31.03.24 Rs. 241.09 31.03.23 Rs. 45.89 31.03.22 Rs. 198.93</p>
	5) Foreign investments or collaborations, if any.	NIL

II.	Information about the appointee:	
	1) Back ground details	<p>(a) Age : 44 Yrs (b) Qualification: Bachelor's Degree of Science (c) Profession : Business (d) Experience: Over 15 years of experience.</p>
	2) Past Remuneration	NIL
	3) Recognition and awards	NIL

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For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia
(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

4) Job Profile and his suitability	Mr. Samarth Parekh has over fifteen years of experience in the Investment Banking field. The Company is expected to benefit from his experience
5) Remuneration proposed	Given below for the financial years April 1, 2025 to March 31, 2028.
6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin).	Remuneration proposed is in line with the amount being paid to the professionals in the same field.
7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None
III. Other Information:	
1) Reasons for loss and inadequate profit	N.A.
2) Steps taken or proposed to be taken for improvement	Company is professionally managed and performance is slated to improve in the ensuing years.
3) Expected increase in productivity and Profits in measurable terms	The Company expects to increase the productivity and profits by 15% approx in future years.

IV. Disclosures

Pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 the following remuneration, if approved, will be paid to Mr. Samarth Parekh with effect from April 08, 2025:

a) Remuneration:

- (i) **Salary:** Rs. 5,50,000 /- (Rupees Five Lakhs Fifty Thousand only) per month upto March 31, 2026 with annual increment of such amount from 01.04.2026 as may be decided by the Board subject to the overall limit specified herein below.
- (ii) **House Rent Allowance:** 25% (Twenty Five per cent) of the salary.
- (iii) **Contribution to Provident Fund:** 12% (Twelve percent) of the salary as per the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952.
- (iv) **Medical Expenses:** Reimbursement of medical expenses and Medical benefits for self and family, etc as per the rules of the Company.
- (v) **Annual Flexi Benefit:** Reimbursement of Annual Flexi Benefit and Leave Travel Assistance as per the rules of the Company.

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Poonam Bhatia
(POONAM BHATIA)

- (vi) **Gratuity:** As per the rules of the Company.
- (vii) **Personal Accident and Hospitalization Insurance:** As per rules of the Company.
- (viii) **Leave:** Entitled for leave with full pay or encashment as per the rules of the Company.
- (ix) **Conveyance facilities:** The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- (x) **Telephone and other communication facilities:** The Company will reimburse expenses incurred on mobile phones and provide telephone, broadband internet and other communication facilities at the Joint Managing Director's Residence.
- (xi) **Club Membership and reimbursement of club expenses:** In accordance with the rules of the Company.
- (xii) **Bonus and/or Ex-gratia:** As decided by the Board from time to time.
- (xiii) **Other Perquisites:** Subject to the overall ceiling on the remuneration mentioned herein below, the Joint Managing Director may be given other allowances, benefits including stock option benefit as may be applicable and perquisites as the Board may decide from time to time.
- (xiv) Mr. Parekh shall also be entitled to reimbursement of entertainment expenses actually incurred in the course of legitimate business purpose of the Company.

b) Overall Remuneration:

The aggregate salary, commission and perquisites stated in Clause IV (a) (i) to (xiv) in any financial year shall be as per Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 as in force from time to time.

c) Minimum Remuneration:

- (i) The remuneration and terms of appointment shall be calculated on the basis of effective capital at the end of previous financial year and the remuneration shall be as per the effective capital as prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013.
- (ii) In the event of loss and inadequacy of profit in any financial year during the currency of tenure of the service the payment of salary, commission, perquisites and other allowance shall be governed by Schedule V, Part II, Section II (A) to the Companies Act, 2013.

This may be considered as written memorandum setting out the terms of appointment with Mr. Samarth Parekh, Joint Managing Director pursuant to the provisions of Section 190 of the Companies Act, 2013.

A copy of the agreement entered into by the Company with Mr. Samarth Parekh containing the terms and conditions of appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on April 08, 2025 shall be available for inspection by the Members at the registered office of the Company between 11:30 a.m. to 12:30 p.m. on any working day up to the last date of remote e-voting.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms and conditions of appointment and remuneration specified above are now being placed before the Members for their approval.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia
(POONAM BHATIA)

Company Secretary cum Compliance Officer

Save and except Mr. Samarth Parekh being the appointee and Mr. Utsav Parekh being the relative, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item Nos. 1& 2 of the Notice.

The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 1 & 2 to be passed by the Members by way of Postal Ballot through e-voting.

ITEM NO. 3

Pursuant to Section 161 of the Companies Act, 2013, and as recommended by the Nomination and Remuneration Committee at its Meeting held earlier in the day- the Board at its meeting held on April 04, 2025, appointed Mr. Anil Kumar Murarka as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect April 04, 2025 to April 03, 2030 (both days inclusive) subject to the approval of the shareholders through Special Resolution.

The Company has received:

- (i) consent in writing from Mr. Anil Kumar Murarka to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Anil Kumar Murarka to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) declaration stating that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Further on those basis, the NRC recommended the candidature of Mr. Anil Kumar Murarka.

In the opinion of the Board, Mr. Anil Kumar Murarka fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Anil Kumar Murarka's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Anil Kumar Murarka is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Anil Kumar Murarka as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office of the Company.

The resolution seeks the approval of members for the appointment of Mr. Anil Kumar Murarka as an Independent Director of the Company from April 04, 2025 to April 03, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. May 09, 2025.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia
(POONAM BHATIA)

The profile and specific areas of expertise of Mr. Anil Kumar Murarka and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure-I.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Anil Kumar Murarka as Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

**By Order of the Board of Directors
For SMIFS CAPITAL MARKETS LIMITED
Sd/-
(Poonam Bhatia)
Company Secretary & Compliance Officer
Membership No: 26348**

**Date: April 08, 2025
Place: Kolkata**

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For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

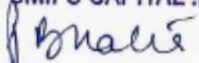
ANNEXURE TO THE NOTICE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE POSTAL BALLOT FIXED ON APRIL 08, 2025
AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:**

Name of the Director	Mr. Samarth Parekh
DIN	00199598
Date of Birth & Age	22.03.1981 / 44 years
Date of first appointment	April 04, 2025
Qualification	Bachelor's Degree of Science
Brief resume and expertise in functional area	Mr. Samarth Parekh has a Bachelor's Degree of Science and has profound knowledge of the Investment Banking field. He is on the Board of several companies.
Terms of Appointment	As per the resolution in item no. 2 of this notice, Mr. Samarth Parekh is being appointed for a term of three years.
No. of equity shares held in the Company	NIL
Directorship in other Companies	<ul style="list-style-type: none">• Stel Holdings Limited• Visa International Limited• Mythik Entertainment Technologies Private Limited• Progressive Star Finance Private Limited• Stewart Investment & Financial Private Limited• I Care Learning Private Limited• Lend Lease Company (India) Limited• Entrepreneurs' Organization Mumbai
Listed Entities from which he has resigned as Director in past 3 years	NIL
Chairperson / Member of Committee in other Indian Public Limited Companies as on 31.03.2025 # (C= Chairperson) (M= Member)	Stel Holdings Limited <ul style="list-style-type: none">• Audit Committee - M• Nomination & Remuneration Committee - C• Stakeholders Relationship Committee - M
Member/Chairperson in the Committee of the Board of directors of the Company #	NIL
Relationship with other Directors	He is the son of Mr. Utsav Parekh who is the Non-Executive Promoter Director of the Company.
Number of Board meetings attended during the year	1 (One)
Remuneration paid during the year 2024-25 per annum	Nil
Remuneration sought to be paid attending meetings of the Board/ Committee.	Not Applicable
Information as required under circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, issued by BSE	He is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

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For SMIFS CAPITAL MARKETS LIMITED


(POONAM BHATIA)

Company Secretary cum Compliance Officer

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE POSTAL BALLOT FIXED ON APRIL 08, 2025 AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of the Director	Mr. Anil Kumar Murarka
DIN	00571568
Date of Birth & Age	27.04.1963
Date of first appointment	April 04, 2025
Qualification	CS, Insolvency Professional
Brief resume and expertise in functional area	<p>He is a Practising Company Secretary for the last 33 (Thirty Three) years and handles Corporate Law, SEBI Law, FEMA and the matters relating to National Company Law Tribunal (NCLT) & the Insolvency and Bankruptcy Code (IBC) and has also held the positions of :</p> <ul style="list-style-type: none"> • Past President – The Institute of Company Secretaries of India (ICSI). • Past President - Corporate Secretaries International Association, Geneva. • Past member of Central Council of ICSI & part of its various Committees. • Past Member of Secretarial Standard Board of ICSI. • Past Member of Peer Review Board of ICSI.
Terms of Appointment	As per the resolution in item no. 3 of this notice, Mr. Anil Kumar Murarka is being appointed for a term of 5 years in the Company.
No. of equity shares held in the Company	NIL
Directorship in other Companies	<ul style="list-style-type: none"> • Jajodia Pharmaceuticals Private Limited • Presidency Commercial Private Limited • Viewpoint Vintrade Private Limited • Linkpoint Investment Consultants Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL
Chairperson / Member of Committee in other Indian Public Limited Companies as on 31.03.2025 # (C= Chairperson) (M= Member)	NIL
Member/Chairperson in the Committee of the Board of directors of the Company #	NIL
Relationship with other Directors	Not Applicable
Number of Board meetings attended during the year	1 (One)
Remuneration paid during the year 2023-24 per annum	Nil
Remuneration sought to be paid attending meetings of the Board/Committee.	He shall be paid remuneration by way of sitting fees for attending meetings of the Board.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia
(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

Information as required under circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, issued by BSE	He is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.
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Date: April 08, 2025
Place: Kolkata

By Order of the Board of Directors
For SMIFS CAPITAL MARKETS LIMITED
Sd/-
(Poonam Bhatia)
Company Secretary & Compliance Officer
Membership No: 26348

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia
(POONAM BHATIA)
Company Secretary-cum-Compliance Officer