



## 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, 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) the following special business be transacted by the Members of SMIFS Capital Markets Limited by passing the Resolution through Postal Ballot including electronic means (e-voting).

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

#### **E-Voting Option**

We are pleased to offer e-voting facility as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting.

The Board of Directors of the Company has appointed M/s Goyal Vikash & Associates, Practicing Chartered Accountants as the Scrutinizer for conducting the Postal Ballot process. The Scrutinizer will submit their 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 22<sup>nd</sup> November, 2014 (Saturday) at the Registered Office of the Company. The results of the postal ballot will be posted on the Company's website [www.smifscap.com](http://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:**

#### **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 **Ordinary Resolution**:-

“**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 up to 31<sup>st</sup> March, 2019”.

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

The 20<sup>th</sup> day of September, 2014

**By Order of the Board of Directors**

**(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 Board of Directors which has been authorized in this regard has appointed M/s Goyal Vikash & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The voting of the Members shall be reckoned as on 30<sup>th</sup> September, 2014 (Tuesday) which is the cut-off date.
4. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 22<sup>nd</sup> November, 2014 (Saturday) at the Registered Office of the Company and same will be placed on the Company's website [www.smifscap.com](http://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).
5. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
6. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
7. In case a member(s) desires to exercise vote by Postal Ballot Form, he 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 15<sup>th</sup> November, 2014 (Saturday). 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.
8. In case a member desires to express to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. He can use the facility and log in any number of times till he has voted on the resolution or till the end of the voting period i.e. 15<sup>th</sup> November, 2014 (Saturday) whichever is earlier.
9. 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. to 06.00 p.m. on any working day from 17<sup>th</sup> October, 2014 (Friday) to 15<sup>th</sup> November, 2014 (Saturday).
10. 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)**

The following Explanatory Statement states out all the material facts relating to business mentioned in accompanying Notice:

Mrs. Ramya Hariharan does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

A notice has been received from a member proposing Mrs. Ramya Hariharan as a candidate for the office of Director of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mrs. Ramya Hariharan is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In the opinion of the Board, Mrs. Ramya Hariharan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Ramya Hariharan, as an Independent Director setting out the 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 on any working day.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Ramya Hariharan as an Independent Director, 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 Director Proposed to be appointed at the forthcoming Postal Ballot  
(in pursuance to Clause 49 of the Listing Agreement)**

Name of Director	Age	Date of Appointment on the Board	Expertise in specific field	Names of other Companies in which she holds 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 she is a Director	Shareholding in the Company
Mrs. Ramya Hariharan	36	20 <sup>th</sup> September, 2014	Lawyer	AI Champdany Industries Ltd.	1. Nomination & Remuneration Committee 2. Stakeholders Relationship Committee 3. Audit Committee	NIL	NIL

## 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. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Committee of the Board of the Directors of the Company which has been authorized in this regard.
3. 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.
4. Unsigned, incomplete, incorrect Forms will be rejected.
5. Members may not use all their votes and may not cast all their votes in the same way.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 15<sup>th</sup> November, 2014(Saturday). All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. 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 the date specified at item no. 6 above.
8. 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.
9. 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.
10. 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. 30<sup>th</sup> September, 2014 (Tuesday).
11. 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.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website, i.e., [www.smifscap.com](http://www.smifscap.com). The result 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).

### INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

#### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANYNAME" from the drop down menu and click on "SUBMIT"
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li></ul>

	<p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN00S00245</p> <p>(2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 30<sup>th</sup> September, 2014 (Tuesday)</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly to 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 for the relevant <Company Name> on which you choose to vote.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 17<sup>th</sup> October, 2014 (Friday) (10:00 a.m.) and ends on 15<sup>th</sup> November, 2014 (Saturday) (6:00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> September, 2014 (Tuesday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



## SMIFS CAPITAL MARKETS LIMITED

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

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

### POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

**Postal Ballot No:**

1. Name and Registered address of

Sole / first named member:

2. Name(s) of Joint Holders, if any :

3. Ledger Folio / DP ID & Client ID No. :

4. Number of Shares held :

5. I/We exercise my/our votes in respect of the following Resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated 20<sup>th</sup> September, 2014 by sending my/our assent or dissent to the following resolutions by placing (✓) mark in the appropriate box below:

Item No.	Brief particulars of the resolution proposed	Type of Resolution	No. of Shares	Please (✓) in the appropriate box below	
				I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
1.	Appointment of Mrs. Ramya Hariharan, as an Independent, Non- Executive Director of the Company	Ordinary			

Place:

Date:

Signature of the Member or the Authorised Representative

### ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password

Note: Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.