



**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF SMIFS CAPITAL MARKETS LIMITED HELD ON TUESDAY, THE 18<sup>TH</sup> DAY OF NOVEMBER, 2014 HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 'VAIBHAV', 4, LEE ROAD, 4F, KOLKATA - 700 020 AT 12.30 P.M.**

**Directors Present:**

**Mr. Kishor Shah** -Managing Director (In Chair)  
**Mr. Utsav Parekh** - Director  
**Mr. Ajay Kumar Kayan** -Director  
**Mr. Ramesh Maheshwari** -Director  
**Mr. Santosh Kumar Mukherjee** -Director  
**Mrs. Ramya Hariharan** -Director

**In Attendance:**

**Ms. Poonam Bhatia** -Company Secretary-cum-Senior Manager Legal  
**Mr. Vikash Goyal** -Scrutinizer

Mr. Kishor Shah, Managing Director and Chairman of the Meeting informed that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, a Postal Ballot Notice dated September 20, 2014 (with Postal Ballot Form and Postage prepaid envelope), containing 1 (one) draft Ordinary Resolution was sent to the Shareholders of the Company for their assent or dissent on the following:

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

The Board of Directors in their meeting held on September 20, 2014 had approved the said notice and also appointed M/s Goyal Vikash & Associates, Practicing Chartered Accountants as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

As per the Rules of the Companies Act, 2013, Company provided e-voting facility to its members to exercise their votes electronically. The e-voting portal of Central Depository Services (India) Limited (CDSL) for voting purpose remained open from October 17, 2014 (Friday) (10:00 a.m.) and ended on November 15, 2014 (Saturday)(6:00 p.m.), thereafter the same was disabled.

The Scrutinizer after carrying out the scrutiny of the postal ballots received together with results of e-voting upto the 6:00 P.M on November 15, 2014 submitted a consolidated Report on voting (Postal Ballot + E-Voting) on November 18, 2014.

Based on the Scrutinizer's Report, the Chairman announced the results of Postal Ballot and also announced the Ordinary Resolution as set out in the Postal Ballot Notice dated September 20, 2014 has been duly passed by the Shareholders of the Company with requisite majority.

*Certified True Copy*

SMIFS CAPITAL MARKETS LIMITED

*Poonam Bhatia*  
(POONAM BHATIA)  
COMPANY SECRETARY  
CUM SENIOR MANAGER LEGAL

*kg*  
CHAIRMAN'S  
INITIALS

*kg*

**SPECIAL BUSINESS****Resolution No. 1****Appointment of Mrs. Ramya Hariharan, as an Independent, Non- Executive Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Mrs. Ramya Hariharan (DIN 06928511), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019".

Resolution No. of the Notice	Ordinary/ Special Resolution	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes
		No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	
1.	Ordinary Resolution	3711008	100	0	0	0

Accordingly, the Resolution was passed with requisite majority as an Ordinary Resolution.

The Chairman then directed the Company Secretary to intimate the results of the Postal Ballot and to send the necessary reports to BSE Limited, The Calcutta Stock Exchange Limited, CDSL and also to arrange publication of the results in newspaper and on upload the same on Company's website.

**VOTE OF THANKS**

The meeting then concluded with a vote of thanks to the Chair.

Date: 18<sup>th</sup> November, 2014

Place: Kolkata

*Kishor Shah*

(Kishor Shah)  
Chairman

**Certified True Copy**

For SMIFS CAPITAL MARKETS LIMITED

*Poonam Bhatia*

(POONAM BHATIA)  
COMPANY SECRETARY  
CUM-SENIOR MANAGER LEGAL

CHAIRMAN'S  
INITIALS

