



SMIFS CAPITAL MARKETS LIMITED

September 22, 2018

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

Dear Sir,

Re: AGM of the Company held on September 22, 2018 at 10.00 a.m.

Sub: Details of the Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is for your kind information that the Annual General Meeting of the Company was held on September 22, 2018 at Rrangoli Banquet Hall, 'Vaibhav', 4, Lee Road, Ground Floor, Kolkata - 700 020 at 10.00 a.m. We are forwarding you the Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please Acknowledge.

Yours Faithfully
For **SMIFS CAPITAL MARKETS LIMITED**

(Poonam Bhatia)
Company Secretary-cum- Senior Manager Legal



SEEMA SHARMA
Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More
Authpur, Snyamnagar
24 Parganas (North) - 743128
Mobile No.: +91 97483 03806
E-mail: csseemasharma@gmail.com

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

September 22, 2018

To

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

Sub: Combined Scrutinizer's Report on e-voting and Poll pursuant to the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the agenda items transacted at the Thirty Third Annual General Meeting(AGM) of the Company held on Saturday 22ND September 2018 at 10.00 a.m at Rrangoli Banquet Hall Vaibhav, 4 Lee Road, Kolkata-700020

Dear Sir,

1. **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, to conduct the remote e-voting process and voting by poll taken in respect of the below mentioned resolutions passed at the 35th Annual General Meeting of the "**Company**" held on September 22, 2018 at Rrangoli Banquet Hall, Vaibhav, 4 Lee Road, Kolkata-700 020 at 10.00 a.m.

The Notice dated **30th May 2018** along with statement setting out material facts under section 102 of the Act were sent to shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Public Advertisement with respect to dispatch of Notices & conducting of voting through electronic means was published in a English Newspaper "**Business Standard**"



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and in a Bengali Newspaper "Ek Din" having wide circulation, in their respective editions dated **29th August 2018**.

The Management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act and Rules relating to e-voting and Poll on the resolutions contained in the Notice to the 35th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a **Scrutinizer's Report** on the votes cast "**in favour**" or "**against**" or "**abstained**", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited (CDSL)**, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

The Company had also provided for voting through Poll at the AGM venue at the 35th Annual General Meeting, to the shareholders who had not cast their votes earlier through remote e-voting facility.

The Members of the Company as on the "Cut off" date i.e. **September 15, 2018 (Saturday)** were entitled to vote on the resolutions (items Nos. 1 to 4 as set out in the notice of the 35th Annual General Meeting of the Company)

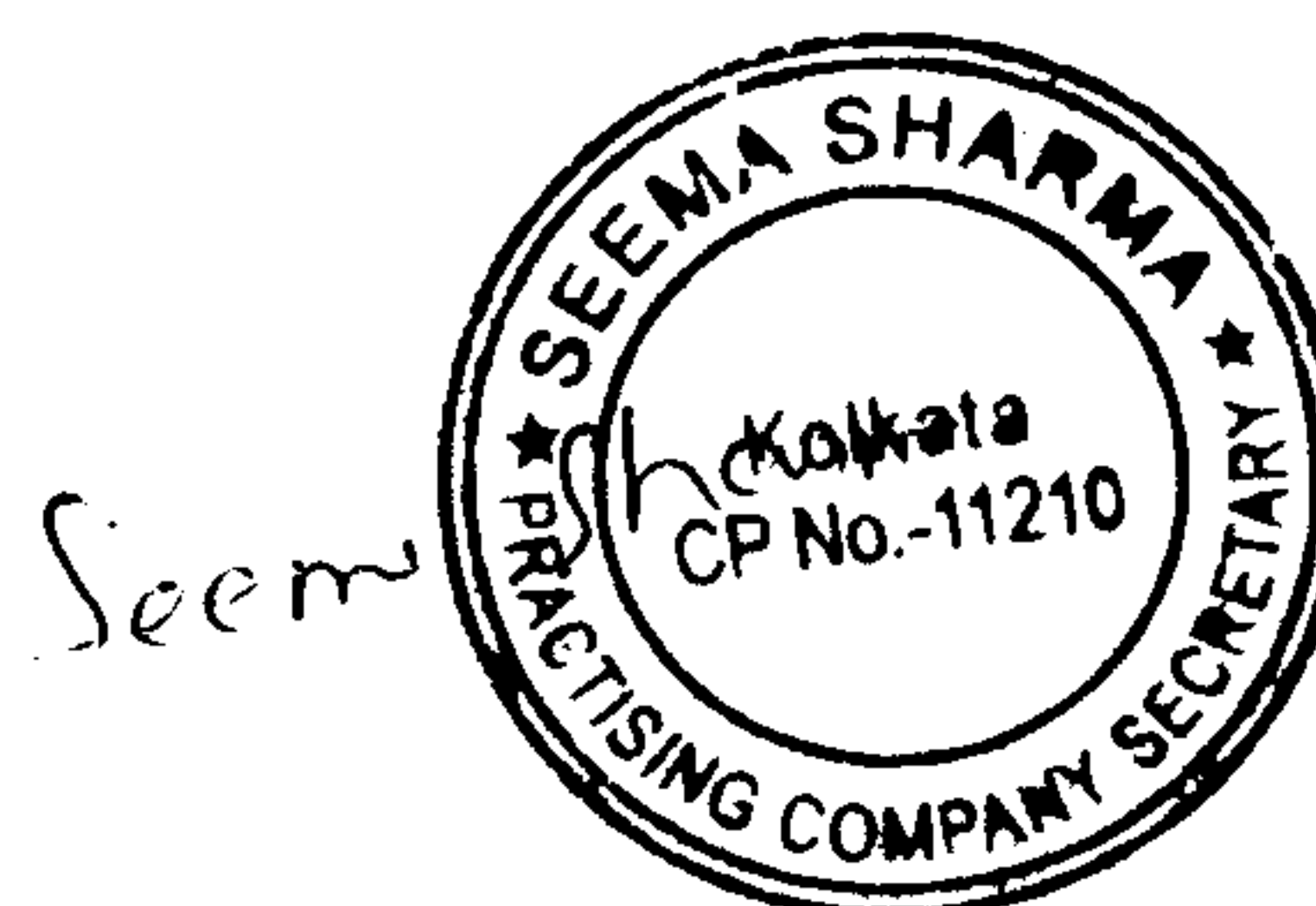
Further to the above, I submit my report as under:

Remote e-voting

1. The e-voting period remained open from **Tuesday, September 18, 2018 (10.00 A.M)** to **Friday, September 21, 2018 (5.00 P.M)**(both days inclusive).
2. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
3. The Corporate Members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

Voting through Poll at the AGM Venue

1. The Company had provided the facility for voting through Poll at the AGM and Members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.



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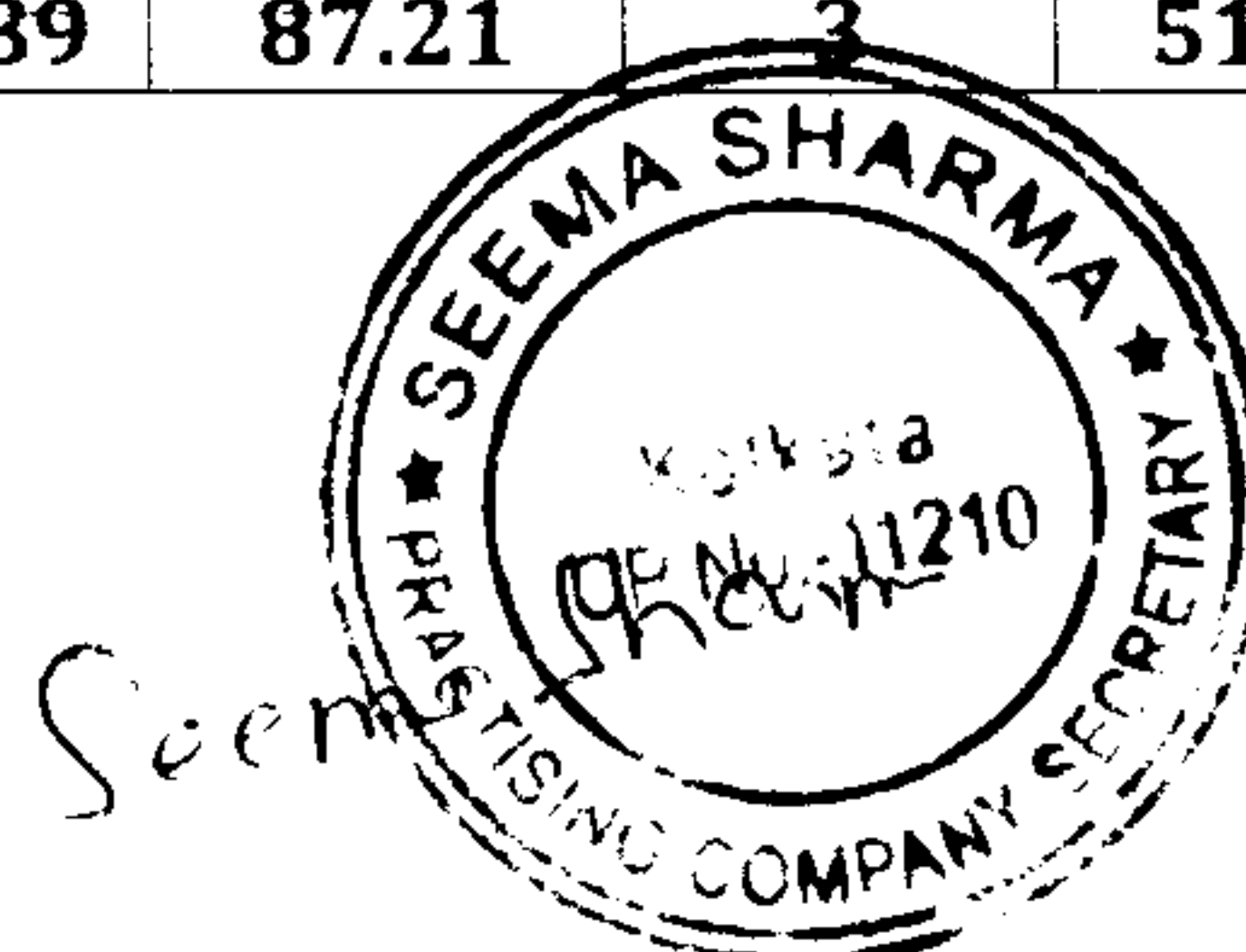
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2. The Polling papers in form MGT-12 as per section 109(5) of the Act & Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to shareholders present. The Shareholders cast their votes in the ballot box kept at the convenient place in the Venue.
3. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
4. There were **22 invalid votes for item no 1,2, 4 and 6 , 1692672 invalid votes for Item No 3 and 272 invalid votes for item no 5.**

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of **Central Depository Services (India) Limited (CDSL)** i.e <https://www.evotingindia.com> and voting through Poll at the AGM Venue was prepared.

The consolidate Results are as follows:

Item no. 1 of the Notice (as an Ordinary Resolution)		To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31 2018, the Statement of Profit & Loss and the Cash Flow Statements for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon						Invalid Votes	Abstained Votes
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution				
		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	3467578	33	2948960	85.04	3	518618	14.96	-	-
Voting through Poll at AGM Venue	588779	54	588779	100	-	-	-	22	-
Total	4056357	87	3537739	87.21	3	518618	12.79	22	-



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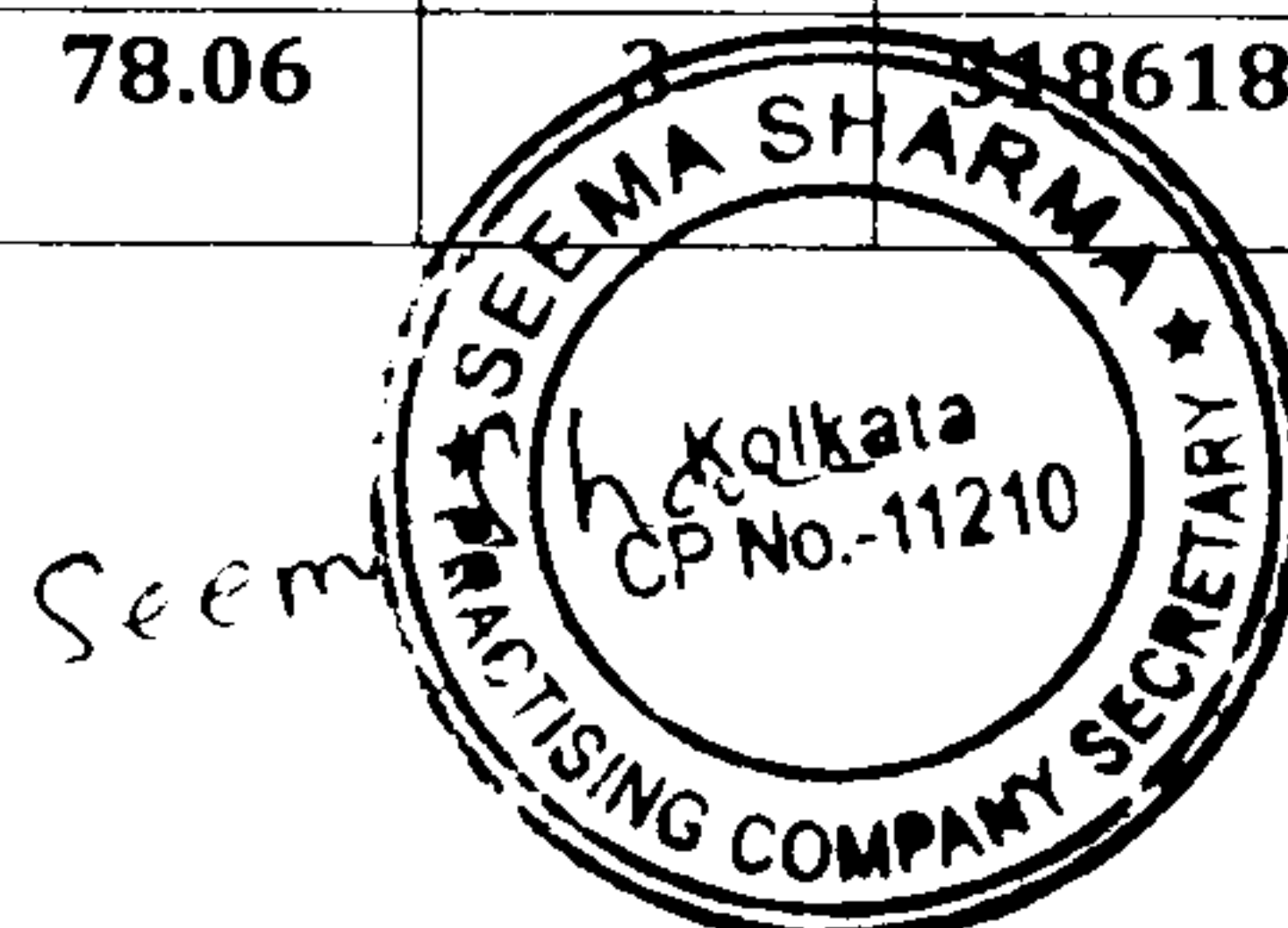
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Item no. 2 of the Notice (as an Ordinary Resolution)		To declare divided for the year ended March 31, 2018.							
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstained Votes
		No 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	3467578	33	2948960	85.04	3	518618	14.96	-	-
Voting through Poll at AGM Venue	588779	54	588779	100	-	-	-	22	-
Total	4056357	87	3537739	87.21	3	518618	12.79	22	-

Item no. 3 of the Notice (as an Ordinary Resolution)		To appoint Director in place of Mr. Ajay Kumar Kayan (DIN 00239123), who retires by rotation and being eligible, offers himself for re-appointment.							
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	1777928	23	1259310	70.83	3	518618	29.17	1689650	-
Voting through Poll at AGM Venue	585779	53	585779	100	-	-	-	3022	-
Total	2363707	76	1845089	78.06	3	518618	21.94	1692672	-



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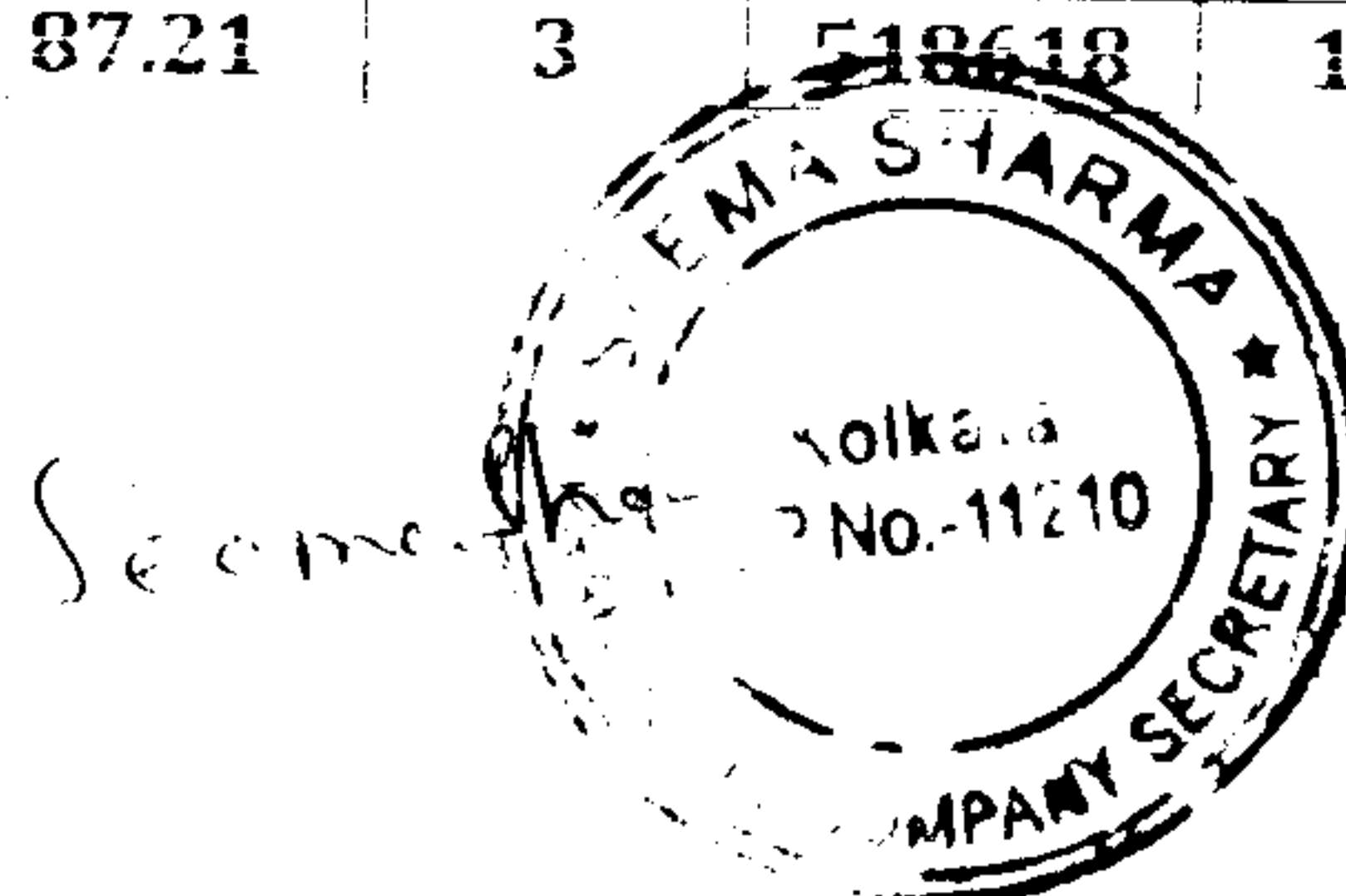
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Item no. 4 of the Notice (as an Ordinary Resolution)		To appoint auditors to hold office from conclusion of the Thirty Fifth Annual General Meeting until the conclusion of the Thirty Ninth Annual General Meeting and to authorize the Board to fix their remuneration							
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	3467578	33	2948960	85.04	3	518618	14.96	-	-
Voting through Poll at AGM Venue	588779	54	588779	100	-	-	-	22	-
Total	4056357	87	3537739	87.21	3	518618	12.79	22	-

Item no. 5 of the Notice (as an Ordinary Resolution)		To appoint Mrs. Pushpa Mishra 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	3467328	31	2948710	85.04	3	518618	14.96	250	-
Voting through Poll at AGM Venue	588779	54	588779	100	-	-	-	22	-
Total	4056107	85	3537489	87.21	3	518618	12.79	272	-



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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	3467578	33	2948960	85.04	3	518618	14.96	-	-
Voting through Poll at AGM Venue	588779	54	588779	100	-	-	-	22	-
Total	4056357	87	3537739	87.21	3	518618	12.79	22	-

All the Resolutions have been passed with requisite majority.

The Data Sheet relating to e-voting/Poll papers are in safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours faithfully,

Seema Sharma

Seema Sharma
Practicing Company Secretary



M. No. - ACS 24160
C.P No. 11210

SEEMA SHARMA

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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 11.15 A.M. on 22nd September 2018.

Riddhi Agarwal

Riddhi Agarwal
23 Janata Sarani, Eliza-X
4th Floor, Hind Motor-712233

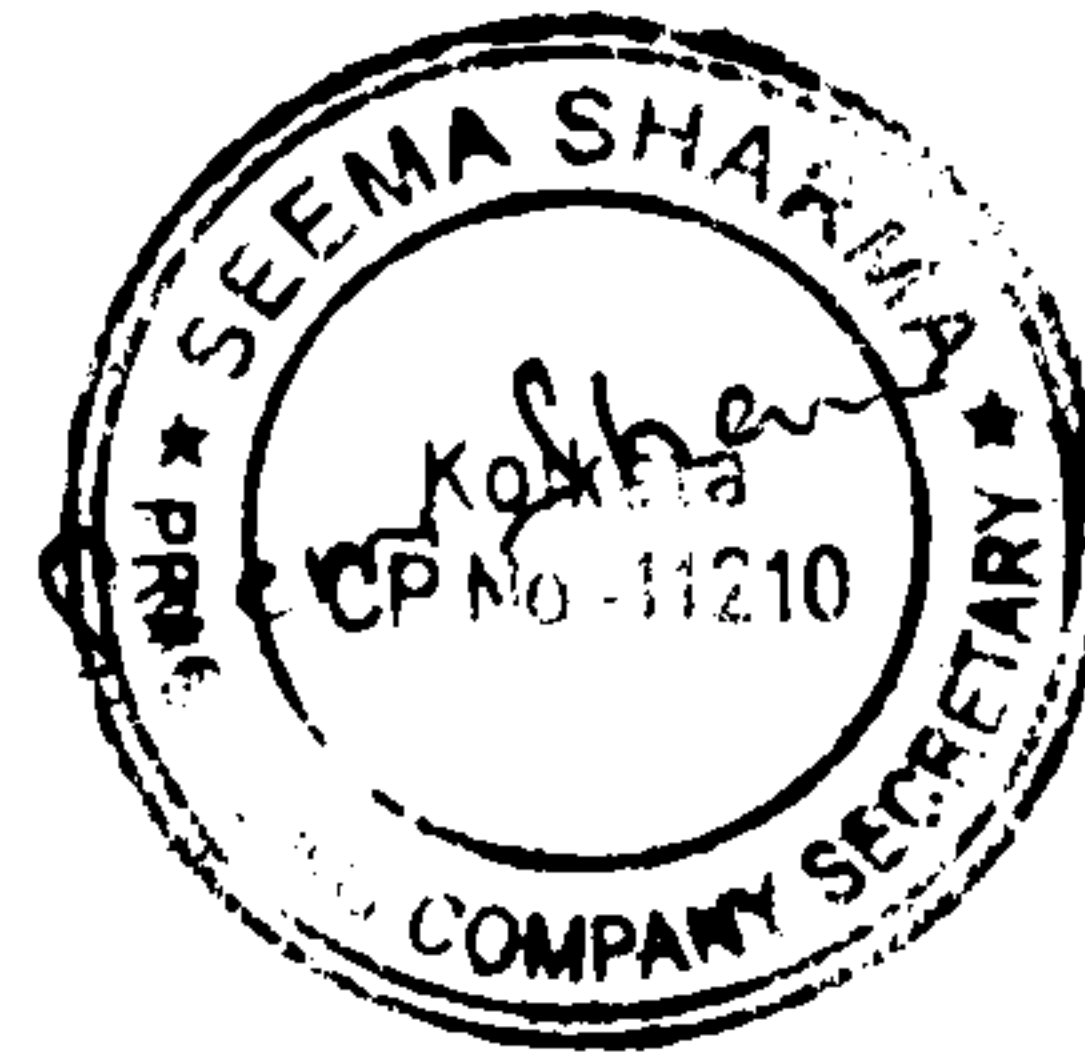
Sapna Pasari

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

Countersigned by
For SMIFS Capital Markets Limited

Kishor Shah

Kishor Shah
Managing Director (Chairman of 35th Annual General Meeting)
DIN:00170502



Format for Voting Results

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015, the requisite information relating to the Annual General Meeting (AGM) of the Company, held on Saturday, 22nd September, 2018 at 10.00 a.m. at Rrangoli Banquet Hall, 'Vaibhav', 4, Lee Road, Ground Floor, Kolkata - 700 020, is furnished below:

Date of the AGM	22nd September, 2018
Total Number of Shareholders on record date	1473
No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none">• Promoters & Promoter Group• Public	13 403
No. of Shareholders present in the meeting through Video Conferencing <ul style="list-style-type: none">• Promoters & Promoter Group• Public	Nil

A.	Whether Promoter/Promoter Group are interested in the agenda/resolution?	No																				
	Category	Mode of Voting	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													
1	Promoter and Promoter Group	Evoting	2534051	2534051	100%	2534051	0	100	0													
		Poll	0	0	0	0	0	0	0	0												
		Postabl Ballot(if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A												
		Total	2534051	2534051	100%	2534051	0	100	0													
		Evoting	58790	58790	100%	58790	0	100	0													
		Poll	563638	563638	100%	563638	0	100	0													
		Postabl Ballot(if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A												
		Total	622428	622428	100%	622428	0	100	0													
		Evoting	874737	874737	100%	356119	518618	40.71	59.29													
		Poll	25163	25141	100%	25141	0	100.00	0.00													
Postabl Ballot(if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A															
Total	899900	899878	100%	381282	518618	42.37	57.63															
2	Public Institutions																					
3	Public Non-Institutions																					

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FOR SMIFS CAPITAL MARKETS LIMITED

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

Resolution No. 2 (ORDINARY RESOLUTION)

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	Evoting	2534051	2534051	100%	2534051	0	100	0
	Poll	0	0	0	0	0	0	0
	Postabl Ballot(if applicable) Total	0	0	0	0	0	0	0
2 Public Institutions	Evoting	58790	58790	100%	58790	0	100	0
	Poll	563638	563638	100%	563638	0	100	0
	Postabl Ballot(if applicable) Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A
3 Public Non-Institutions	Evoting	874737	874737	100%	356119	518618	40.71	59.29
	Poll	25163	25141	100%	25141	0	100.00	0.00
	Postabl Ballot(if applicable) Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A
		899900	899878	100%	381282	518618	42.37	57.63

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FOR SMIIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
COMPANY SECRETARY

CUM-SENIOR MANAGER LEGAL

Resolution No. 4(ORDINARY RESOLUTION)											
Whether Promoter/Promoter Group are interested in the agenda/resolution?	Mode of Voting		No of Shares held	No of votes polled	% of votes polled on outstanding shares	No of votes-favour	No of votes-against	% of votes in favour on votes polled	% of votes against on votes polled		
D.	No		1	2	3 = (2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100		
1 Promoter and Promoter Group	Evoting		2534051	2534051	100%	2534051	0	100	0		
	Poll		0	0	0	0	0	0	0		
	Postabl Ballot(if applicable)		0	0	0	0	0	0	0		
	Total		2534051	2534051	100%	2534051	0	100	0		
2 Public Institutions	Evoting		58790	58790	100%	58790	0	100	0		
	Poll		563638	563638	100%	563638	0	100	0		
	Postabl Ballot(if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	N.A		
	Total		622428	622428	100%	622428	0	100	0		
3 Public Non-Institutions	Evoting		874737	874737	100%	356119	518618	40.71	59.29		
	Poll		25163	25141	100%	25141	0	100.00	0.00		
	Postabl Ballot(if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	N.A		
	Total		899900	899878	100%	381282	518618	42.37	57.63		

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For SMIFS CAPITAL MARKETS LIMITED
Poonam Bhatia
 (POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL

Resolution No. 5 (ORDINARY RESOLUTION)											
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	No of votes-in favour	No of votes-against	% of votes in favour on votes polled	% of votes against on votes polled			
Category	Mode of Voting	1	2	3 = (2/1*100)	4	5	6 = (4/2)*100	7 = (5/2)*100			
1	Evoting	2534051	2534051	100%	2534051	0	0	0			
	Poll	0	0	0	0	0	0	0			
	Postabl Ballot(if applicable) Total	0	0	0	2534051	0	0	0			
2	Evoting	58790	58790	100%	58790	0	100	0			
	Poll	563638	563638	100%	563638	0	100	0			
	Postabl Ballot(if applicable) Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A			
3	Evoting	874737	874487	100%	356119	518618	40.72	59.31			
	Poll	25163	25141	100%	25141	0	100.00	0.00			
	Postabl Ballot(if applicable) Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A			
		899900	899878	100%	381282	518618	42.37	57.63			

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15 AUGUST 2015 10:15 AM
 P. ANJAN KUMAR
 COMPANY SECRETARY
 SENIOR MANAGER LEGAL

SMIFS CAPITAL MARKETS LIMITED - CIN No: L74300WB1983PLC036342										
Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015										
Resolution No. 6(SPECIAL RESOLUTION)										
F.	Whether Promoter/Promoter Group are interested in the agenda/resolution?	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	Promoter and Promoter Group	Evoting	2534051	2534051	100%	2534051	0	100	0	
		Poll	0	0	0	0	0	0	0	
		Postabl Ballot(if applicable)	0	0	0	0	0	0	0	
	Total	2534051	2534051	100%	2534051	0	100	0		
2	Public Institutions	Evoting	58790	58790	100%	58790	0	100	0	
		Poll	563638	563638	100%	563638	0	100	0	
		Postabl Ballot(if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	622428	622428	100%	622428	0	100	0		
3	Public Non-Institutions	Evoting	874737	874737	100%	356119	518618	40.71	59.29	
		Poll	25163	25141	100%	25141	0	100.00	0.00	
		Postabl Ballot(if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	899900	895878	100%	381282	518618	42.37	57.63		
										FOR SMIFS CAPITAL MARKETS LIMITED

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(FOR) MAN BHAJIA
SECRETARY
CUM-SENIOR MANAGER HR&M