



# 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:

<b>Date of the AGM</b>	<b>31st August, 2024</b>
<b>Total Number of Shareholders on record date</b>	2067
<b>No. of Shareholders present in the meeting either in person or through proxy</b> <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	0 0
<b>No. of Shareholders present in the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	7 65

*Certified True Copy*

For SMIFS CAPITAL MARKETS LIMITED

*P Bhatia*

(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	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	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

*Certified True Copy*

For SMIFS CAPITAL MARKETS LIMITED

*P. Bhatia*

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

**Resolution carried by requisite majority.....**

<b>Resolution No. 2 : Ordinary Resolution.</b>									
To appoint a director in place of Mr Ajay Kumar Kayan (DIN: 00239123), who retires by rotation and being eligible offers himself for re-appointment.									
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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

*Certified True Copy*

For SMIFS CAPITAL MARKETS LIMITED

*P. Bhatia*  
(POONAM BHATIA)  
Company Secretary-cum-Compliance Officer

**Resolution carried by requisite majority.....**

<b>Resolution No. 3 : Special Resolution.</b> To reappoint Mr Kishor Shah as Managing Director (DIN: 00170502) as Managing Director.								
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	$6=(4/2)*100$	$7=(5/2)*100$
1	Promoter and Promoter Group							
	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution							
	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

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For SMIFS CAPITAL MARKETS LIMITED

*P. Bhatia*

(POONAM BHATIA)  
Company Secretary-cum-Compliance Officer

**Resolution carried by requisite majority.....**

**Resolution No. 4 : Ordinary Resolution.**

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

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	$6=(4/2)*100$	$7=(5/2)*100$
1	Promoter and Promoter Group							
	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution							
	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	485958	374163	76.99	374163	Nil	100	Nil
3	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

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

*Certified True Copy*

For SMIFS CAPITAL MARKETS LIMITED

*P. Bhatia*

(POONAM BHATIA)  
Company Secretary-cum-Compliance Officer

**Resolution carried by requisite majority.....**

**Resolution No. 5 : Ordinary Resolution.**

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

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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

*Certified True Copy*

For SMIFS CAPITAL MARKETS LIMITED

*Bhalla*

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

**Resolution carried by requisite majority.....**

# 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 41<sup>st</sup> Annual General Meeting of the members of SMIFS Capital Markets Ltd (herein after called "Company") held on 31<sup>st</sup> 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 27<sup>th</sup> 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<sup>th</sup> day of August, 2024 up to 5 p.m. IST on Friday the 30<sup>th</sup> day of August, 2024.
  - ii. The share holders holding shares as on the "cut off" date i.e. 24<sup>th</sup> day of August, 2024 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 27<sup>th</sup> 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 31<sup>st</sup> 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, 2<sup>nd</sup> Floor, Kolkata – 700 013 and Mr Subir Karmakar of 75 Metcalf Street, 2<sup>nd</sup> 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

<b>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 &amp; Loss and the Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon</b>									
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	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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

<b>Details of Invalid Votes</b>	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

**Resolution carried by requisite majority.....**



<b>Resolution No. 2 : Ordinary Resolution.</b>									
To appoint a director in place of Mr Ajay Kumar Kayan (DIN: 00239123), who retires by rotation and being eligible offers himself for re-appointment.									
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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

**Resolution carried by requisite majority.....**



**Resolution No. 3 : Special Resolution.**

To reappoint Mr Kishor Shah as Managing Director (DIN: 00170502) as Managing Director.

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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

**Resolution carried by requisite majority.....**

**Resolution No. 4 : Ordinary Resolution.**

Material related party transaction proposed to be entered into by the company.

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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

**Resolution carried by requisite majority.....**

**Resolution No. 5 : Ordinary Resolution.**

Material related party transaction proposed to be entered into by the company.

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	$6=(4/2)*100$	$7=(5/2)*100$	
1	Promoter and Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	485958	374163	76.99	374163	Nil	100	Nil
		Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	485958	374163	76.99	374163	Nil	100	Nil
3	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 Group	Nil
Public Institution	Nil
Public Non Institution	Nil

**Resolution carried by requisite majority.....**

- (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

  
Sudhanou 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 31<sup>st</sup> 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........

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

