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**BNK CAPITAL MARKETS LTD.**  
INVESTMENT BANKING • FINANCIAL SERVICES • ADVISORY • DISTRIBUTION

Date: 19<sup>th</sup> August, 2019

The Deputy General Manager,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Security Code: 500069

The Secretary  
The Calcutta Stock Exchange Ltd  
7, Lyons Range  
Kolkata - 700 001  
Script Code: 10012048

**Sub: Disclosure of Voting Results as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015**

We are hereby enclosing herewith a copy of Consolidated Scrutinizer Report for voting results of the Company as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 for the 33<sup>rd</sup> Annual General Meeting of the Company held on Saturday, 17<sup>th</sup> August, 2019 from 11:00 A.M. to 12:05 P.M. at Bharatiya Bhasha Parishad, Sitaram Seksaria Auditorium, 36A Shakespeare Sarani, Kolkata - 700 017. The Resolution No's 1,2,3,4,5 & 6, which were proposed in the said Annual General Meeting are declared passed unanimously.

Thanking You,  
For BNK Capital Markets Limited

*Khusboo Kumari*

Khusboo Kumari  
Company Secretary

CIN No. : L34202WB1986PLC040542

An ISO 9001 : 2015 and ISO 27001 : 2015 COMPANY.

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Mobile : 98306 20339

# JYOTI MAHATMA

M. COM., A. C. S.

PRACTISING COMPANY SECRETARY

284/23, M. N. K. Road North, B. J. F. PLC. Alam Bazar, Kolkata - 700 035

Ref. No. ....

Dated .....

## Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

To,  
The Chairman  
BNK Capital Markets Limited  
Mayfair Tower  
2 Palm Avenue  
Kolkata-700 019


Dear Sir,

I, Jyoti Mahatma, Practising Company Secretary was appointed as a Scrutinizer by BNK Capital Markets Limited ("the Company") for the purpose of scrutinizing the voting process (electronically or otherwise) at the 33<sup>rd</sup> Annual General Meeting of the Shareholders of the Company, held on Saturday, 17<sup>th</sup> day of August, 2019 at 11.00 a.m. at Bharatiya Bhasha Parishad, Sitaram Seksaria Auditorium, 36A Shakespeare Sarani, Kolkata - 700 017 in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s). The Company had provided to the Members facility of remote e-voting and voting at the Annual General Meeting by Ballot. We submit our report as under:


1. The remote e-voting period started on Wednesday, 14<sup>th</sup> August, 2019 at 9.00 a.m. and ended on Friday, 16<sup>th</sup> August, 2019 at 5.00 p.m. and the members were required to cast their vote electronically conveying their assent/dissent in respect of the Ordinary Resolutions on e-voting platform provided by CDSL. The remote e-voting module was disabled by CDSL for voting thereafter.
2. The members who attended the AGM were provided with the facility of voting through Ballot.



3. The shareholders holding shares as on the "cut off" date i.e. 10<sup>th</sup> August, 2019 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the notice of the 33<sup>rd</sup> Annual General Meeting of the Company)
4. The votes were finally unblocked on 17<sup>th</sup> August 2019 at around 12.35 p.m. in the presence of two witnesses, Ms. Shruti Sharma and Ms. Sudeshna Basu who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_

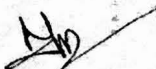
Name: Ms. Shruti Sharma

  
\_\_\_\_\_

Name: Ms. Sudeshna Basu

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of the Central Depository Services (India) Limited (<https://www.evotingindia.com>) – Annexure " A" .
6. The result of the e-voting and ballot are annexed. Accordingly, all the resolution nos. 1 to 6 set out in the Notice of the 33<sup>rd</sup> AGM were passed with requisite majority.
7. The Register, all other papers and relevant records relating to electronic voting / voting by ballots shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
(Jyoti Mahatma)  
Company Secretary  
Membership Number: ACS-31621  
C.P. No: 11731  
Place: Kolkata  
Dated: 19<sup>th</sup> August, 2019



**33<sup>rd</sup> Annual General Meeting of BNK Capital Markets Limited**

**Details of voting results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of Annual General Meeting:</b>	Saturday, 17 <sup>th</sup> August 2019
<b>Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting - 10 August 2019)</b>	2113
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoter and Promoter Group:</b>	12
<b>Public:</b>	46
<b>Total</b>	<b>58</b>
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	N.A.
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	



Agenda-wise disclosure

**Resolution No. 1: Adoption of Audited Financial Statements and Audited Consolidated Financial Statements and Reports thereon for FYE 31.03.2019**

Resolution required : (Ordinary/Special)		Ordinary						
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	No of Votes – in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.0000	5968857	0	100.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>5968857</b>	<b>100.0000</b>	<b>5968857</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>7915554</b>	<b>100.0000</b>	<b>7915554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 2: Declaration of Dividend

Resolution required : (Ordinary/Special)		Ordinary						
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	No of Votes - in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.0000	5968857	0	100.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>5968857</b>	<b>100.0000</b>	<b>5968857</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>7915554</b>	<b>100.0000</b>	<b>7915554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 3: Appointment of Director retiring by rotation (Sri Ajit Khandelwal)

Resolution required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution?		Yes, to the extent of their shareholding						
Category	Mode of Voting	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
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5968857	3618369	61.0000	3618369	0	61.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>3618369</b>	<b>61.0000</b>	<b>3618369</b>	<b>0</b>	<b>61.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>5565066</b>	<b>70.0000</b>	<b>5565066</b>	<b>0</b>	<b>70.0000</b>	<b>0.0000</b>



Resolution No. 4: Ratify the Appointment of Auditors (M/s. Santosh Choudhary & Associates)

Resolution required : (Ordinary/Special)		Ordinary						
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	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.0000	5968857	0	100.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>5968857</b>	<b>100.0000</b>	<b>5968857</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>7915554</b>	<b>100.0000</b>	<b>7915554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





Resolution No. 5: Appointment of Shri Murari Lal Khetan as an Independent Director

Resolution required : (Ordinary/Special)		Special						
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	No of Votes – in favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.0000	5968857	0	100.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>5968857</b>	<b>100.0000</b>	<b>5968857</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public – Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>7915554</b>	<b>100.0000</b>	<b>7915554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 6: Re-Appointment of Shri Ajit Khandelwal as a Managing Director of the Company w.e.f. 1st April, 2019

Resolution required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution?		Yes, to the extent of their shareholding						
Category	Mode of Voting	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
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	5968857	2048156	34.3100	2048156	0	34.3100	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (A)</b>	<b>5968857</b>	<b>2048156</b>	<b>34.3100</b>	<b>2048156</b>	<b>0</b>	<b>34.3100</b>	<b>0.0000</b>
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Ballot at the AGM venue		0	0.0000	0	0	0.0000	0.0000
	<b>Sub-total (B)</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	1946697	1946669	99.9900	1946669	0	99.9900	0.0000
	Ballot at the AGM venue		28	00.0100	28	0	00.0100	0.0000
	<b>Sub-total (C)</b>	<b>1946697</b>	<b>1946697</b>	<b>100.0000</b>	<b>1946697</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Grand Total = A+B+C</b>		<b>7915554</b>	<b>3994853</b>	<b>50.4600</b>	<b>3994853</b>	<b>0</b>	<b>50.4600</b>	<b>0.0000</b>

