



SMIFS CAPITAL MARKETS LIMITED

CIN: L74300WB1983PLC036342

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

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

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

NOTICE OF THE POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of SMIFS Capital Markets Limited (the “Company”) by Postal Ballot including electronic means (e-voting).

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102(1) of the Act setting the material facts and reasons for the Special Resolutions is also appended herewith and is being sent to you with a Postal Ballot Form for your consideration.

E-Voting Option

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The Board of Directors of the Company has appointed Mrs. Seema Sharma, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot/E-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any Director of the Company; upon completion of scrutiny of postal ballot in a fair and transparent manner and the results of the postal ballot will be announced on 17th January, 2019 (Thursday) at the Registered Office of the Company. The results of the postal ballot will be posted on the Company’s website www.smifscap.com. The results of the postal ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and also be published in the newspaper(s).

Special Business:

1. Continuation Of Directorship of Mr. Ramesh Maheshwari as an Independent, Non- Executive 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, the

consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ramesh Maheshwari (DIN No. 00170811) who was appointed as an Independent Director of the Company for a period of 5 years at the 31st Annual General Meeting of the Company held on September 20,2014 until March 31,2019 by way of a special resolution and who has attained the age of 75 years for the remaining period of his existing term of Directorship as an Independent Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

2. Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non- Executive 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Maheshwari (DIN No. 00170811), Independent, Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from April 1, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

3. Re-Appointment of Mr. Santosh Kumar Mukherjee as an Independent, Non- Executive 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Santosh Kumar Mukherjee (DIN No. 00170646), Independent, Non-Executive Director of the Company, who has submitted a declaration that

he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from April 1, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

4. Re-Appointment of Mrs. Ramya Hariharan as an Independent, Non- Executive 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ramya Hariharan (DIN No. 06928511), Independent, Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from April 1, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

Regd. Office:

‘Vaibhav’ 4F, 4 Lee Road,
Kolkata – 700 020

The 10th day of November, 2018

By Order of the Board of Directors

Sd/-

(Poonam Bhatia)

Company Secretary-cum-Senior Manager Legal

NOTES:

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made there under in respect of the business set out is annexed hereto.
2. The voting of the Members shall be reckoned as on November 16, 2018 which is the cut-off date.
3. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using E-Voting Facility.
4. In case a member(s) desires to exercise vote by Postal Ballot Form, he/she is requested to carefully read the instructions. After completing the enclosed Postal Ballot Form, send the self-attested Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on January 15, 2019. All Postal Ballot Forms after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
5. The Members can opt for only one mode of voting i.e. either by Postal Ballot or E-Voting. In case members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a member desires to express to exercise vote by using e-voting facility, then he/she has to carefully follow the instructions given under the heading “Instructions” of Postal Ballot Notice.
7. All the material documents referred to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 a. m. and 06.00 p.m. on any working day except Saturday from December 17, 2018 till January 15, 2019.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, SMIFS Capital Markets Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173 OF THE COMPANIES ACT, 1956)

Item No 1.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years (Seventy Five years) unless a Special Resolution is passed to that effect.

Mr. Ramesh Maheshwari (DIN No. 00170811) who was appointed as an Independent Director of the Company at the 31st Annual General Meeting held on September 20,2014 for a period of 5 years(five years) by way of Ordinary Resolution has attained the age of 75 years(Seventy Five years).

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination & Remuneration Committee in their meeting held on November 10,2018 discussed the

matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of his term.

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Mr Ramesh Maheshwari is a M.Com and a LLB with decades of experience. Mr Maheshwari serves on the Board of many prestigious companies and he was on the Board of Birla Institute of Management Technology (IMT), New Delhi and Indian Institute of Management (IIM), Bangalore. He held position of Chairman of Engineering Export Promotion Council (EEPC), National President of Confederation of Indian Industry (CII) apart from being member of the Tandon Committee to frame guidelines for bank credit.

The above mentioned Independent Director is an expert in his field and his valuable experience and guidance is beneficial to the Company.

The Board of Directors based on the recommendation of Nomination & Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Director, has recommended the resolution for approval of shareholders by way of Special Resolution.

Mr. Ramesh Maheshwari may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested in the said Resolution.

Item No 2.

Mr. Ramesh Maheshwari (DIN No. 00170811) was appointed as an Independent ,Non-Executive Director of the Company by the members at the 31st Annual General Meeting of the Company held on September 20, 2014 for a period of 5 (five) consecutive years commencing from April 1, 2014 upto March 31,2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee at its meeting held on November 10, 2018 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Maheshwari, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five)consecutive years from April 1, 2019 upto March 31, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ramesh Maheshwari fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent, Non-Executive Director of the Company and is Independent of the management. Copy of the draft letter for re-appointment of Mr. Ramesh Maheshwari as an Independent, Non-Executive Directors setting out terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours (10.00 am to 6:00 pm) on any working day, except Saturday till January 15, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Maheshwari as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Ramesh Maheshwari as an Independent Director for another term of 5(five) consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval by the shareholders of the Company.

Mr. Ramesh Maheshwari may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested in the said Resolution.

Item No 3.

Mr. Santosh Kumar Mukherjee (DIN No. 00170646) was appointed as an Independent ,Non-Executive Director of the Company by the members at the 31st Annual General Meeting of the Company held on September 20, 2014 for a period of 5 (five) consecutive years commencing from April 1, 2014 upto March 31,2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee at its meeting held on November 10,2018 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Santosh Kumar Mukherjee, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five)consecutive years from April 1, 2019 upto March 31, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Santosh Kumar Mukherjee fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

for his re-appointment as an Independent, Non-Executive Director of the Company and is Independent of the management. Copy of the draft letter for re-appointment of Mr. Santosh Kumar Mukherjee as an Independent, Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (10.00 am to 6:00 pm) on any working day, except Saturday till January 15, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Santosh Kumar Mukherjee as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Santosh Kumar Mukherjee as an Independent Director for another term of 5(five) consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval by the shareholders of the Company.

Mr. Santosh Kumar Mukherjee and Mrs. Shila Mukherjee may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested in the said Resolution.

Item No 4.

Mrs. Ramya Hariharan(DIN No. 06928511) was appointed as an Independent ,Non-Executive Director of the Company by the members through Postal Ballot held on September 20, 2014 for a period of 5 (five) consecutive years commencing from September 20, 2014 upto March 31,2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee at its meeting held on November 10,2018 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ramya Hariharan being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five)consecutive years from April 1, 2019 upto March 31, 2024.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Ramya Hariharan fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent, Non-Executive Director of the Company and is Independent of the management. Copy of the draft letter for re-appointment of Mrs. Ramya Hariharan as an Independent,

Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (10.00 am to 6:00 pm) on any working day, except Saturday till January 15, 2019.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Ramya Hariharan as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Ramya Hariharan as an Independent Director for another term of 5(five) consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval by the shareholders of the Company.

Mrs. Ramya Hariharan may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to her own appointment. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested in the said Resolution.

Details of Directors Proposed to be Re-Appointed at the forthcoming Postal Ballot

Name of Directors	Age	Date of Appointment on the Board	Expertise in specific field	Names of other Companies in which they hold Directorships	Chairman/ Member of the committee(s) of the Board of Directors of the Company	Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which they are Directors	Shareholding in the Company
Mr. Ramesh Maheshwari	85 years	10/07/1990	Previously on Board of Birla Institute of Management Technology (IMT), New Delhi and Indian Institute of Management (IIM), Bangalore	1.Lionel Edwards Ltd 2.Adventz Investments and Holdings Ltd 3.Neora Hydro Limited	1. Nomination & Remuneration Committee - Chairman	NA	Nil

Mr. Santosh Kumar Mukherjee	71 years	16/09/2006	Practising Chartered Accountant and worked in Banking Industry for more than 18 years.	<p>1. Alberta Agro Pvt Ltd</p> <p>2. SMIFS Capital Services Limited</p> <p>3. Salveo Life Sciences Limited</p> <p>4. ADPC Power Private Limited</p>	<p>1. Nomination & Remuneration Committee – Member</p> <p>2. Audit Committee – Chairman</p> <p>3. Stakeholder’s Relationship Committee - Chairman</p>	NA	750
Mrs. Ramya Hariharan	40 years	18/11/2014	Corporate Lawyer specialises in mergers and acquisition	<p>1. AI Champdany Industries Ltd.</p> <p>2. Neo Metaliks Limited</p> <p>3. Tayo Rolls Limited</p> <p>4. Visa Urban Infra Limited</p> <p>5. Visa Energy Ventures Limited</p> <p>6. Bhubaneshwar Power Private Limited</p> <p>7. Visa Resources India Limited</p>	<p>1. Nomination & Remuneration Committee – Member</p> <p>2. Audit Committee – Member</p> <p>3. Stakeholder’s Relationship Committee - Member</p>	<p>1. AI Champdany Industries Limited - Audit Committee & Nomination & Remuneration Committee - Member</p> <p>2. Tayo Rolls Limited - Audit Committee - Member</p> <p>3. VISA Resources India Limited - Audit Committee & Nomination & Remuneration Committee - Member</p> <p>4. VISA Urban Infra Limited - Audit Committee & Nomination & Remuneration Committee - Member</p>	Nil

						5. VISA Energy Ventures Limited -Audit Committee & Nomination & Remuneration Committee - Member	
						6. Neo Metaliks Limited- Audit Committee - Member	
						7. Bhubaneswar Power Private Limited -Audit Committee & Nomination & Remuneration Committee - Member	

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, if you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Unsigned, incomplete, incorrect Forms will be rejected.

4. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on January 15, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
5. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than January 15, 2019.
6. In case the Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board Resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (√) in the appropriate column.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. November 16, 2018.
9. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

THE INSTRUCTIONS FOR E-VOTING FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:-

- (i) The voting period begins on December 17, 2018 (10:00 a.m.) and ends on January 15, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date ie November 16,2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN against the Company name on which you choose to vote .i.e. SMIFS Capital Markets Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com