



SMIFS CAPITAL MARKETS LIMITED

September 23, 2017

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

Dear Sir,

Re: AGM of the Company held on September 23, 2017 at 10.00 a.m.

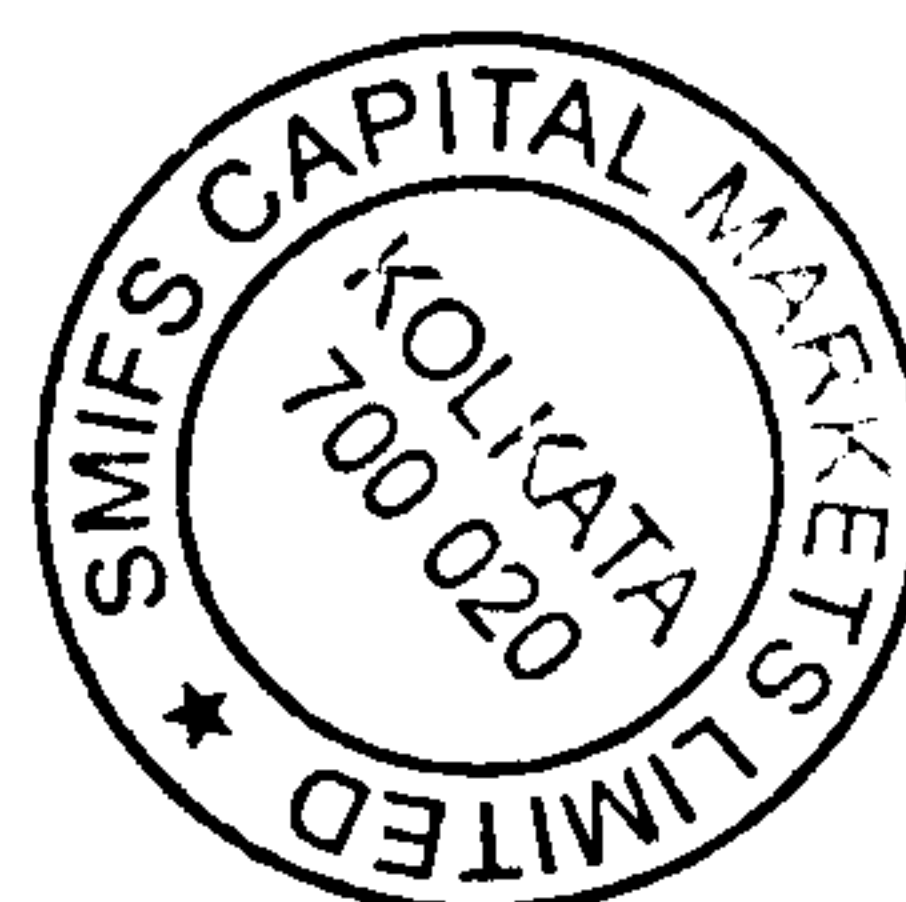
Sub: Details of the Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is for your kind information that the Annual General Meeting of the Company was held on September 23, 2017 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, Shyamnagar

24 Parganas (North) - 743128

Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

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

September 23, 2017

To

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

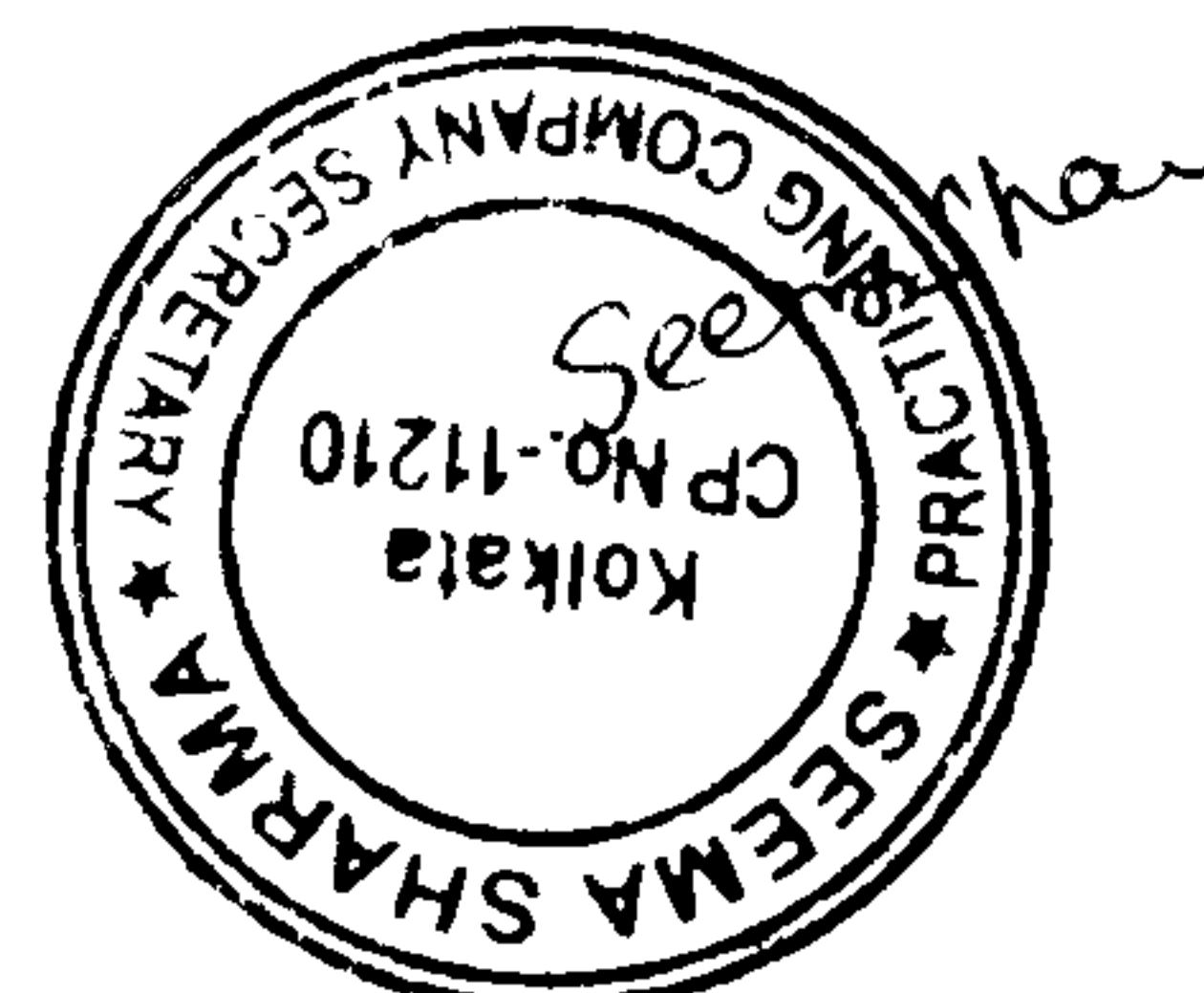
Sub: Combined Scrutinizer's Report on e-voting and Poll pursuant to the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the agenda items transacted at the Thirty Fourth Annual General Meeting (AGM) of the Company held on Saturday 23rd September, 2017 at 10.00 A.M at Rrangoli Banquet Hall Vaibhav, 4 Lee Road, Kolkata-700020

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, to conduct the remote e-voting process and voting by poll taken in respect of the below mentioned resolutions passed at the 34th Annual General Meeting of the "**Company**" held on September 23, 2017 at Rrangoli Banquet Hall, Vaibhav, 4 Lee Road, Kolkata-700 020 at 10.00 A.M.

The Notice dated **23rd May, 2017** 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 an English Newspaper "**Business**



Standard and in a Bengali Newspaper "Ek Din" having wide circulation, in their respective editions dated **19th August, 2017**.

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 34th 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 34th 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 16, 2017 (Saturday)** were entitled to vote on the resolutions (items Nos. 1 to 5 as set out in the notice of the 34th Annual General Meeting of the Company)

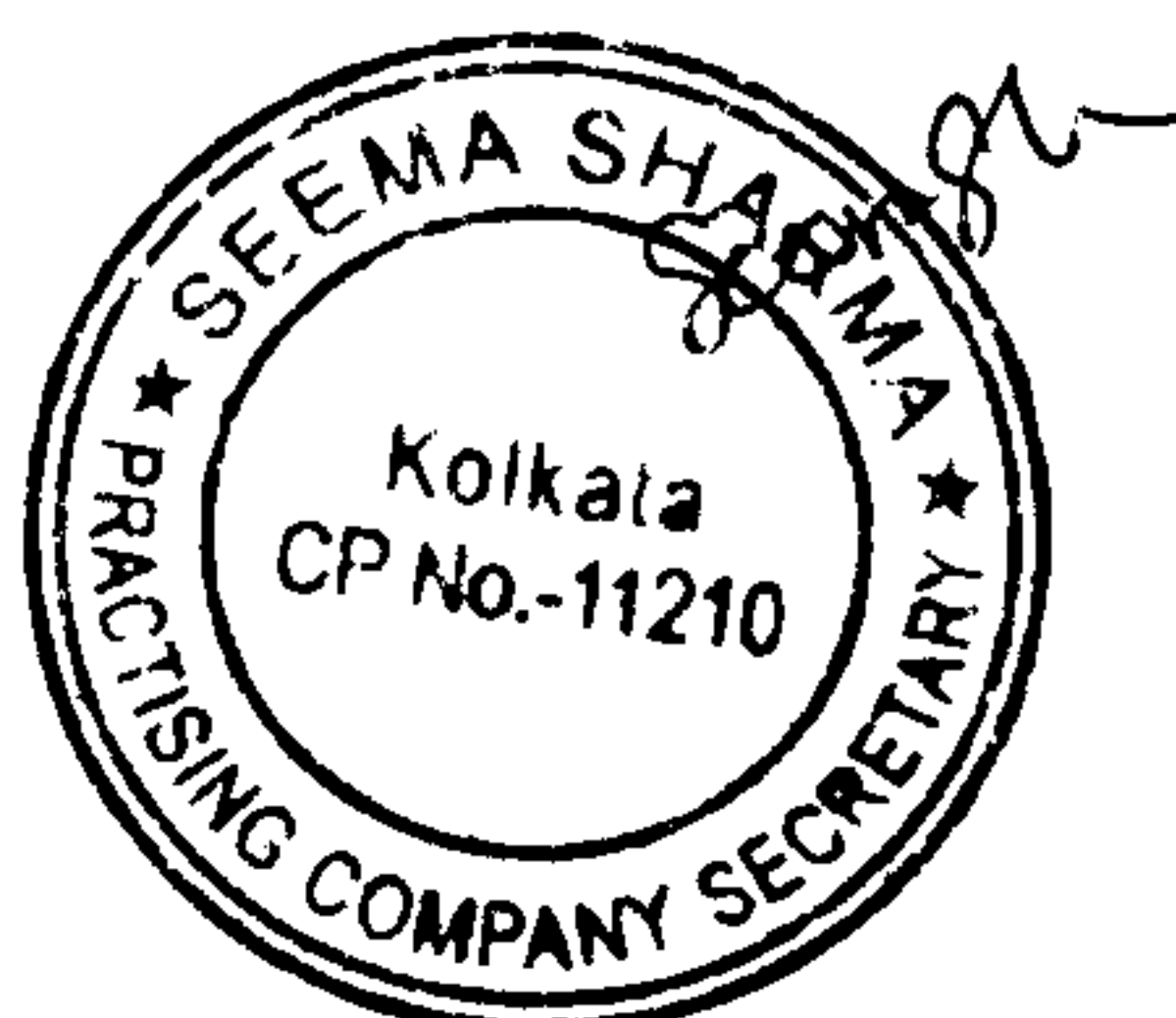
Further to the above, I submit my report as under:

Remote e-voting

1. The e-voting period remained open from **Tuesday, September 19, 2017 (10.00 A.M)** to **Friday, September 22, 2017 (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.

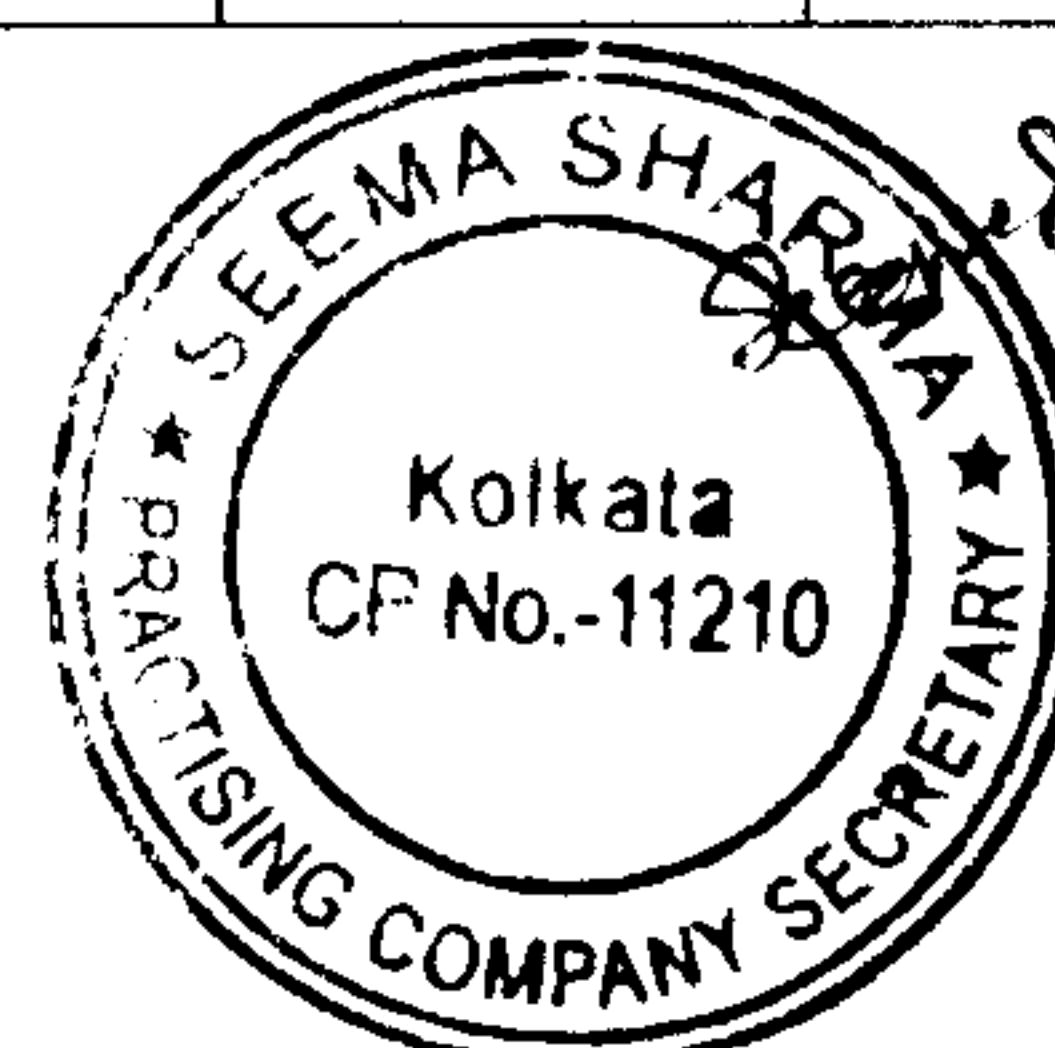


2. The Polling papers in form MGT-12 as per section 109(5) of the Act & Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to shareholders present. The Shareholders cast their votes in the ballot box kept at the convenient place in the Venue.
3. The locked ballot 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 **03 invalid votes** for all the items and **Nil abstained votes** for all the Items.

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.

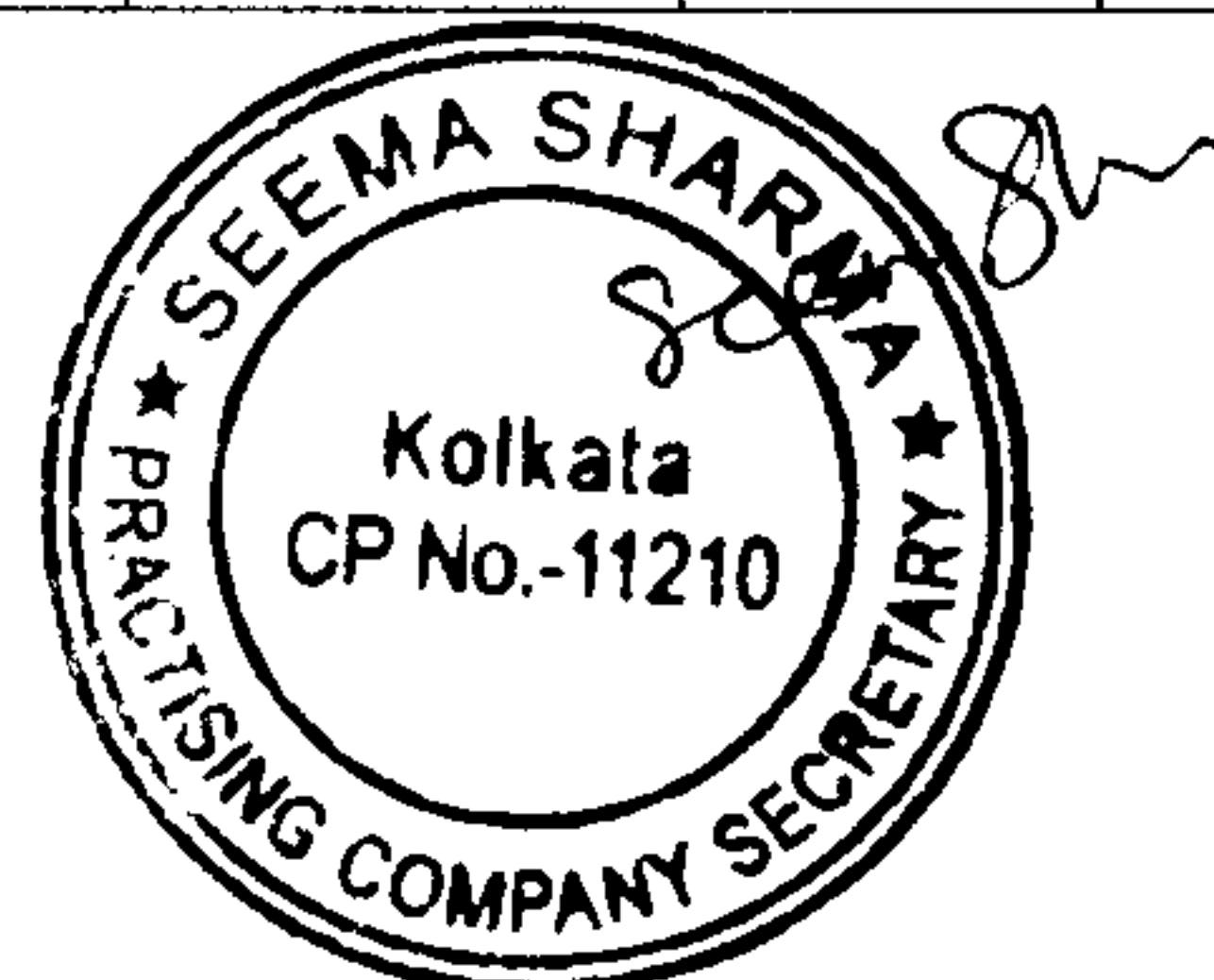
The consolidate Results are as follows:

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, 2017, 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							
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	3031468	37	3031377	99.997	2	91	.003	-	-
Voting through Poll at AGM Venue	574126	32	574124	99.999	1	2	.000	03	-
Total	3605594	69	3605501	99.997	3	93	0.003	03	-



Item no. 2 of the Notice (as an Ordinary Resolution)		To declare divided for the year ended March 31, 2017.							
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	3031468	37	3031377	99.997	2	91	.003	-	-
Voting through Poll at AGM Venue	574126	32	574124	99.999	1	2	.000	03	-
Total	3605594	69	3605501	99.997	3	93	0.003	03	-

Item no. 3 of the Notice (as an Ordinary Resolution)		To appoint Director in place of Mr. Utsav Parekh (DIN No. 00027642), 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	3031468	37	3031377	99.997	2	91	.003	-	-
Voting through Poll at AGM Venue	574126	32	574124	99.999	1	2	.000	03	-
Total	3605594	69	3605501	99.997	3	93	0.003	03	-



SEEMA SHARMA

Company Secretary in Whole Time Practice

47, East Ghosh Para Road, Nimtalla More

Authpur, Shyamnagar

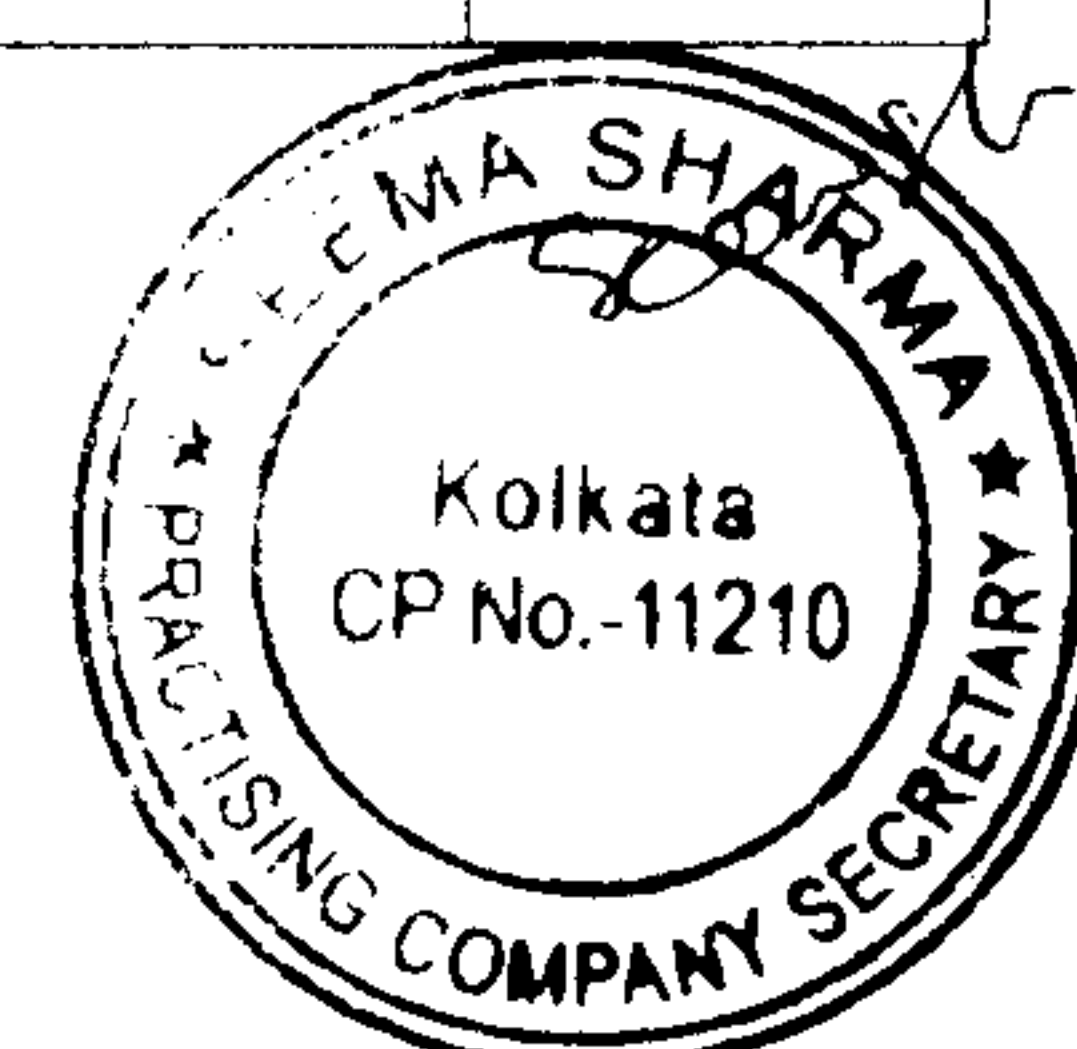
24 Parganas (North) - 743128

Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

Item no. 4 of the Notice (as an Ordinary Resolution)		To appoint M/s. S. K. Agarwal & Co in place of M/s. J. S. Vanzara & Associates to hold office from conclusion of the Thirty Fourth Annual General Meeting until the conclusion of the Thirty Fifth 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	3031468	37	3031377	99.997	2	91	.003	-	-
Voting through Poll at AGM Venue	574126	32	574124	99.999	1	2	.000	03	-
Total	3605594	69	3605501	99.997	3	93	0.003	03	-

Item no. 5 of the Notice (as an Ordinary Resolution)		To charge from a member in advance, a sum equivalent to the estimated actual expenses for delivery of any document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by 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	3031468	37	3031377	99.997	2	91	.003	-	-
Voting through Poll at AGM Venue	574126	32	574124	99.999	1	2	.000	03	-
Total	3605594	69	3605501	99.997	3	93	0.003	03	-



SEEMA SHARMA

Company Secretary in Whole Time Practice Authpur, Shyamnagar

47, East Ghosh Para Road, Nimtalla More

24 Parganas (North) - 743128

Mobile No.: +91 97483 03806

E-mail: csseemasharma@gmail.com

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.

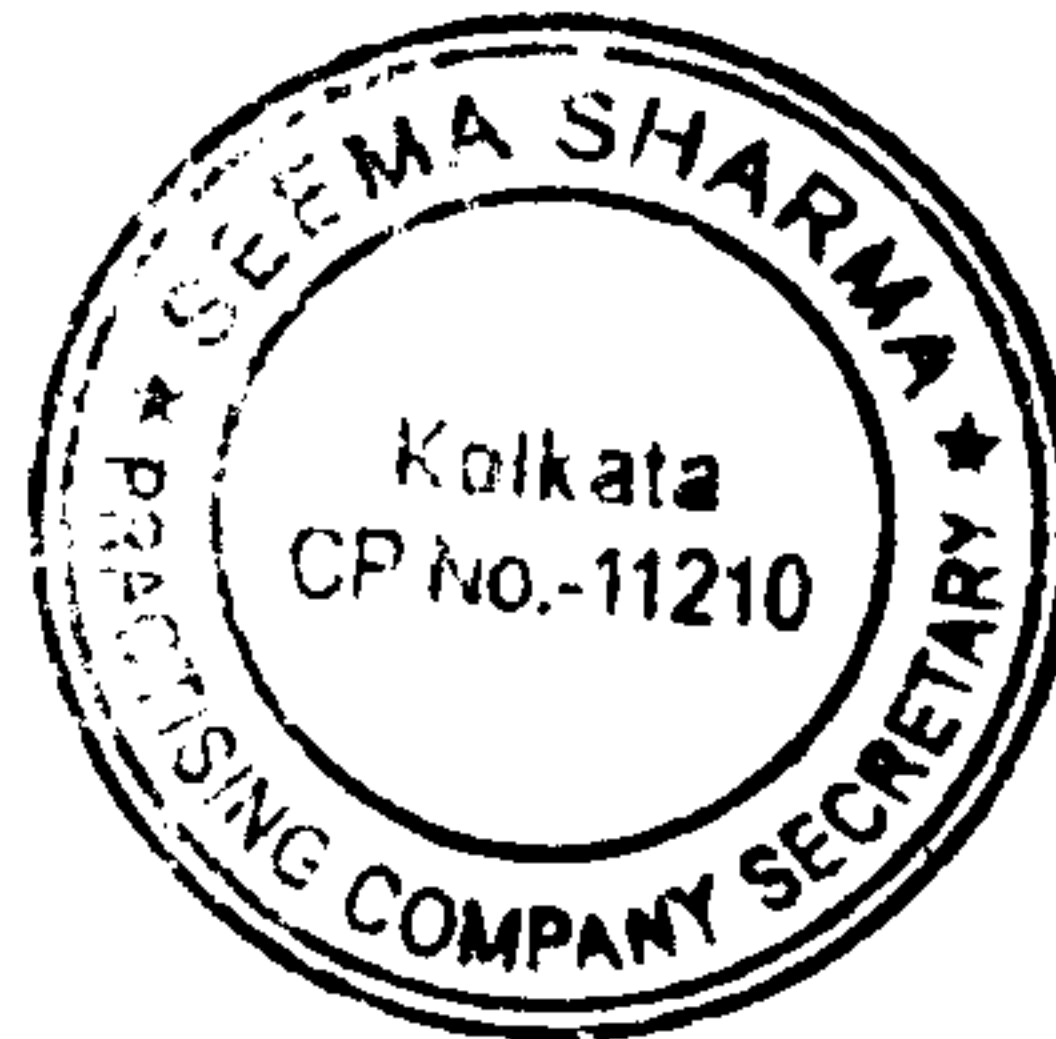
Thanking you,

Yours faithfully,

Seema Sharma

Seema Sharma

Practicing Company Secretary



M. No. - ACS 24160

C.P No. 11210

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 10.28 A.M. on 23rd September, 2017.

Vikash Rathi

Vikash Rathi
23 Janata Sarani, Eliza-X
1st Floor, Hind Motor-712233

Sapna Pasari

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

Countersigned by
For **SMIFS Capital Markets Limited**

Utsav Parekh

Utsav Parekh
Chairman
DIN: 00027642

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, 23rd September, 2017 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	23rd September, 2017
Total Number of Shareholders on record date	1360
No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none">• Promoters & Promoter Group• Public	13 327
No. of Shareholders present in the meeting through Video Conferencing <ul style="list-style-type: none">• Promoters & Promoter Group• Public	Nil

SMIFS CAPITAL MARKETS LIMITED - CIN No: L74300WB1983PLC036342										
Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015										
Resolution No. 1 (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	2393451	2393451	100	2393451	0	100	0		
	Poll	100	100	100	100	0	100	0		
	Postal Ballot(if applicable)	-	-	-	-	-	-	-		
Promoter and Promoter Group	Total	2393551	2393551	100.0000	2393551	0	100	0		
2	Evoting	0	0	0	0	0	0	0		
	Poll	550000	550000	100	550000	0	100	0		
	Postal Ballot(if applicable)	-	-	-	-	-	-	-		
Public Institutions	Total	550000	550000	100	550000	0	100	0		
3	Evoting	638017	638017	100	637926	91	99.99	0.01		
	Poll	24026	24026	100	24024	2	99.99	0.01		
	Postal Ballot(if applicable)	-	-	-	-	-	-	-		
Public Non-Institutions	Total	662043	662043	100	661950	93	99.99	0.01		

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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?	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
1 Promoter and Promoter Group	Evoing	2393451	2393451	100	2393451	0	100	0
	Poll	100	100	100	100	0	100	0
	Postal Ballot(if applicable)	-	-	-	-	-	-	-
	Total	2393551	2393551	100.0000	2393551	0	100	0
2 Public Institutions	Evoing	0	0	0	0	0	0	0
	Poll	550000	550000	100	550000	0	100	0
	Postal Ballot(if applicable)	-	-	-	-	-	-	-
	Total	550000	550000	100	550000	0	100	0
3	Evoing	638017	638017	100	637926	91	99.99	0.01
	Poll	24026	24026	100	24024	2	99.99	0.01
	Postal Ballot(if applicable)	-	-	-	-	-	-	-
	Total	662043	662043	100	661950	93	99.99	0.01
Public Non-Institutions								

Certified True Copy

FOR SMIFS CAPITAL MARKETS LIMITED

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

Whether Promoter/Promoter Group are interested in the agenda/resolution?	Yes	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	Evoing	2393451	2393451	100	2393451	0	100	0												
	Poll	100	100	100	100	0	100	0												
	Postal Ballot(if applicable)	-	-	-	-	-	-	-												
	Total	2393551	2393551	100.0000	2393551	0	100	0												
2 Public Institutions	Evoing	0	0	0	0	0	0	0												
	Poll	550000	550000	100	550000	0	100	0												
	Postal Ballot(if applicable)	-	-	-	-	-	-	-												
	Total	550000	550000	100	550000	0	100	0												
3 Public Non-Institutions	Evoing	638017	638017	100	637926	91	99.99	0.01												
	Poll	24026	24026	100	24024	2	99.99	0.01												
	Postal Ballot(if applicable)	-	-	-	-	-	-	-												
	Total	662043	662043	100	661950	93	99.99	0.01												

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FOR SMIFS CAPITAL MARKETS LIMITED

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

SMIFS CAPITAL MARKETS LIMITED - CIN No. L74300WB1963PLC036342
 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
 Resolution No. 4(ORDINARY RESOLUTION)

D. Whether Promoter/Promoter Group are interested in the agenda/resolution?	No	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)	Public Non-Institutions		
										Total	%	
1 Promoter and Promoter Group	No	Evoting	2393451	2393451	100	2393451	0	100	0			
		Poll	100	100	100	0	0	0	0			
		Postal Ballot(if applicable)	-	-	-	-	-	-	-	-		
		Total	2393551	2393551	100.0000	2393551	0	100	0	0		
		Evoting	0	0	0	0	0	0	0	0		
		Poll	550000	550000	100	550000	0	100	0	0		
		Postal Ballot(if applicable)	-	-	-	-	-	-	-	-		
		Total	550000	550000	100	550000	0	100	0	0		
		Evoting	638017	638017	100	637926	91	99.99	0.01			
		Poll	24026	24026	100	24024	2	99.99	0.01			
Postal Ballot(if applicable)	-	-	-	-	-	-	-	-				
Total	662043	662043	100	661950	93	99.99	0.01					
2 Public Institutions	No	Evoting										
		Poll										
		Postal Ballot(if applicable)										
3	No	Evoting										
		Poll										
		Postal Ballot(if applicable)										

Certified True Copy
 For SMIFS CAPITAL MARKETS LIMITED

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

Whether Promoter/Promoter Group are Interested in the agenda/resolution?	No	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		
E.	Public Non-Institutions	Evoting	2393451	2393451	100	2393451	0	0	100	0
		Poll	100	100	100	100	0	0	100	0
		Postabl Ballot(if applicable)	-	-	-	-	-	-	-	-
		Total	2393551	2393551	100.0000	2393551	0	0	100	0
1	Public Institutions	Evoting	0	0	0	0	0	0	0	0
		Poll	550000	550000	100	550000	0	0	100	0
		Postabl Ballot(if applicable)	-	-	-	-	-	-	-	-
		Total	550000	550000	100	550000	0	0	100	0
2	Public Institutions	Evoting	638017	638017	100	637926	91	99.99	0.01	
		Poll	24026	24026	100	24024	2	99.99	0.01	
		Postabl Ballot(if applicable)	-	-	-	-	-	-	-	-
		Total	662043	662043	100	661950	93	99.99	0.01	
3	Public Non-Institutions	Evoting	638017	638017	100	637926	91	99.99	0.01	
		Poll	24026	24026	100	24024	2	99.99	0.01	
		Postabl Ballot(if applicable)	-	-	-	-	-	-	-	-
		Total	662043	662043	100	661950	93	99.99	0.01	

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FOR SMIFS CAPITAL MARKETS LIMITED
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 (POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL