



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

<b>Date of Postal Ballot Notice</b>	November 10, 2018
<b>Voting Start Date</b>	17 <sup>th</sup> December ,2018 at 10:00 a.m.
<b>Voting End Date</b>	15 <sup>th</sup> January , 2019 at 5:00 p.m.
<b>No. of Shareholders who have voted through e-voting and Postal Ballot:</b> <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	10 54
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	Not Applicable

For SMIFS CAPITAL MARKETS LIMITED



(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

SMIFS CAPITAL MARKETS LIMITED - CIN No: L74300WB1983PLC036342												
Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015												
Resolution No. 1 (SPECIAL RESOLUTION) Continuation of Directorship of Mr. Ramesh Maheshwari as an Independent, Non-Executive Director of the Company												
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No	No of Shares held	No of votes polled	% of votes polled on outstanding shares $3 = \frac{2}{1} * 100$	No of votes- in favour	No of votes- against	% of votes in favour on votes polled $6 = \frac{4}{2} * 100$	% of votes against on votes polled $7 = \frac{5}{2} * 100$				
Category	Mode of Voting											
1	Evoting	2534051	2534051	100%	2534051	0	100%	0				
	Poll	0	0	0	0	0	0.00	0				
	Postal Ballot	0	0	0	0	0	0	0				
	Total	2534051	2534051	100%	2534051	0	100%	0				
2	Evoting	405740	405740	100%	405740	0	100%	0				
	Poll	0	0	0	0	0	0	0				
	Postal Ballot	563638	563638	100%	563638	0	100%	0				
	Total	969378	969378	100%	969378	0	100%	0				
3	Evoting	9457	9457	100%	9457	0	100.00	0.00				
	Poll	0	0	0	0	0	0	0				
	Postal Ballot	25017	25017	100%	25012	5	99.98	0.020				
	Total	34474	34474	100%	34469	5	99.99	0.01				

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FOR SMIFS CAPITAL MARKETS LIMITED

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(PCONAM BHATTIA),  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

SMEFS CAPITAL MARKETS LIMITED - CIN No: L74300WB1983PLC036342										
Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015										
Resolution No. 2 (SPECIAL RESOLUTION) Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non-Executive Director of the Company.										
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No	No of Shares held	No of votes polled	% of votes polled on outstanding shares $3 = \frac{2}{1} * 100$	No of votes-favour	No of votes-against	% of votes-favour on votes polled $6 = \frac{4}{2} * 100$	% of votes against on votes polled $7 = \frac{5}{2} * 100$		
Category	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares $3 = \frac{2}{1} * 100$	No of votes-favour	No of votes-against	% of votes-favour on votes polled $6 = \frac{4}{2} * 100$	% of votes against on votes polled $7 = \frac{5}{2} * 100$		
1	Evoting Poll	2534051	2534051	100%	2534051	0	100%	0		
	Postal Ballot	0	0	0	0	0	0	0		
	Total	2534051	2534051	100%	2534051	0	100%	0		
2	Evoting Poll	405740	405740	100%	405740	0	100%	0		
	Postal Ballot	563638	563638	100%	563638	0	100%	0		
	Total	969378	969378	100%	969378	0	100%	0		
3	Evoting Poll	9457	9457	100%	9457	0	100.00	0.00		
	Postal Ballot	25017	25017	100	25012	5	99.98	0.020		
	Total	34474	34474	100%	34469	5	99.99	0.01		

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FOR SMEFS CAPITAL MARKETS LIMITED

*P. Bhanu*

(POONAM DHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

SMIFS CAPITAL MARKETS LIMITED - CIN No. L74300WB1983PLC036342											
Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015											
Resolution No. 3 (SPECIAL RESOLUTION) Re-Appointment of Mr. Santosh Kumar Mishra, as an Independent, Non-Executive Director of the Company											
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No	No of Shares held	No of votes polled	% of votes polled on outstanding shares 3 = $[2/1 * 100]$	No of votes- in favour	No of votes- against	% of votes in favour on votes polled 6 = $[4/2 * 100]$	% of votes against on votes polled 7 = $[5/2 * 100]$			
Category	Mode of Voting	1	2	3 = $[2/1 * 100]$	4	5	6 = $[4/2 * 100]$	7 = $[5/2 * 100]$			
1	Promoter and Promoter Group	2534051	2534051	100%	2534051	0	100%	0			
	Evoting Poll										
	Postal Ballot Total	0	0	0	0	0	0	0			
2	Public Institutions	405740	405740	100%	405740	0	100%	0			
	Evoting Poll	0	0	0	0	0	0	0			
	Postal Ballot Total	563638	563638	100%	563638	0	100%	0			
3	Public Non-Institutions	969378	969378	100%	969378	0	100%	0			
	Evoting Poll	7207	7207	100%	7207	0	100.00	0.00			
	Postal Ballot Total	25017	25017	100%	25012	5	99.98	0.02			
		32224	32224	100%	32219	5	99.98	0.02			

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FOR SMIFS CAPITAL MARKETS LIMITED

*Bhama*

(FOR SIGNATURE)

COMPLIANCE OFFICER

CUM-GENERAL MANAGER LEGAL



**SEEMA SHARMA**  
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](mailto: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  
4<sup>th</sup> 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:

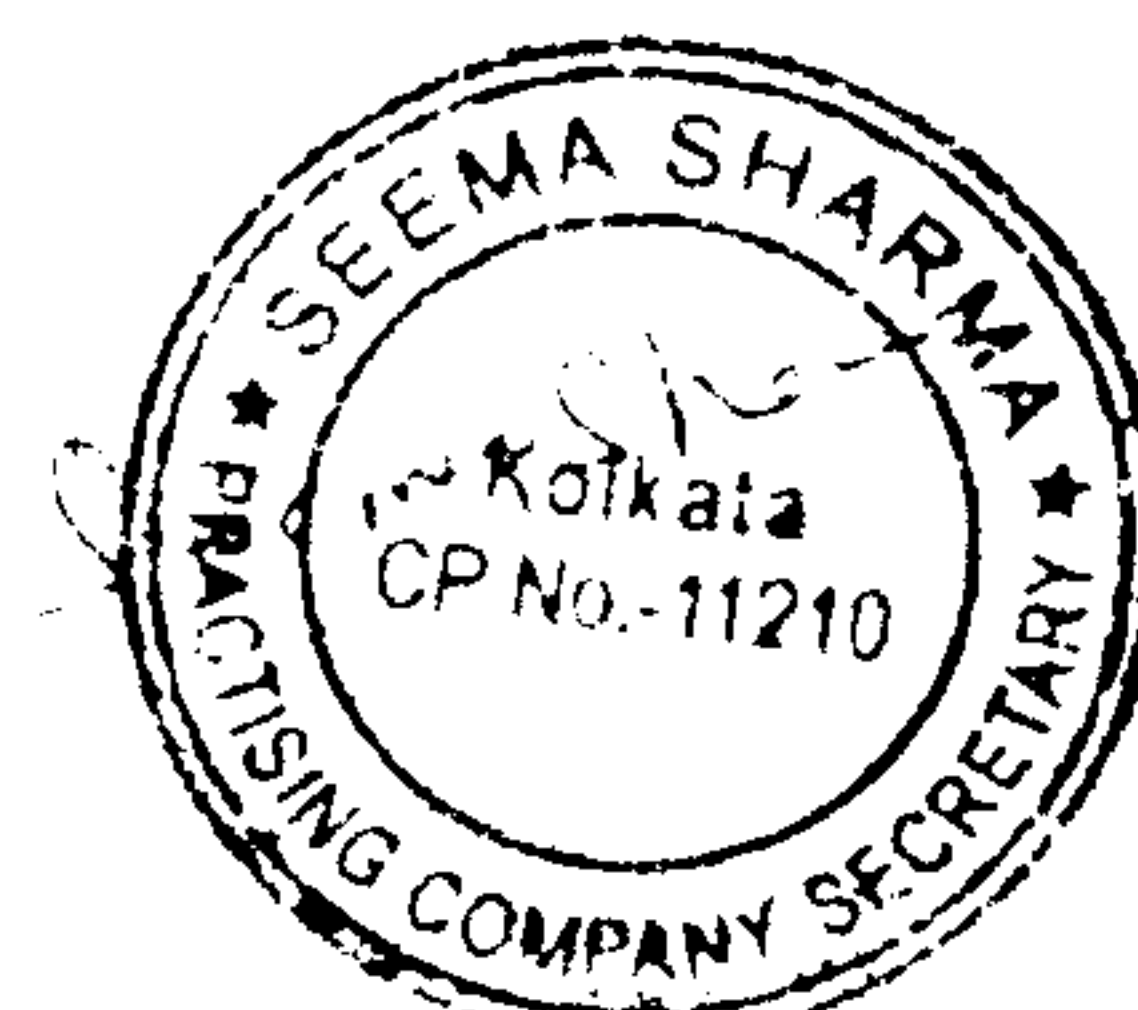
1. Resolution No. 1 ( SPECIAL RESOLUTION) Continuation of Directorship of Mr. Ramesh Maheshwari as an Independent, Non-Executive Director of the Company.
2. Resolution No. 2( SPECIAL RESOLUTION) Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non-Executive Director of the Company.

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For SMIFS CAPITAL MARKETS LIMITED

*P. Bhunia*

(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL



**SEEMA SHARMA**

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

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Mobile No.: +91 97483 03806

E-mail: [csseemasharma@gmail.com](mailto:csseemasharma@gmail.com)

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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 **10<sup>th</sup> 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 **6<sup>th</sup> 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. 16<sup>th</sup> 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, 17<sup>th</sup> December 2018 at 10.00 A.M. and ended on Tuesday, 15<sup>th</sup> January 2019 at 5.00 P.M.
- e) All physical ballots received up to i.e. 5.00 P. M. on Tuesday, 15<sup>th</sup> January 2019 being the last date and time fixed by the Company for receipt of the Ballot Forms were opened on 15<sup>th</sup> 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*

(POONAM BHATIA)

COMPANY SECRETARY

CUM-SENIOR MANAGER, LEGAL





**SEEMA SHARMA**

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

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24 Parganas (North) - 743128

Mobile No.: +91 97483 03806

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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](http://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,

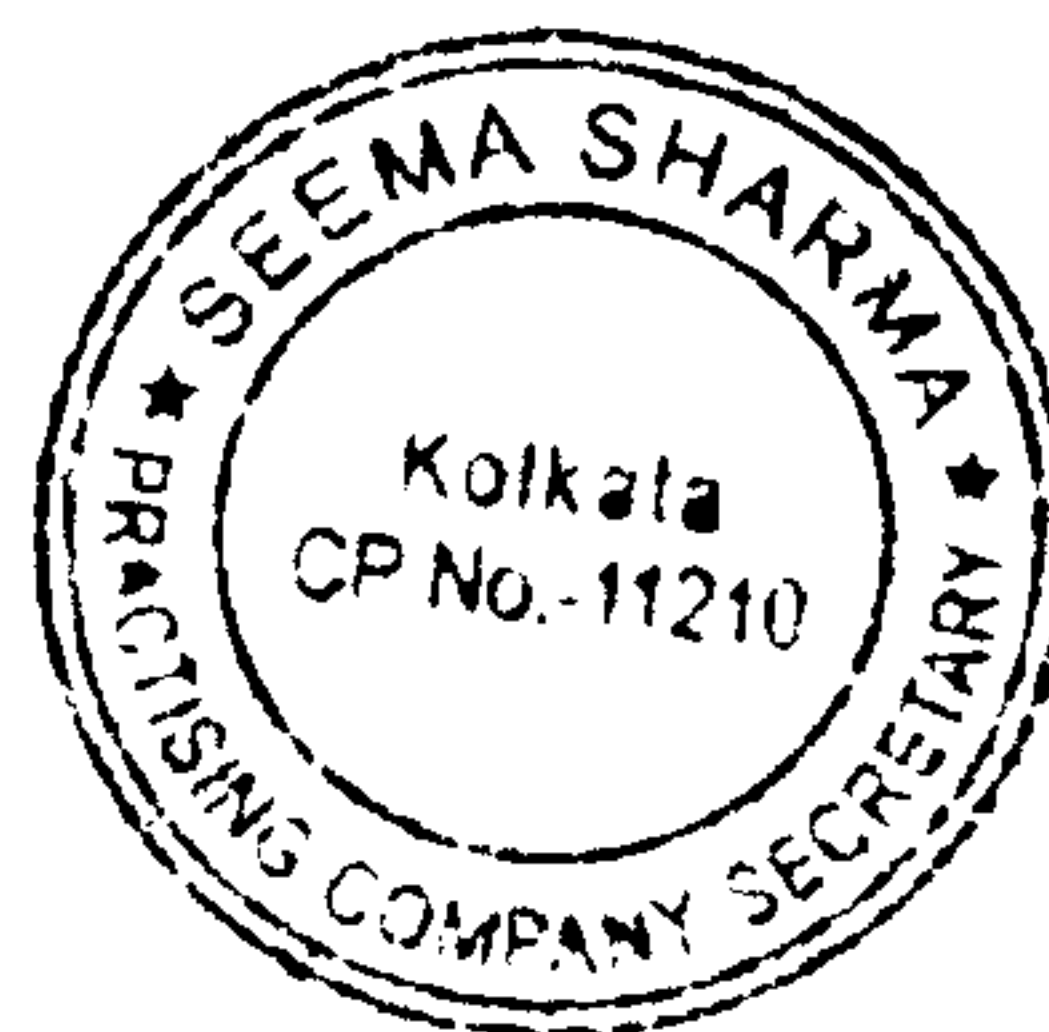
Yours faithfully,

*Seema Sharma*

Seema Sharma  
Practicing Company Secretary

M. No. - ACS 24160

C.P No. 11210



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FOR SMIFS CAPITAL MARKETS LIMITED  
*P. B. BHATTIA*  
(POONAM BHATTIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

**SEEMA SHARMA**

Company Secretary in Whole Time Practice

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The consolidate Results are as follows:

Item no. 1 of the Notice (as an Special Resolution)		Continuation Of Directorship of Mr. Ramesh Maheshwari as an Independent, Non- Executive Director of the Company							
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
E-voting	2949248	32	2949248	100	0	0	100	0	-
Voting through Ballots	588655	31	588650	99.99	1	5	0.01		-
<b>Total</b>	<b>3537903</b>	<b>63</b>	<b>3537898</b>	<b>99.99</b>	<b>1</b>	<b>5</b>	<b>0.01</b>		<b>-</b>

Item no. 2 of the Notice (as an Special Resolution)		Re-Appointment of Mr. Ramesh Maheshwari, as an Independent, Non- Executive Director of the Company.							
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
E-voting	2949248	32	2949248	100	0	0	100	0	-
Voting through Ballots	588655	31	588650	99.99	1	5	0.01		-
<b>Total</b>	<b>3537903</b>	<b>63</b>	<b>3537898</b>	<b>99.99</b>	<b>1</b>	<b>5</b>	<b>0.01</b>		<b>-</b>

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For SMIFS CAPITAL MARKETS LIMITED

*P. Bhatia*

(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER, LEGAL

*Seema Sharma*

**SEEMA SHARMA**

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

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24 Parganas (North) - 743128

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Item no. 3 of the Notice (as an Special Resolution)		Re-Appointment of Mr. Santosh Kumar Mukherjee as an Independent, Non- Executive Director of the Company.							
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
E-voting	2946998	30	2946998	100	0	0	100	2250	-
Voting through Ballots	588655	31	588650	99.99	1	5	0.01		-
<b>Total</b>	<b>3535653</b>	<b>61</b>	<b>3535648</b>	<b>99.99</b>	<b>1</b>	<b>5</b>	<b>0.01</b>		<b>-</b>

Item no. 4 of the Notice (as an Special Resolution)		Re-Appointment of Mrs. Ramya Hariharan as an Independent, Non- Executive Director of the Company.							
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No of folios	No of shares	% of total no of valid votes cast	No of folios	No of shares	% of total no of valid votes cast		
Remote e-voting	2949248	32	2949248	100	0	0	100	0	-
Voting through Poll at AGM Venue	588655	31	588650	99.99	1	5	0.01		-
<b>Total</b>	<b>3537903</b>	<b>63</b>	<b>3537898</b>	<b>99.99</b>	<b>1</b>	<b>5</b>	<b>0.01</b>		<b>-</b>

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FOR SMIFES CAPITAL MARKETS LIMITED

(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

Seema Sharma

**SEEMA SHARMA**

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

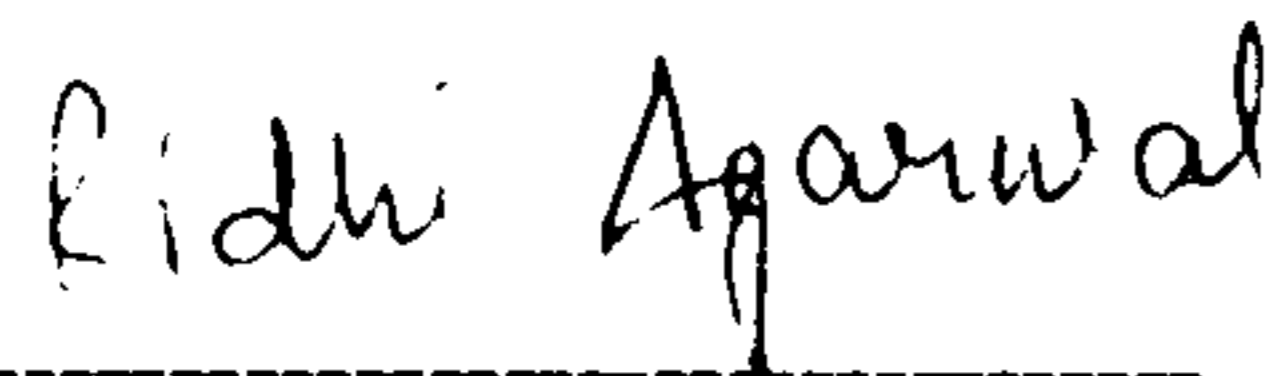
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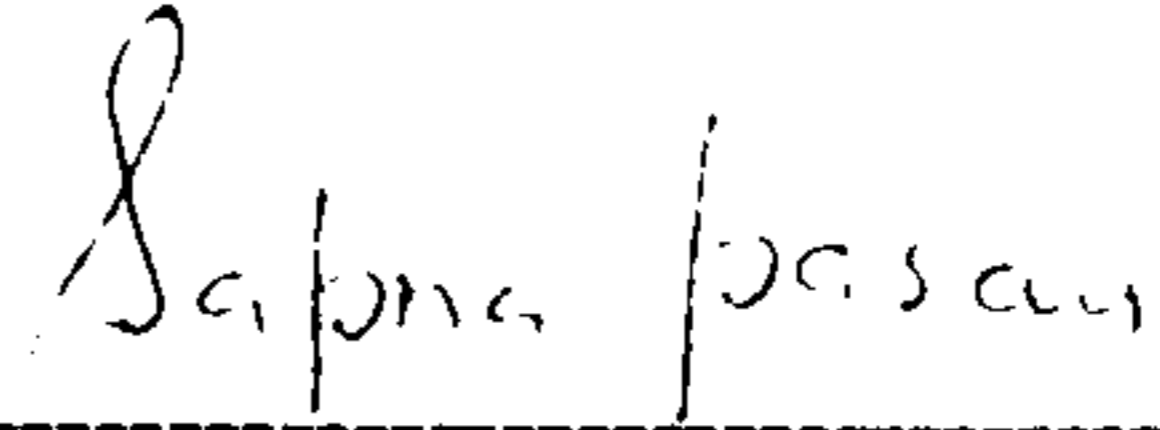
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E-mail: [csseemasharma@gmail.com](mailto:csseemasharma@gmail.com)

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 15<sup>th</sup> January 2018.



Riddhi Agarwal  
23 Janata Sarani, Eliza-X  
4<sup>th</sup> Floor, Hind Motor-712233



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

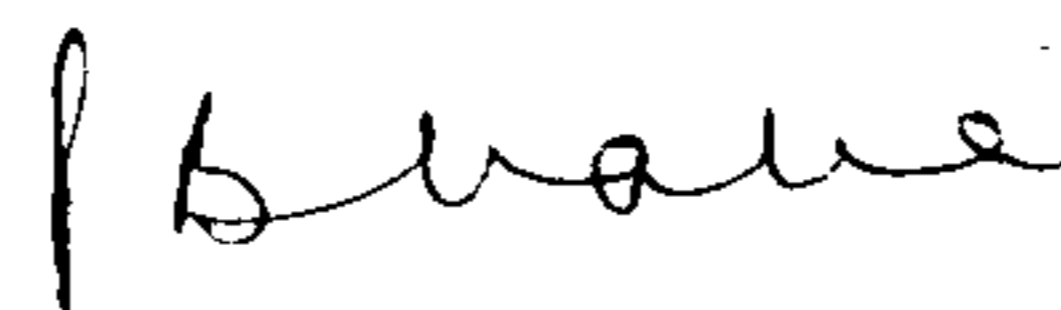
Countersigned by  
For **SMIFS Capital Markets Limited**



Utsav Parekh  
Chairman  
DIN:00027642

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For SMIFS CAPITAL MARKETS LIMITED



(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL