

# SMIFS CAPITAL MARKETS LIMITED

31st August, 2024

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

Dear Sir.

Sub: Annual General Meeting held on 31st August, 2024 at 'Vaibhav', 4, Lee Road, Fourth Floor, Kolkata-700020 at 11.00 a.m.

This is for your kind information that in the Annual General Meeting of the Company held on 31st August, 2024 at 11.00 a.m. have adopted the Audited Balance Sheet of the Company as at March 31, 2024, 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.

Further the Reappointment of Mr. Ajay Kumar Kayan (DIN No. 00239123) was approved by passing an Ordinary Resolution, who was retiring by rotation and being eligible, offered himself for re-appointment.

Also the shareholders have approved by way of special resolution the reappointment of Mr. Kishor Shah as Managing Director of the Company and by way of ordinary resolutions the material related party transactions proposed to be entered into by the company with Texmaco Rail & Engineering Limited and Texmaco Infrastructure & Holdings Limited.

Please Acknowledge.

Yours faithfully, For SMIFS CAPITAL MARKETS LIMITED

(Poonam Bhatia) Company Secretary cum Compliance Officer

#### 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, 31st August, 2024 at 11.00 a.m. at the Registered Office of the Company at Vaibhav 4 Lee Road, 4<sup>th</sup> Floor, Kolkata 700020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") is furnished below:

Date of the AGM	31st August, 2024
Total Number of Shareholders on record date	2067
No. of Shareholders present in the meeting either in person or through proxy  Promoters & Promoter Group  Public	0 0
No. of Shareholders present in the meeting through Video Conferencing  • Promoters & Promoter Group  • Public	7 65

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

Resolution No. 1 (ORDINARY RESOLUTION) To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2024, 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

	Category	Mode of Voting	No of Shares held	votes polled	% of votes polled on outstanding shares	favour	votes against	% of votes in favour on votes polled	% of votes against on votes polled
		D.W.	1	2	3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100
	Promoter	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
1	and	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Promoter Group	Po <b>stal Ballo</b> t		Nil	Nil	Nil	Nil	Nil	Nil
	Group	Total	3064051	3064051	100	3064051	Nil	100	Nil
		E-Voting	485958	374163	76.99	374163	Nil	100	Nil
2	Pu <b>blic</b>	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Institution	Po <b>stal Ballo</b> t	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	Public Non	E-Voting	2034991	13019	0.64	13002	17	99.87	0.13
	Institu <b>tion</b>	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	2034991	13019	0.64	13002	17	99.87	0.13

Details of Invalid Votes						
Category	No of Votes					
Promoter & Promoter	Nil					
Group						
Public Institution	Nil					
Public Non Institution	Nil					

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

	eligible offers himself for re-appointment.										
	Jacobori	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares		No of votes against	% of votes in favour on votes polled	% of votes against or votes polled		
			1	2	3=(2/1*100)	4	5	·6=(4/2)*100	7=(5/2)*100		
		E-Voting	3064051	3064051	100	3064051	Nil	100	Nil		
	Promoter	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
1	and Promoter Group	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
		Total	3064051	3064051	100	3064051	Nil	100	Nil		
		E-Voting	485958	374163	76.99	374163	Nil	100	Nil		
2	Public	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
-	Institution	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
		Total	485958	374163	76.99	374163	Nil	100	Nil		
_	Dublic No.	E-Voting	2034991	13019	0.64	13002	17	99.87	0.13		
3	Public Nor Institution	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
	insutudon	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
		Total	2034991	13019	0.64	13002	17	99.87	0.13		

Details of Invalid Votes							
Category	No of Votes						
Promoter & Promoter	Nil						
Group							
Public Institution	Nil						
Public Non Institution	Nil						

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

Resolution No. 3: Special Resolution. To reappoint Mr Kishor Shah as Managing Director (DIN: 00170502) as Managing Director. Mode No Category of No % of votes in % of votes No of No % of votes Voting Shares votes polled on Votes in votes favour against on held polled outstanding votes polled votes polled favour agai**ns**t shares 7=(5/2)\*1003=(2/1\*100)6=(4/2)\*1005 E-Voting 3064051 3064051 100 Nil 3064051 Nil 100 Promoter Poll Nil Nil Nil Nil Nil Nil Nil and 1 Nil Nil Nil Postal Nil Nil Nil Nil Promoter Ballot Group Total 3064051 3064051 100 3064051 100 Nil Nil 485958 374163 Nil E-Voting 76.99 374163 Nil 100 Poll Nil Nil Nil Nil Nil Nil Nil Public 2 Nil Nil Postal Nil Nil Nil Nil Nil Institution Ballot 485958 Nil Total 374163 76.99 374163 Nil 100 E-Voting 2034991 13019 0.64 13002 17 99.87 0.13 3 Public Non Nil Poll Nil Nil Nil Nil Nil Nil Institution Nil Nil Nil Nil Postal Nil Nil Nil **Ballot** 17 0.13 Total 2034991 13019 0.64 13002 99.87

Details of Invalid Votes								
Category	No of Votes							
Promoter & Promo	ter Nil							
Group								
Public Institution	Nil							
Public Non Institution	Nil							

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

Resolution No. 4: Ordinary Resolution.

Material related party transaction proposed to be entered into by the company with Texmaco Rail & Engineering Limited.

(	Jaice 1	Mode of Voting	No of Shares held	votes polled	% of votes polled on outstanding shares	Votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
H			1	2	3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100 Nil
		E-Voting	3064051	3064051	100	3064051	Nil	100	
	Promoter	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
1	and Promoter	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Group	Ballot	3064051	3064051	100	3064051	Nil	100	Nil
		Total E-Voting	485958	374163	76.99	374163	Nil	100	Nil
	- 11	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Public Institution	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Ballot	485958	374163	76.99	374163	Nil	100	Nil
		Total E-Voting	2034991	13019	0.64	13002	17	99.87	0.13
3	Public No	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Institution	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Ballot Total	2034991	13019	0.64	13002	17	99.87	0.13

Details of Invalid Votes							
Category	No of Votes						
Promoter & Promoter	Nil						
Group							
Public Institution	Nil						
Public Non Institution	Nil						

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA) Company Secretary-cum-Compliance Officer

**Resolution No. 5: Ordinary Resolution.**Material related party transaction proposed to be entered into by the company with Texmaco Infrastructure & Holdings Limited.

		Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	Votes in	ag <b>ains</b> t	% 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-Voting	3064051	3064051	100	3064051	Nil	100	Nil
	Promoter	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
1	and Promoter	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Group	Total	3064051	3064051	100	3064051	Nil	100	Nil
		E-Voting	485958	374163	76.99	374163	Nil	100	Nil
_	D. 1.15-	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Public Institution	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Ballot Total	485958	374163	76.99	374163	Nil	100	Nil
		E-Voting	2034991	13019	0.64	13002	17	99.87	0.13
3	Public Non	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Institution	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	2034991	13019	0.64	13002	17	99.87	0.13

Details of Invalid Votes							
Category	No of Votes						
Promoter & Promoter	Nil						
Group							
Public Institution	Nil						
Public Non Institution	Nil						

Certified True Copy
For SMIFS CAPITAL MARKETS LIMITED

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

## CS Sudhansu Shekhar Panigrahi

(Practicing Company Secretary)
75, Metcalf Street, 2<sup>nd</sup> Floor, Kolkata - 700 013
E-Mail: panigrahis7@gmail.com, sudhansuspanigrahi@yahoo.co.in

### Scrutinizer's Report

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014

To The Chairman SMIFS CAPITAL MARKETS Ltd Vaibhav, 4F, 4 Lee Road Kolkata – 700 020, West Bengal

Dear Sirs/Madams

- (1) I, Sudhansu Sekhar Panigrahi, Practicing Company Secretary (ACS 23187 /CP 19649) was appointed as Scrutinizer by the Company in connection with the 41st Annual General Meeting of the members of SMIFS Capital Markets Ltd (herein after called "Company") held on 31st August, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") at its registered office at Vaibhav, 4F, 4 Lee Road, Kolkata 700 020 at 11.00 A.M. for the purpose of scrutinizing the e-voting and voting through physical ballots process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rule, 2014 as amended on the resolutions referred to in this report.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting and voting through physical ballot process on the resolutions contained in the Notice of Annual General Meeting dated 27th May, 2024. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the report generated from the e-voting system of Central Depository Services (India) Ltd (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, Kolkata the agencies engaged by the Company to provide e-voting and physical ballot facilities.
- (3) I submit the report as under:
  - i. The remote e-voting period remained open from 10 a.m. IST on Tuesday the  $27^{th}$  day of August, 2024 up to 5 p.m. IST on Friday the  $30^{th}$  day of August, 2024.
  - ii. The share holders holding shares as on the "cut off" date i.e. 24th day of August, 2024 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 27th May, 2024 of the Annual General Meeting of the Company.



- iii. The Company has also allowed e-voting facility at the venue of the Annual General Meeting to enable the share holders to cast the vote in case the same has not been casted by them through remote e-voting.
- iv. The e-votes were unblocked on Saturday, the 31st August, 2024 around 11.51 am after the completion of Annual General Meeting in the presence of two witnesses namely Mr Pawan Kumar of 75 Metcalf Street, 2nd Floor, Kolkata 700 013 and Mr Subir Karmakar of 75 Metcalf Street, 2nd Floor, Kolkata 700 013 who are not in the employment of the Company.
- v. There were no Ballots received by the company.
- vi. The Combined result of remote e-voting (EVSN:240710003) and votes casted through physical ballot papers distributed at the AGM venue are as under

Resolution No. 1 (ORDINARY RESOLUTION) To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2024, 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 % of votes in % of votes of No % of votes polled of No No Mode No against Category favour on votes Votes in votes on outstanding votes polled Shares votes Voting polled ag**ains**t favour polled shares held 7=(5/2)\*100 6=(4/2)\*100 5 3=(2/1\*100) 2 1 Nil 100 3064051 Nil 3064051 100 3064051 E-Voting Nil Nil Nil Nil Nil Promoter Nil Poll Nil Nil 1 Nil and Nil Nil Nil Postal Ballot Nil Nil Promoter 100 3064051 Nil 3064051 100 3064051 Total Group Nil 100 374163 Nil 374163 76.99 485958 E-Voting Nil Nil Nil Nil Nil Nil Nil Poll Nil Public Nil Nil 2 Nil Nil Postal Ballot Nil Nil Institution Nil 100 374163 Nil 76.99 374163 485958 Total 99.87 0.13 17 13002 0.64 13019 2034991 E-Voting Nil Nil Nil Nil Public Nil 3 Nil Nil Poll Nil Institution Nil Nil Nil Nil Nil Nil Postal Ballot 99.87 0.13 17 13002 13019 0.64 2034991 Total

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter	Nil
Group	
Public Institution	Nil
Public Non Institution	Nil



	To appoint	No. 2: Ord a director is s himself for	in place of	Mr Ajay Kı	umar Kayan (DI	N: 002391	23), who	retires by rotation	on and being
	0 0	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	Votes in	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-Voting	3064051	3064051	100	3064051	Nil	100	Nil
_	Promoter and Promoter Group	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
1		Po <b>stal</b> Ball <b>o</b> t	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
		E-Voting	485958	374163	76.99	374163	Nil	100	Nil
2	Public	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Institution	Po <b>stal</b> Ball <b>o</b> t	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
		E-Voting	2034991	13019	0.64	13002	17	99.87	0.13
3	Public No	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Institution	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	2034991	13019	0.64	13002	17	99.87	0.13

Details of Invalid Votes					
Category	No of Votes				
Promoter & Promoter	Nil				
Group					
Public Institution	Nil				
Public Non Institution	Nil				



	<b>Resolution</b> To reappoin				irector (DIN: 001	70502) as	Managing	Director.	
	Care Bary	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding shares	Votes in	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-Voting	3064051	3064051	100	3064051	Nil	100	Nil
	Promoter	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
1	and Promoter	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Group	Total	3064051	3064051	100	3064051	Nil	100	Nil
		E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
-	Public Institution	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
	Public Non Institution	E-Voting	2034991	13019	0.64	13002	17	99.87	0.13
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	2034991	13019	0.64	13002	17	99.87	0.13

Details of Invalid Votes				
Category	No of Votes			
Promoter & Promoter	Nil			
Group				
Public Institution	Nil			
Public Non Institution	Nil			



Cat	LCBC*	Mode of Voting	No of Shares held	No of votes polled	% of votes polled on outstanding	Votes in	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
			1	2	shares 3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100
		E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
Pr	omoter	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
an		Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter	omoter	Ballot	225 1251	3064051	100	3064051	Nil	100	Nil
G	roup	Total	3064051	374163	76.99	374163	Nil	100	Nil
		E-Voting	485958			Nil	Nil	Nil	Nil
L.		Poll	Nil	Nil	Nil	- 1	Nil	Nil	Nil
1	ablic stitution Postal	Nil	Nil	Nil	Nil	INII	1411		
1110	Jere de la	Ballot		374163	76.99	374163	Nil	100	Nil
		Total E-Voting	485958 2034991	13019	0.64	13002	17	99.87	0.13
Pu	blic Non		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutio		Poll	Nil Nil	Nil Nil	Nil	Nil	Nil		

Details of Invalid Votes					
Category	No of Votes				
2 D	Nil				
Promoter & Promoter	1111				
Group					
Public Institution	Nil				
Public Non Institution	Nil				
Fublic Noil Histieute					



#### Resolution No. 5: Ordinary Resolution. Material related party transaction proposed to be entered into by the company. % of votes in % of votes of No % of votes No Mode of No of No of Category against on favour on Votes in votes Voting Shares votes polled on votes polled votes polled favour against outstanding held polled shares 7=(5/2)\*100 6=(4/2)\*100 5 3=(2/1\*100) 2 1 100 Nil 3064051 3064051 3064051 100 E-Voting Nil Nil Nil Nil Nil Promoter Nil Nil Poll Nil Nil Nil Nil and Nil Nil Nil 1 Postal Promoter Ballot Nil 100 Nil 3064051 3064051 100 Group 3064051 Total Nil 100 374163 Nil 485958 374163 76.99 E-Voting Nil Nil Nil Nil Nil Nil Poll Nil Nil

Nil

76.99

0.64

Nil

Nil

0.64

Nil

Nil

Nil

13019

374163

13019

Details of Invalid Votes					
Category	No of Votes				
Promoter & Promoter	Nil				
Group					
Public Institution	Nil				
Public Non Institution	Nil				

Postal

Ballot

Total

Poll

Postal Ballot

Total

E-Voting

Nil

Nil

Nil

485958

2034991

2034991

Public

Institution

Public Non

Institution

2

3

Resolution carried by requisite majority.....



Nil

100

Nil

Nil

99.87

99.87

Nil

Nil

Nil

0.13

0.13

Nil

Nil

17

Nil

Nil

17

Nil

374163

13002

13002

Nil

Nil

- (vii) The ballot forms, e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approve and signs the minutes of physical ballot and e-voting.
- (viii) The proposed resolutions have been therefore approved by the share holders of the Company with requisite majority.
- (ix) You may declare the result of e-voting and physical ballot accordingly.

Thanking You

Yours Truly

Sudhansu Sekhar Panigrahi Practicing Company Secretary C.P. No 19649

We the undersigned witness that the votes in respect of e-voting of share holders of SMIFS Capital Markets Ltd were unblocked from e-voting website of Central Depository Services (India) Ltd (CDSL) in our presence at 11.51 a.m. on 31st August, 2024.

Witnesses Pawan Kumar 75, Metcalf Street, 2<sup>nd</sup> Floor Kolkata – 700 013

Subir Karmakar 75, Metcalf Street, 2<sup>nd</sup> Floor Kolkata – 700 013

Signature...P. k....

Signature.

Counter Signed by For SMIFS Capital Markets Ltd

UTSAV PAREKH Digitally signed by UTSAV PAREKH Date: 2024.08.31 15:47:32 +05'30'

Chairman

(Utsav Parekh) DIN: 00027642

UDIN: A023187F001092717

Place: Kolkata Date: 31.08.2024

