



Let's talk Forex

Si Capital & Financial Services Limited

Where Forex standards are set, not just met

CIN : L67190TN1994PLC029151

30.09.2020

To
The General Manager - DCS
Listing Operations – Corporate Service Dept.
BSE Ltd.

Scrip Code: 530907

Dear Sir/ Madam,

Sub: Declaration of Voting Results

Ref: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing herewith voting results of Annual General Meeting held on September 30, 2020 under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report in this regard.

Kindly take the same on record.

Thank You

For **S.I. Capital & Financial Services Limited**

ANEETTA C VILSON
Company Secretary & Compliance Officer

Encl: As above



SATHISH.V
B.COM, LL.B, PGDT, ACMA, FCS
PRACTICING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH TOWERS
JAWAHAR – MAHATMA ROAD,
VYTTILA P.O, COCHIN – 682019, KERALA

Phone: 0484 – 4044551, 2964551 M - 9961333309 Email: sathish@sathishv.in

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – as amended]

To,
The Chairman
M/s S.I. Capital & Financial Services Ltd
(CIN - L67190TN1994PLC029151)
Regd Office: 64, Montieth Road,
Egmore
CHENNAI - 600008

Dear Sir,

Sub: Report of Remote e-voting process and e - voting at the 26th Annual General Meeting of M/s S.I. Capital & Financial Services Ltd held on 30th September 2020

I, SATHISH V, Practicing Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, was appointed by the Board of Directors of M/s S.I. Capital & Financial Services Ltd (The Company) as the Scrutinizer (*pursuant to Section of the Companies Act 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended*), for the purpose of scrutinizing the e-voting process (**remote e-voting**) and electronic voting (**e-voting**) during the 26th AGM, in respect of the below mentioned resolutions proposed in the Notice for the 26th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 30th September 2020 at 3.00 p.m through Video Conferencing (VC) /Other Audio Visual Means (OAVM).





: 2 :

1. The Notice dated 29th August 2020, as confirmed by the Company, convening the 26th Annual General Meeting of its Equity Shareholders through Video Conferencing (VC) / Other Audio Visual Means (OAVM), was issued in accordance with General Circular numbers 14/2020, 17/2020, 20/2020 dated 8th April 2020; 13th April 2020 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA).
2. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed the dispatch of the Notice of the Annual General Meeting through electronic mode to those members whose email addresses are registered with the Company/ Depositories as on the cut-off date ie 23rd September 2020.
3. The Company had appointed M/s Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform to the shareholders of the company.
4. The Remote e-voting platform was open from Sunday 27th September 2020 at (9:00 am IST) to Tuesday 29th September 2020 at (5:00 pm IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special resolutions, on the e-voting platform provided by CDSL.
5. The Company had also arranged through CDSL, the facility of electronic voting (e-voting) to the shareholders present at the AGM through VC/ OAVM, and who had not cast their vote earlier through remote e-voting facility.





: 3 :

6. After the closure of the e-voting at the AGM at 3.45 p.m IST, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses, who are not in employment of the Company/ Depositories/ RTA.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the Notice of the 26th AGM.
8. My responsibility as Scrutinizer for the e-voting is restricted to making a Scrutinizers Report of the votes cast in favor or against the resolutions.
9. I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the 13 resolutions as included in the Notice of 26th AGM:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the year ended 31st March 2020

– Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority





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: 4 :

2. Appointment of Statutory Auditors

– Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|-----------|---------|-----------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

SPECIAL BUSINESS

3. Appointment of Mr Thandassery Balachandran Ramakrishnan (DIN: 01601072) as a Director

– Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|-----------|---------|-----------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority





: 5 :

4. Appointment of Mr Ramanathan Anchery (DIN: 02415497) as a Director

– Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

5. Appointment of Dr Anil Menon (DIN: 02390719) as Director

– Ordinary Resolution

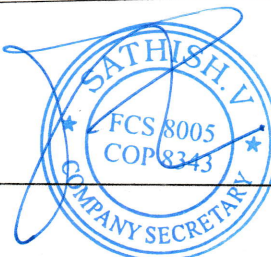
| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

6. Appointment of Mr Sreeram Kamalpriya Sreedharan (DIN: 06811964) as a non-Executive – Independent Director – Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority





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: 6 :

7. Appointment of Mr Rajesh Narayan Pillai (DIN: 07585805) as a non-Executive – Independent Director – Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

8. Increase of Authorised Share Capital – Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

9. Alteration of Capital Clause of Memorandum of Association of the Company – Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority





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: 7 :

10. Alteration of Articles of Association of the Company – Special Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

11. Approval of Borrowing Limits – Special Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

12. Approval to create Charge/ Mortgage over the properties of the company – Special Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority





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: 8 :

13. Ratification of remuneration paid to Mr Sreeram Gopinathan Nair, who has resigned from the position of Managing Director of the company – Ordinary Resolution

| | ASSENT | DISSENT | TOTAL |
|------------------------------|---------------|----------------|--------------|
| Number of Members Voting | 24 | 0 | 24 |
| Number of Votes Cast by them | 18,31,369 | 0 | 18,31,369 |
| % of Valid Votes Cast | 100% | 0 | 100% |

RESULT : Passed with Requisite majority

10. I observed that :

- a) 20 Members had cast their votes through remote e-voting during the period from 27th September 2020 to 29th September 2020
- b) 4 Members had exercised their votes through e-voting at the date of 26th AGM ie on 30th September 2020.

The combined voting results are as detailed in the Annexure A





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: 9 :

As required under Rule 20 (xii), A Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting, will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 26th Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

SATHISH V

Practicing Company Secretary
FCS – 8005; CP – 8343

Place: Cochin
Date: 30.09.2020



UDIN: F008005B000823041

The following is the summary of combined e voting results of

M/s S.I. Capital & Financial Services Ltd

[CIN: L67190TN1994PLC029151]

relevant to the 26th Annual General Meeting of the company held on 30.09.2020

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|--|-------------------|----------------|-------------|---------|-------------|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| 1 | ORDINARY BUSINESS Adoption of Annual Accounts for 2019 - 2020 ORDINARY RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.000 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 2 | Appointment of Statutory Auditors ORDINARY RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |



The following is the summary of combined e voting results of
M/s S.I. Capital & Financial Services Ltd
[CIN: L67190TN1994PLC029151]
relevant to the 26th Annual General Meeting of the company held on 30.09.2020

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|---|----------------|------------------|------------------|---------------|-------------|----------|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| | SPECIAL BUSINESS | | | | | | |
| 3 | Appointment of Mr Thandassery Balachandran Ramakrishnan (DIN :01601072) as a Director | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | ORDINARY RESOLUTION | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 4 | Appointment of Mr Ramanathan Anchery (DIN : 02415497) as a Director | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | ORDINARY RESOLUTION | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 5 | Appointment of Dr Anil Menon (DIN : 022390719) as a Director | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | ORDINARY RESOLUTION | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |



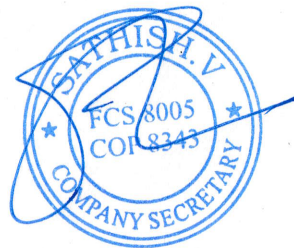
The following is the summary of combined e voting results of
M/s S.I. Capital & Financial Services Ltd
[CIN: L67190TN1994PLC029151]
relevant to the 26th Annual General Meeting of the company held on 30.09.2020

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|--|------------------------|------------------|------------------|---------------|-------------|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| 6 | Appointment of Mr Sreeram Kamalpriya Sreedharan (DIN: 06811964) as a Non-Executive Independent Director ORDINARY RESOLUTION | REMOTE E VOTE COUNT | 18,31,344 20 | 18,31,344 20 | 100.00 | | - |
| | | AGM E VOTE COUNT | 25 4 | 25 4 | 100.00 | | - |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 7 | Appointment of Mr Rajesh Narayan Pillai (DIN: 07585805) as a Non-Executive Independent Director ORDINARY RESOLUTION | REMOTE E VOTE COUNT | 18,31,344 20 | 18,31,344 20 | 100.00 | | - |
| | | AGM E VOTE COUNT | 25 4 | 25 4 | 100.00 | | - |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 8 | Increase of Authorised Share Capital ORDINARY RESOLUTION | REMOTE E VOTE COUNT | 18,31,344 20 | 18,31,344 20 | 100.00 | | - |
| | | AGM E VOTE COUNT | 25 4 | 25 4 | 100.00 | | - |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |



The following is the summary of combined e voting results of
M/s S.I. Capital & Financial Services Ltd
[CIN: L67190TN1994PLC029151]
relevant to the 26th Annual General Meeting of the company held on 30.09.2020

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|---|----------------|------------------|------------------|---------------|-------------|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| 9 | Alteration of Capital Clause of Memorandum of Association of the Company ORDINARY RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 10 | Alteration of Articles of Association of the Company SPECIAL RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 11 | Approval of Borrowing Limits SPECIAL RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |



The following is the summary of combined e voting results of
M/s S.I. Capital & Financial Services Ltd
 [CIN: L67190TN1994PLC029151]
 relevant to the 26th Annual General Meeting of the company held on 30.09.2020

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|--|----------------|-------------|-------------|--------|-------------|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| 12 | Approval to create charge/ mortgage over the properties of the Company SPECIAL RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |
| 13 | Ratification of remuneration paid to Mr Sreeram Gopinathan Nair, SPECIAL RESOLUTION | REMOTE E VOTE | 18,31,344 | 18,31,344 | 100.00 | | - |
| | | COUNT | 20 | 20 | | | |
| | | AGM E VOTE | 25 | 25 | 100.00 | | - |
| | | COUNT | 4 | 4 | | | |
| | TOTAL | VOTES | 18,31,369 | 18,31,369 | 100.00 | - | - |
| | | COUNT | 24 | 24 | | - | |

NOTE

REMOTE E VOTE: Refers to Electronic Voting at website www.evotingindia.com during the period 27/09/2020 to 29/09/2020
 AGM E VOTE: Refers to Electronic Voting at 26th Annual General Meeting of the Company held on 30/09/2020



Sathish V
 30/9/2020
SATHISH.V
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 PRACTICING COMPANY SECRETARY
 B1, PERIELLATH APARTMENTS
 JAWAHAR - MAHATMA ROAD
 VYTTILA, COCHIN - 682 019